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**深圳市海王英特龍生物技術股份有限公司**  
**SHENZHEN NEPTUNUS INTERLONG BIO-TECHNIQUE COMPANY LIMITED\***  
*(a joint stock limited company incorporated in the People's Republic of China)*  
**(Stock Code: 8329)**

**CONTINUING CONNECTED TRANSACTIONS  
IN RELATION TO THE 2020 HEALTHCARE FOOD  
AND FOOD PURCHASE FRAMEWORK AGREEMENT  
AND THE QUANYAOWANG DISTRIBUTION AGREEMENT**

**THE 2020 HEALTHCARE FOOD AND FOOD PURCHASE FRAMEWORK AGREEMENT**

Reference is made to the announcement of the Company dated 17 October 2017 in relation to the 2017 Healthcare Food and Food Purchase Framework Agreement.

As the 2017 Healthcare Food and Food Purchase Framework Agreement will expire on 31 December 2020, the Company has entered into the 2020 Healthcare Food and Food Purchase Framework Agreement with Neptunus Group, the controlling shareholder and a connected person of the Company, on 16 September 2020 (after trading hours) pursuant to which the Group will purchase certain food and healthcare food products from the Intermediate Parent Group for distribution in the PRC for the period from 1 January 2021 to 31 December 2023 (both days inclusive).

**THE QUANYAOWANG DISTRIBUTION AGREEMENT**

The Board is pleased to announce that Neptunus Changjian, a wholly-owned subsidiary of the Company, entered into the Quanyaowang Distribution Agreement with Quanyaowang, a connected person of the Company, on 16 September 2020 (after trading hours) pursuant to which Neptunus Changjian will purchase various pharmaceutical products from Quanyaowang for distribution in the PRC for the period from 1 January 2021 to 31 December 2023 (both days inclusive).

## **IMPLICATIONS OF THE GEM LISTING RULES**

As at the date of this announcement, Neptunus Group is the controlling shareholder of Neptunus Bio-engineering, and Neptunus Bio-engineering is the controlling shareholder of the Company, which directly and indirectly holds approximately 73.51% of the entire share capital of the Company. Therefore, Neptunus Group is a connected person of the Company under Rule 20.07(1) of the GEM Listing Rules. Accordingly, the 2020 Healthcare Food and Food Purchase Framework Agreement constitutes a continuing connected transaction for the Company under Chapter 20 of the GEM Listing Rules.

As at the date of this announcement, Quanyaowang is indirectly held as to 100% by Mr. Zhang Si Min, the brother of the chairman of the Board and executive Director Mr. Zhang Feng. Therefore, Quanyaowang is an associate of Mr. Zhang Feng and thus a connected person of the Company under Rule 20.07(4) of the GEM Listing Rules. Accordingly, the Quanyaowang Distribution Agreement constitutes a continuing connected transaction for the Company under Chapter 20 of the GEM Listing Rules.

As all of the applicable percentage ratios calculated with reference to the highest Proposed Healthcare Food and Food Purchase Cap are more than 0.1% but less than 5%, the 2020 Healthcare Food and Food Purchase Framework Agreement will be subject to reporting, announcement and annual review requirements but are exempt from the circular and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

As all of the applicable percentage ratios calculated with reference to the highest Proposed Quanyaowang Purchase Cap are more than 0.1% but less than 5%, the Quanyaowang Distribution Agreement will be subject to reporting, announcement, annual review requirements but are exempt from the circular and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

## **THE 2020 HEALTHCARE FOOD AND FOOD PURCHASE FRAMEWORK AGREEMENT**

Reference is made to the announcement of the Company dated 17 October 2017 in relation to the 2017 Healthcare Food and Food Purchase Framework Agreement.

As the 2017 Healthcare Food and Food Purchase Framework Agreement will expire on 31 December 2020, the Company has entered into the 2020 Healthcare Food and Food Purchase Framework Agreement with Neptunus Group, the controlling shareholder and a connected person of the Company, on 16 September 2020 (after trading hours) pursuant to which the Group will purchase certain food and healthcare food products from the Intermediate Parent Group for distribution in the PRC for the period from 1 January 2021 to 31 December 2023 (both days inclusive).

The details of the 2020 Healthcare Food and Food Purchase Framework Agreement are as follows:

**Date**

16 September 2020

**Parties**

- (i) The Company
- (ii) Neptunus Group

**Subject matter**

Pursuant to the 2020 Healthcare Food and Food Purchase Framework Agreement, among other things, the Group will purchase certain food and healthcare food products from the Intermediate Parent Group for distribution in the PRC.

**Term**

The term of the 2020 Healthcare Food and Food Purchase Framework Agreement is from 1 January 2021 to 31 December 2023 (both days inclusive).

**Conditions Precedent**

The 2020 Healthcare Food and Food Purchase Framework Agreement will become effective on 1 January 2021 upon:–

- (i) the approval by the Board; and
- (ii) all applicable law, regulation and obligation imposed by the relevant statutory or governmental bodies having been complied with, and all necessary consents from the relevant statutory or governmental bodies having been obtained or waived.

**Pricing basis and payment terms**

Pursuant to the 2020 Healthcare Food and Food Purchase Framework Agreement, purchase prices of food and healthcare food products shall be agreed between the parties on an arm's length basis through negotiations with reference to the then prevailing market prices of similar products (if applicable).

In the case where there are similar products in the market, the purchase prices of food and healthcare food products offered to the Group shall be determined with reference to the then prevailing market prices of similar products agreed by both parties after arm's length negotiation. And such purchase prices shall not be higher than the purchase prices of similar products obtained from other independent suppliers by the Group.

In the case where there are no similar products in the market:

- (i) where the Intermediate Parent Group supplies the relevant food and healthcare food products to the Group non-exclusively, the purchase prices of food and healthcare food products offered to the Group shall not be higher than the purchase prices of similar products in similar quantities offered by the Intermediate Parent Group to other independent customers; and
- (ii) where the Intermediate Parent Group supplies the relevant food and healthcare food products to the Group exclusively, the purchase prices of food and healthcare food products offered to the Group shall not be higher than the purchase prices set by the Group. Such purchase prices set by the Group would be determined with reference to the Group's distribution prices of similar products offered to its independent customers and its historical gross profit margin of such similar products.

For the internal control measures implemented by the Company to ensure that the terms of the 2020 Healthcare Food and Food Purchase Framework Agreement are no less favourable to the Group than the terms available from independent third parties, please refer to the section headed "Internal Control Measures" in this announcement.

The consideration of food and healthcare food products purchased by the Group shall be settled within sixty (60) days after the issue date of the invoice or the receipt of food and healthcare food products, whichever is earlier.

### Annual caps

The Proposed Healthcare Food and Food Purchase Caps for each of the year ending 31 December 2021, 2022 and 2023 are RMB25,000,000 (approximately HK\$28,409,090), RMB26,250,000 (approximately HK\$29,829,545) and RMB27,500,000 (approximately HK\$31,250,000), respectively.

Details of the historical transaction amounts and historical purchase caps are set out in the table below:

Year ended 31 December 2018		Year ended 31 December 2019		Seven months ended 31 July 2020	Year ending 31 December 2020
(RMB)		(RMB)		(RMB)	(RMB)
Historical transaction amount (audited)	Historical purchase cap	Historical transaction amount (audited)	Historical purchase cap	Historical transaction amount (unaudited)	Historical purchase cap
22,930,000	28,000,000	27,829,000	36,000,000	9,310,000	47,000,000

In arriving at the Proposed Healthcare Food and Food Purchase Caps, the Directors have considered the following factors:

- (a) the audited historical transaction amounts under the 2017 Healthcare Food and Food Purchase Framework Agreement for the years ended 31 December 2018 and 31 December 2019 and the seven months ended 31 July 2020; and
- (b) the estimated annual growth rate of 5% of the demand of the Group for food and healthcare food products, and the actual growth rate under the 2017 Healthcare Food and Food Purchase Framework Agreement.

Based on the Proposed Healthcare Food and Food Purchase Caps set out above, the Directors (including the independent non-executive Directors) are of the view that the Proposed Healthcare Food and Food Purchase Caps are fair and reasonable and in the interests of the Company and the Shareholders as a whole. If the transaction amount under the 2020 Healthcare Food and Food Purchase Framework Agreement are expected to exceed the Proposed Healthcare Food and Food Purchase Caps, the Company will re-comply with the requirements under Chapter 20 of the GEM Listing Rules.

## **THE QUANYAOWANG DISTRIBUTION AGREEMENT**

The Board is pleased to announce that Neptunus Changjian, a wholly-owned subsidiary of the Company, entered into the Quanyaowang Distribution Agreement with Quanyaowang, a connected person of the Company, on 16 September 2020 (after trading hours) pursuant to which Neptunus Changjian will purchase various pharmaceutical products from Quanyaowang for distribution in the PRC for the period from 1 January 2021 to 31 December 2023 (both days inclusive).

The details of the Quanyaowang Distribution Agreement are as follows:

### **Date**

16 September 2020

### **Parties**

- (i) Neptunus Changjian
- (ii) Quanyaowang

## **Subject matter**

Pursuant to the Quanyaowang Distribution Agreement, among other things, Neptunus Changjian will purchase various pharmaceutical products from Quanyaowang and distribute such products within the PRC.

## **Term**

The term of the Quanyaowang Distribution Agreement is from 1 January 2021 to 31 December 2023 (both days inclusive).

## **Conditions Precedent**

The Quanyaowang Distribution Agreement will become effective on 1 January 2021 upon:–

- (i) the approval by the Board; and
- (ii) all applicable law, regulation and obligation imposed by the relevant statutory or governmental bodies having been complied with, and all necessary consents from the relevant statutory or governmental bodies having been obtained or waived.

## **Pricing basis and payment terms**

Pursuant to the Quanyaowang Distribution Agreement, the unit prices of the pharmaceutical products to be provided by Quanyaowang to Neptunus Changjian shall be agreed between the parties on arm's length basis through negotiations with reference to the then prevailing market prices of similar products (if applicable). Further, such unit prices of the pharmaceutical products shall not be higher than the unit prices of similar products in similar quantities supplied by the Quanyaowang to its independent customers.

For the internal control measures implemented by the Company to ensure that the terms of the Quanyaowang Distribution Agreement are no less favourable to the Group than the terms available from independent third parties, please refer to the section headed "Internal Control Measures" in this announcement.

The consideration of the pharmaceutical products purchased by Neptunus Changjian shall be settled before the delivery of the pharmaceutical products and the invoice should be issued within 45 days after the date of delivery of the pharmaceutical products. All the terms of the Quanyaowang Distribution Agreement are arrived at after arm's length negotiations between Neptunus Changjian and Quanyaowang.

## **Annual caps**

The Proposed Quanyaowang Purchase Caps for each of the years ending 31 December 2021, 2022 and 2023 are RMB25,000,000 (approximately HK\$28,409,090), RMB26,250,000 (approximately HK\$29,829,545) and RMB27,500,000 (approximately HK\$31,250,000), respectively.

In arriving at the Proposed Quanyaowang Purchase Caps, the Directors have taken into account the initial expected annual growth rate of the demand for purchasing the pharmaceutical products under the Quanyaowang Distribution Agreement to be approximately 5%.

Based on the Proposed Quanyaowang Purchase Caps set out above, the Directors (including the independent non-executive Directors) are of the view that the Proposed Quanyaowang Purchase Caps are fair and reasonable and in the interests of the Company and the Shareholders as a whole. If the transaction amount under the Quanyaowang Distribution Agreement are expected to exceed the Proposed Quanyaowang Purchase Caps, the Company will re-comply with the requirements under Chapter 20 of the GEM Listing Rules.

## **INTERNAL CONTROL MEASURES**

In order to ensure that (i) the terms of the 2020 Healthcare Food and Food Purchase Framework Agreement are no less favourable to the Group than the terms available from independent suppliers, (ii) the terms of the Quanyaowang Distribution Agreement are no less favourable to the Group than the terms available from independent suppliers; and (iii) to protect the interests of the Company and its Shareholders as a whole, the Company will adopt the following internal control measures regarding the Proposed CCTs:

(a) In relation to the 2020 Healthcare Food and Food Purchase Framework Agreement:–

(i) In the case where there are similar products in the market:

- The prices of food and healthcare food products would be determined with reference to the prevailing market prices of similar products agreed by both parties after arm's length negotiation. In order to obtain the prevailing market price, relevant departments of the Group will obtain quotes from at least two independent suppliers which are as established as, and of similar scale with the Intermediate Parent Group on a quarterly basis for similar products;

- If at any time the relevant departments of the Group find out that in respect of a transaction, the price of a product offered by the Intermediate Parent Group is higher than that offered by other independent suppliers and/or the terms of a product offered by the Intermediate Parent Group are less favourable than those offered by other independent suppliers, such findings shall be reported to the general manager of the Company or the relevant subsidiary of the Group for review. The relevant general manager shall then discuss with one of the Directors to evaluate whether the Group should continue to purchase such product from the Intermediate Parent Group or amend the relevant terms, with reference to factors such as the corporate background of such supplier, its reputation and reliability, and its ability to conduct the transaction in accordance with the terms of the agreement provided by it.

(ii) In the case where there are no similar products in the market:

- If the Intermediate Parent Group also supplies the relevant food and healthcare food products to other independent customers, the prices of such products should not be higher than the prices of similar products in similar quantities offered by the Intermediate Parent Group to its independent customers. The Group will monitor this type of transaction by collecting documents from the Intermediate Parent Group on a quarterly basis, evidencing the sales prices of the products that are offered by the Intermediate Parent Group to its independent customers;
- If at any time the relevant departments of the Group find out that in respect of a transaction, the Intermediate Parent Group offers lower price and/or more favourable terms in respect of a product to its independent customers, such findings shall be reported to the general manager of the Company or the relevant subsidiary of the Group for review. The relevant general manager shall then discuss with one of the Directors to evaluate whether the Group should continue to purchase such product from the Intermediate Parent Group or amend relevant terms, provided that the terms of purchase made by the Group and the independent customers of the Intermediate Parent Group or its customers are similar;
- If the Intermediate Parent Group only supplies the relevant food and healthcare food products to the Group, the prices of such products should not be higher than the purchase prices set by the Group. Such purchase prices set by the Group would be determined with reference to the Group's distribution prices of similar products offered to its independent customers and its historical gross profit margin of such similar products. The Group will monitor this type of transaction by evaluating its average distribution price of the products offered to its independent customers on a quarterly basis. If at any time the Intermediate Parent Group reject to accept the purchase price made by the Group for a product, the general manager of the Company or the relevant subsidiary of the Group shall then discuss with one of the Directors to evaluate whether the Group should continue to purchase such product from the Intermediate Parent Group or whether the Group should increase the sales price of such product.



(b) In relation to the Quanyaowang Distribution Agreement:

- (i) the prices of the products offered by Quanyaowang would be determined through negotiations on arm's length basis with reference to the prevailing market prices of similar products agreed by both parties after arm's length negotiation. In order to obtain the prevailing market price, relevant departments of the Group will obtain quotes from at least two independent suppliers which are as established as, and of similar scale with Quanyaowang on a quarterly basis for similar products; and
  - (ii) if at any time the relevant departments of the Group find out that in respect of a transaction, the price of a product offered by Quanyaowang is higher than that offered by other independent suppliers and/or the terms of a product offered by Quanyaowang are less favourable than those offered by other independent suppliers, such findings shall be reported to the general manager of the Company or the relevant subsidiary of the Group for review. The relevant general manager shall then discuss with one of the Directors to evaluate whether the Group should continue to purchase such product from Quanyaowang or amend the relevant terms, with reference to factors such as the corporate background of such supplier, its reputation and reliability, and its ability to conduct the transaction in accordance with the terms of the agreement provided by it.
- (c) the Group would monitor the Proposed CCTs in accordance with the internal control policies. The relevant department of the Group would review regularly whether the Proposed CCTs is implemented in accordance with the terms of the 2020 Healthcare Food and Food Purchase Framework Agreement and the Quanyaowang Distribution Agreement. Shall there be any material change in the market price of the products, the parties shall negotiate to adjust the pricing policies to ensure the fairness and reasonableness of the pricing policies;
- (d) the Group's finance department would collect the data of the Proposed CCTs to ensure that the Proposed Healthcare Food and Food Purchase Caps and the Proposed Quanyaowang Purchase Caps are not exceeded;
- (e) the Group will engage the auditors to conduct an annual review of the Proposed CCTs to opine whether the Proposed Healthcare Food and Food Purchase Caps and the Proposed Quanyaowang Purchase Caps have been exceeded;
- (f) the Company's audit committee would review the implementation of the Proposed CCTs and review the report in relation to the Proposed CCTs prepared by the management of the Group, in order to evaluate comprehensiveness and effectiveness of the Group's internal control measures on Proposed CCTs; and
- (g) the independent non-executive Directors would review the implementation of the Proposed CCTs annually.

The Directors consider that the above methods and procedures can ensure that the Proposed CCTs will be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

## **REASONS FOR AND BENEFITS OF ENTERING INTO OF THE 2020 HEALTHCARE FOOD AND FOOD PURCHASE FRAMEWORK AGREEMENT**

In view of (i) the aging population issue in the PRC, (ii) the increase in the number of people in the PRC becoming aware of the importance of good health and (iii) the promulgation of the Outline of “Healthy China 2030” Plan (「健康中國2030」規劃綱要)), the demand for healthcare food products in the PRC will increase and the such market in the PRC will continue to grow. As the Intermediate Parent Group has the expertise and experience in manufacturing of the healthcare food products and has a good reputation, the Board believes that the 2020 Healthcare Food and Food Purchase Framework Agreement will bring the Group higher operating revenues and have a positive impact on the profitability of the Group.

To the best of the Directors’ knowledge, information and belief and having made all reasonable enquiries, no Director has a material interest in the transactions contemplated under the 2020 Healthcare Food and Food Purchase Framework Agreement, save and except that the chairman of the Board and executive Director Mr. Zhang Feng, is also a director of Neptunus Group. In this connection, Mr. Zhang Feng had abstained from voting on the written resolutions of the Board for approving the 2020 Healthcare Food and Food Purchase Framework Agreement. Having considered the above, the remaining Directors take the view that the 2020 Healthcare Food and Food Purchase Framework Agreement has been: (i) entered into in the Group’s ordinary and usual course of business; and (ii) on normal commercial terms determined on an arm’s length basis and on terms that are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

## **REASONS FOR AND BENEFITS OF ENTERING INTO OF THE QUANYAOWANG DISTRIBUTION AGREEMENT**

Quanyaowang is a government-guided group purchasing organisation for collective procurement, supply and service provider of pharmaceutical products for public healthcare organisations and has experienced accelerated growth since its establishment in 2015 and its market covers various provinces and regions in the PRC. The Board considers that the entering into of the Quanyaowang Distribution Agreement will (i) increase the number of products and categories distributed by the Neptunus Changjian, thus strengthening its connections with distributors and retailers, and (ii) bring to the Group higher operating revenues by the distribution and sale of pharmaceutical products which are expected to have a positive impact on the profitability of the Group.

To the best of the Directors’ knowledge, information and belief and having made all reasonable enquiries, no Director has a material interest in the transactions contemplated under the Quanyaowang Distribution Agreement, save and except that Quanyaowang is indirectly held as to 100% by Mr. Zhang Si Min, the brother of the chairman of the Board and executive Director Mr. Zhang Feng. Therefore, Quanyaowang is an associate of Mr. Zhang Feng and thus a connected person of the Company under Rule 20.07(4) of the GEM Listing Rules. In this connection, Mr. Zhang Feng had abstained from voting on the written resolutions of the Board for approving the Quanyaowang Distribution Agreement. Having considered the above, the remaining Directors take the view that the Quanyaowang Distribution Agreement has been: (i) entered into in the Group’s ordinary and usual course of business; and (ii) on normal commercial terms determined on an arm’s length basis and on terms that are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

## **INFORMATION ON THE GROUP, NEPTUNUS GROUP, NEPTUNUS CHANGJIAN, AND QUANYAOWANG**

The Group is principally engaged in the research and development, production and sales of medicines, and the purchase and sales of medicines and healthcare food products.

Neptunus Group is a joint stock limited company established under the laws of the PRC, and together with its subsidiaries, it is a large enterprise group with its competitive edge in the pharmaceutical industry in the PRC. It has already formed a comprehensive industry chain including research and development, manufacturing of pharmaceutical products and pharmaceutical commercial circulation.

Neptunus Changjian is a limited liability company established under the laws of the PRC and is a wholly-owned subsidiary of the Company. Neptunus Changjian is principally engaged in the business of sales and distribution of drugs, health supplements and food.

Quanyaowang is a limited liability company established under the laws of the PRC and is the first group purchasing organisation for collective procurement, supply and service provider of pharmaceutical products for public healthcare organisations in the PRC. Quanyaowang is indirectly held as to 100% by Mr. Zhang Si Min, the brother of the chairman of the Board and executive Director, Mr. Zhang Feng.

### **IMPLICATIONS OF THE GEM LISTING RULES**

As at the date of this announcement, Neptunus Group is the controlling shareholder of Neptunus Bio-engineering, and Neptunus Bio-engineering is the controlling shareholder of the Company, which directly and indirectly holds approximately 73.51% of the entire share capital of the Company. Therefore, Neptunus Group is a connected person of the Company under Rule 20.07(1) of the GEM Listing Rules. Accordingly, the 2020 Healthcare Food and Food Purchase Framework Agreement constitutes a continuing connected transaction for the Company under Chapter 20 of the GEM Listing Rules.

As at the date of this announcement, Quanyaowang is indirectly held as to 100% by Mr. Zhang Si Min, the brother of the chairman of the Board and executive Director, Mr. Zhang Feng. Therefore, Quanyaowang is an associate of Mr. Zhang Feng and thus a connected person of the Company under Rule 20.07(4) of the GEM Listing Rules. Accordingly, the Quanyaowang Distribution Agreement constitutes a continuing connected transaction for the Company under Chapter 20 of the GEM Listing Rules.

As all of the applicable percentage ratios calculated with reference to the highest Proposed Healthcare Food and Food Purchase Cap are more than 0.1% but less than 5%, the 2020 Healthcare Food and Food Purchase Framework Agreement will be subject to reporting, announcement and annual review requirements but are exempt from the circular and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

As all of the applicable percentage ratios calculated with reference to the highest Proposed Quanyaowang Purchase Cap are more than 0.1% but less than 5%, the Quanyaowang Distribution Agreement will be subject to reporting, announcement, annual review requirements but are exempt from the circular and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

## DEFINITIONS

In this announcement, the following terms have the same meanings as set out below:

“2017 Healthcare Food and Food Purchase Framework Agreement”	the purchase framework agreement dated 17 October 2017 entered into between the Company and Neptunus Group pursuant to which the Group will purchase certain food and healthcare food products from the Intermediate Parent Group for distribution in the PRC for the period from 1 January 2018 to 31 December 2020;
“2020 Healthcare Food and Food Purchase Framework Agreement”	the purchase framework agreement entered into between the Company and Neptunus Group on 16 September (after trading hours) pursuant to which the Group will purchase certain food and healthcare food products from the Intermediate Parent Group for distribution in the PRC for the period from 1 January 2021 to 31 December 2023;
“associate”	has the meaning ascribed thereto under the GEM Listing Rules;
“Board”	the board of Directors;
“Company”	深圳市海王英特龍生物技術股份有限公司(Shenzhen Neptunus Interlong Bio-technique Company Limited*), whose H shares are listed on GEM;
“connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules;
“controlling shareholder”	has the meaning ascribed thereto under the GEM Listing Rules;
“Director(s)”	the director(s) of the Company
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Intermediate Parent Group”	collectively Neptunus Group and its subsidiaries (excluding the Group), or any one of them;

“Neptunus Bio-engineering”	深圳市海王生物工程股份有限公司(Shenzhen Neptunus Bio-engineering Company Limited*), a joint stock limited company established under the laws of the PRC whose shares are listed on the Shenzhen Stock Exchange;
“Neptunus Changjian”	深圳海王長健醫藥有限公司(Shenzhen Neptunus Changjian Pharmaceutical Company Limited*), a limited liability company established under the laws of the PRC which is wholly-owned by the Company;
“Neptunus Group”	深圳海王集團股份有限公司(Shenzhen Neptunus Group Company Limited*), a joint stock limited company incorporated in the PRC and the controlling shareholder of Neptunus Bio-engineering;
“percentage ratio(s)”	has the meaning ascribed thereto under the GEM Listing Rules;
“PRC”	the People’s Republic of China;
“Proposed CCTs”	collectively, the continuing connected transactions contemplated under the 2020 Healthcare Food and Food Purchase Framework Agreement and the Quanyaowang Distribution Agreement;
“Proposed Healthcare Food and Food Purchase Cap(s)”	the estimated maximum aggregate purchase amount under the 2020 Healthcare Food and Food Purchase Framework Agreement each of the year ending 31 December 2021, 2022 and 2023;
“Proposed Quanyaowang Purchase Cap(s)”	the estimated maximum aggregate purchase amount under the Quanyaowang Distribution Agreement for each of the year ending 31 December 2021, 2022 and 2023;
“Quanyaowang”	Shenzhen Quanyaowang Pharmaceutical Company Limited* (深圳市全藥網藥業有限公司), a limited liability company established under the laws of the PRC;
“Quanyaowang Distribution Agreement”	the distribution framework agreement entered into between Neptunus Changjian and Quanyaowang on 16 September 2020 (after trading hours) pursuant to which the Group will purchase certain pharmaceutical products from Quanyaowang for distribution in the PRC for the period from 1 January 2021 to 31 December 2023;

“RMB”	Renminbi, the lawful currency of the PRC;
“Shareholders”	the holders of the ordinary shares of RMB0.1 each of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.

*Translation of RMB into HK\$ in this announcement is based on the exchange rate of HK\$1 = RMB0.88. Such exchange rate is for the purpose of illustration only and does not constitute a representation that any amount has been, could have been or may be converted at such or any other rates or at all.*

By order of the Board  
**Shenzhen Neptunus Interlong Bio-technique Company Limited\***  
**Zhang Feng**  
*Chairman*

Shenzhen, the PRC, 16 September 2020

*As at the date of this announcement, the executive Directors are Mr. Zhang Feng, Mr. Zhou Hang and Mr. Huang Jian Bo; the non-executive Directors are Ms. Yu Lin, Mr. Shen Da Kai and Mr. Xu Yan He; and the independent non-executive Directors are Mr. Yick Wing Fat, Simon, Mr. Poon Ka Yeung and Mr. Zhang Jian Zhou.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from its date of publication and on the Company’s website at [www.interlong.com](http://www.interlong.com).*

\* For identification purpose only