## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in CK Life Sciences Int'l., (Holdings) Inc., you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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# PROPOSALS FOR ELECTION OF DIRECTORS AT THE ANNUAL GENERAL MEETING, GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES AND

### NOTICE OF ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 6 to 11 of this circular.

The notice convening the forthcoming annual general meeting ("AGM") of CK Life Sciences Int'l., (Holdings) Inc. ("Company") to be held as a hybrid meeting at 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong and online on Thursday, 18 May 2023 at 9:00 a.m. (or (i) as the directors of the Company ("Directors") may, in their absolute discretion in accordance with the Company's Articles of Association, change the place of the AGM at the same time and on the same date by way of an announcement without the need to give a new notice of the AGM or (ii) in the event that a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above, or "extreme conditions" caused by a super typhoon announced by the Hong Kong Government is/ are in force in Hong Kong at 7:00 a.m. on that day, at the same time and place on Monday, 22 May 2023) is set out on pages 19 to 23 of this circular. A proxy form for use at the AGM is enclosed with this circular. The proxy form can also be downloaded from the websites of the Company at https://www.ck-lifesciences.com and Hong Kong Exchanges and Clearing Limited at https://www.hkexnews.hk. Whether shareholders of the Company ("Shareholders") are able to attend the AGM physically or online, they are encouraged to appoint the Chairman of the AGM as their proxy by completing, signing and: (i) returning the proxy form to the Company's Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong; or (ii) depositing the completed and signed proxy form at the Company's principal place of business in Hong Kong at 7th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong; or (iii) sending a legible image of the signed proxy form to the Company's Branch Share Registrar by email at ckls.eproxy@computershare.com.hk as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (or any adjournment or postponement thereof). Completion and return of the proxy form will not preclude Shareholders from attending and voting at the AGM in person or through the online platform provided for the AGM (or at any adjournment or postponement thereof) should they subsequently so wish, and, in such event, the proxy shall be deemed to be revoked. For the AGM convened to be held on Thursday, 18 May 2023 at 9:00 a.m., the deadline to submit completed proxy forms is Tuesday, 16 May 2023 at 9:00 a.m.

In the event of any inconsistency, the English version of this circular shall prevail over the Chinese version.

# **CONTENTS**

•	Page
GUIDANCE FOR THE ANNUAL GENERAL MEETING	3
LETTER FROM THE BOARD	6
1. Introduction	6
2. Proposed Election of Directors	7
3. Proposed General Mandate to Issue New Shares	9
4. Proposed General Mandate to Buy Back Shares	10
5. Annual General Meeting	10
6. Recommendation	11
APPENDIX I - DETAILS OF DIRECTORS	12
APPENDIX II - EXPLANATORY STATEMENT	16
APPENDIX III - NOTICE OF ANNUAL GENERAL MEETING	19

### GUIDANCE FOR THE ANNUAL GENERAL MEETING

The AGM will be held as a hybrid meeting. In addition to the traditional physical attendance at the AGM, Shareholders have the option of attending, participating, raising questions and voting at the AGM through online access by visiting the website at https://web.lumiagm.com ("Online Platform"). Shareholders participating in the AGM using the Online Platform will be deemed present at, and will be counted towards the quorum of, the AGM and they will be able to cast their votes and submit questions through the Online Platform.

No refreshments or drinks will be provided to attendees at the AGM.

### ATTENDING THE AGM THROUGH ONLINE PLATFORM

The Online Platform will be open for registered Shareholders and non-registered Shareholders (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the AGM (i.e. from 8:30 a.m. on 18 May 2023) and can be accessed from any location with internet connection by a smart phone, tablet device or computer. Shareholders should allow ample time to check into the Online Platform to complete the related procedures. Please refer to the Online User Guide for the AGM at https://www.ck-lifesciences.com/eng/content.php?page=2023AGM for assistance.

### Login details for registered Shareholders

Details regarding the AGM arrangements including login details to access the Online Platform are included in the Company's notification letter to registered Shareholders ("Shareholder Notification") sent together with this circular.

### Login details for non-registered Shareholders

Non-registered Shareholders who wish to attend, participate and vote at the AGM using the Online Platform should (1) contact and instruct their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (together, "Intermediary") to appoint themselves as proxy or corporate representative to attend the AGM and (2) provide their email address to their Intermediary before the time limit required by the relevant Intermediary. Details regarding the AGM arrangements including login details to access the Online Platform will be sent by the Company's Branch Share Registrar, Computershare Hong Kong Investor Services Limited, to the email address of the non-registered Shareholders provided by the Intermediary. Any non-registered Shareholder who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by email by 12:00 noon on Wednesday, 17 May 2023 should reach out to the Company's Branch Share Registrar for assistance. Without the login details, non-registered Shareholders will not be able to participate and vote using the Online Platform. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (1) and (2) above.

### GUIDANCE FOR THE ANNUAL GENERAL MEETING

Registered and non-registered Shareholders should note that only one device is allowed per login. Please also keep the login details in safe custody for use at the AGM and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

The votes submitted through the Online Platform using the login details provided to the registered or non-registered Shareholders will be conclusive evidence that such votes were validly cast by such registered or non-registered Shareholders.

The Company is not required to, and will not, independently verify the accuracy of the email addresses or other information provided by registered or non-registered Shareholders. The Company and its agents take no responsibility for any loss or other consequence caused by or resulting from any inaccuracy and/or deficiency in the information provided or any unauthorised use of the login details.

### **Voting through the Online Platform**

The Online Platform permits a "split vote" on a resolution. Registered and non-registered Shareholders who wish to cast their votes through the Online Platform should note that the Online Platform permits them to submit their votes in respect of part or all of the Shares held by them or in respect of which they have been appointed as a proxy or corporate representative. In the case of a proxy or corporate representative, he/she can vote such number of shares in respect of which he/she has been appointed as a proxy or corporate representative.

Votes cast through the Online Platform are irrevocable once the voting session at the AGM ends. Further, once the online voting has closed, the votes which a registered Shareholder has submitted through the Online Platform will supersede any votes which may be cast by his/her proxy (if any) at the AGM.

### QUESTIONS AT AND PRIOR TO THE AGM

Shareholders attending the AGM using the Online Platform will be able to submit questions relevant to the proposed resolutions online during the AGM. Shareholders can also send their questions by email from Thursday, 11 May 2023 (9:00 a.m.) to Tuesday, 16 May 2023 (5:00 p.m.) to AGM2023@ck-lifesciences.com. For registered Shareholders, please state the 10-digit shareholder reference number starting with "C" (SRN) which is printed on the top right corner of the Shareholder Notification.

Whilst the Company will endeavour to respond to as many questions as possible at the AGM, due to time constraints, the Company may respond to any unanswered questions after the AGM as appropriate.

### GUIDANCE FOR THE ANNUAL GENERAL MEETING

### VOTING BY PROXY IN ADVANCE OF THE AGM

Shareholders are encouraged to submit their completed proxy forms well in advance of the AGM. Return of a completed proxy form will not preclude Shareholders from attending and voting at the AGM (or any adjournment or postponement thereof) in person or through the Online Platform should they subsequently so wish.

### Submission of proxy forms for registered Shareholders

A proxy form for use at the AGM is enclosed with this circular. A copy of the proxy form can also be downloaded from the websites of the Company at https://www.ck-lifesciences.com/eng/content.php?page=shareholder and Hong Kong Exchanges and Clearing Limited at https://www.hkexnews.hk.

The deadline to submit completed proxy forms is Tuesday, 16 May 2023 at 9:00 a.m. Completed proxy forms must be (i) returned to the Company's Branch Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong; or (ii) deposited at the Company's principal place of business in Hong Kong at 7th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong; or (iii) sent in a legible image to the Company's Branch Share Registrar by email at ckls.eproxy@computershare.com.hk before the above deadline.

### Appointment of proxy for non-registered Shareholders

Non-registered Shareholders should contact their Intermediary as soon as possible for assistance in the appointment of proxy.

In case the Company may need to change the AGM arrangements at short notice, the Board of Directors of the Company ("Board") may, in its absolute discretion in accordance with the Company's Articles of Association, change the place of the AGM at the same time and on the same date by way of an announcement without the need to give a new notice of the AGM. Shareholders should check the Company's website at https://www.ck-lifesciences.com or the Company's AGM website at https://www.ck-lifesciences.com/eng/content.php?page=2023AGM for future announcements and updates on the AGM arrangements.

If Shareholders have any questions relating to the AGM, please contact Computershare Hong Kong Investor Services Limited, the Company's Branch Share Registrar, as follows:

Computershare Hong Kong Investor Services Limited

17M Floor, Hopewell Centre

183 Queen's Road East

Hong Kong

Telephone: (852) 2862 8558 Facsimile: (852) 2865 0990

Website: https://www.computershare.com/hk/contact



(Stock Code: 0775)

### **Board of Directors**

### **Executive Directors**

LI Tzar Kuoi, Victor Chairman KAM Hing Lam President IP Tak Chuen, Edmond Senior Vice President and Chief Investment Officer Cayman Islands YU Ying Choi, Alan Abel Vice President and Chief Executive Officer TOH Kean Meng, Melvin Vice President and Chief Scientific Officer

### Non-executive Directors

Peter Peace TULLOCH Non-executive Director KWOK Eva Lee Independent Non-executive Director KWAN Kai Cheong Independent Non-executive Director Paul Joseph TIGHE Independent Non-executive Director Donald Jeffrey ROBERTS Independent Non-executive Director

### **Company Secretary**

Eirene YEUNG

### **Registered Office**

P.O. Box 309GT Ugland House South Church Street Grand Cayman

### **Head Office**

2 Dai Fu Street Tai Po Industrial Estate Tai Po, Hong Kong

### **Principal Place of Business**

7th Floor, Cheung Kong Center 2 Queen's Road Central Hong Kong

14 April 2023

Dear Shareholder(s),

# PROPOSALS FOR ELECTION OF DIRECTORS AT THE ANNUAL GENERAL MEETING, GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES AND

## NOTICE OF ANNUAL GENERAL MEETING

### INTRODUCTION 1.

The purpose of this circular is to provide you with information regarding some of the resolutions to be proposed at the AGM to be held as a hybrid meeting at 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong and online on Thursday, 18 May 2023 at 9:00 a.m. (or (i) as the Directors may, in their absolute discretion in accordance with the Company's Articles of Association, change the place of the AGM at the same time and on the same date by way of an announcement without the need to give a new notice of the AGM or (ii) in the event that a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above, or "extreme conditions" caused by a super typhoon announced by the Hong Kong Government is/ are in force in Hong Kong at 7:00 a.m. on that day, at the same time and place on

Monday, 22 May 2023), including (i) the ordinary resolutions proposing the election of Directors who are due to retire at the AGM; and (ii) the ordinary resolutions granting the Board general mandates to issue and buy back shares of HK\$0.10 each in the capital of the Company ("Shares"); and to give you notice of the AGM at which the ordinary resolutions as set out in the notice of the AGM dated 14 April 2023 ("Notice of AGM") will be proposed.

### 2. PROPOSED ELECTION OF DIRECTORS

In accordance with Article 116 of the Company's Articles of Association and following the review of the composition of the Board by the nomination committee of the Company ("Nomination Committee"), Mr. Kam Hing Lam, Dr. Toh Kean Meng, Melvin, Mr. Kwan Kai Cheong and Mr. Paul Joseph Tighe ("Retiring Directors") have been proposed to the Board for recommendation to the shareholders for re-election at the AGM. Mr. Paul Joseph Tighe, being the chairman of the Nomination Committee, abstained from voting on the resolutions of the Nomination Committee for considering his own nomination.

Biographical information of all of the Retiring Directors (including but not limited to their respective perspectives, skills and experience) that are required to be disclosed under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Stock Exchange") ("Listing Rules") is set out in **Appendix I** to this circular.

Each of Mr. Kwan Kai Cheong and Mr. Paul Joseph Tighe ("Retiring Independent Non-executive Directors"), both being Independent Non-executive Directors of the Company eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Retiring Independent Non-executive Directors have demonstrated their ability to express independent opinion on the affairs of the Company and consistently bring in fresh perspectives, skills and knowledge acquired through their other directorships and offices. Their wealth of skills, knowledge and experience have enabled them to contribute meaningfully and objectively to the Board as Independent Non-executive Directors.

Mr. Kwan Kai Cheong is a Chartered Accountant and has extensive experience in the fields of corporate accounting and financing matters which enable him to provide valuable perspective and contribution to the Board on matters relating to the business of the Group. Mr. Paul Joseph Tighe has in depth experience in government and public policy, especially in Australia, which has provided him with a distinctive knowledge and expertise of public policies that is valued by the Group's businesses.

The Nomination Committee had considered the respective contributions of Mr. Kwan Kai Cheong and Mr. Paul Joseph Tighe to the Board and their commitment to their roles. The Nomination Committee was satisfied itself that each of Mr. Kwan Kai Cheong and Mr. Paul Joseph Tighe has the requisite integrity, competence and experience to continue fulfilling the role of an Independent Non-executive Director. Based on the biographical information disclosed to the Company, none of Mr. Kwan Kai Cheong and Mr. Paul Joseph Tighe holds 7 or more directorship of listed companies. The Board is satisfied itself as to the independence of each of Mr. Kwan Kai Cheong and Mr. Paul Joseph Tighe in light of the criteria set out in Rule 3.13 of the Listing Rules and in accordance with the terms of the guidelines. During their tenure as an Independent Non-executive Director, none of them was involved in the day-to-day management of the Company nor was financially dependent on the Company which would materially impair with their independent judgement.

The Board is of the view that a director's independence should not be defined by his/her tenure on the Board. The Board assesses a director's independence on a case-by-case basis with reference to the director's business acumen, experience in related industries, professional qualification, international business exposure and the nature of the businesses of the Company. A director who has over time gained in-depth insight into the Company's operations and its markets are well-positioned to offer his/her perspective and advice for discussion at the Board and that he/she can bring valuable contributions to the Company with their comprehensive understanding of the operations of the Company, in particular the pharmaceutical businesses which involve a long product research and development (R&D) cycle before production, launch and distribution. Taking into account all of the circumstances described in this section, Mr. Kwan Kai Cheong and Mr. Paul Joseph Tighe were considered to be independent and nominated to be so appointed accordingly.

The nominations of the Retiring Directors were made in accordance with the Director Nomination Policy of the Company. Having considered the background and experience of the Retiring Directors (including but not limited to Mr. Kwan Kai Cheong and Mr. Paul Joseph Tighe as mentioned above) as set out in **Appendix I** to this circular, the Nomination Committee is of the view that the Retiring Directors are able to continue to fulfill their roles as required and are appropriate to stand for re-election and their re-appointment would enhance the Board's diversity and performance, and thus accordingly recommends them for re-elections at the AGM.

The Board, having considered the recommendation of the Nomination Committee, is of the view that the diverse and invaluable knowledge, skill sets and experience of each of the Retiring Directors in the businesses of the Group and their general business acumen continue to generate significant contribution to the Company and the Shareholders as a whole. On 14 March 2023, the Board accepted the nomination by the Nomination Committee and to recommended the Retiring Directors to stand for re-election by the Shareholders at the AGM. The Board considers that the re-election of the Retiring Directors as Directors is in the best interest of the Company and the Shareholders as a whole. The Retiring Directors abstained from the discussion and voting at the Board meeting regarding their respective nominations.

Any Shareholder who wishes to nominate a person to stand for election as a Director of the Company at the AGM must lodge with the Company Secretary of the Company at its principal place of business in Hong Kong at 7th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong within the period from Monday, 17 April 2023 to Sunday, 23 April 2023, both days inclusive, (i) his/her written nomination of the candidate; (ii) notice in writing signed by such nominated candidate of his/her willingness to be elected as Director; and (iii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules for publication by the Company.

### 3. PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

A general mandate is proposed to be unconditionally given to the Board to issue, allot and dispose of such number of additional Shares not exceeding 10% (instead of 20% as permitted under the Listing Rules) of the total number of Shares in issue at the date of the passing of the relevant resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of such resolution) and the Shares to be allotted and issued pursuant to this general mandate shall not be at a discount of more than 10% (instead of 20% as permitted under the Listing Rules) to the Benchmarked Price (as described in Rule 13.36(5) of the Listing Rules) of such Shares until the next annual general meeting. The relevant resolution is set out in Ordinary Resolution No. 5(1) in the Notice of AGM ("Ordinary Resolution No. (1)").

In respect of Ordinary Resolution No. (1), the Board wishes to state that it has no immediate plans to issue and allot any new Shares pursuant to the general mandate under that ordinary resolution. Approval is being sought from the shareholders of the Company at the AGM for a general mandate for the purposes of the Listing Rules.

### 4. PROPOSED GENERAL MANDATE TO BUY BACK SHARES

At the last annual general meeting of the Company held on 17 May 2022, a general mandate was given to the Board to exercise the power of the Company to buy back Shares on the Stock Exchange. Such mandate will lapse at the conclusion of the forthcoming AGM. It is therefore proposed to seek your approval of Ordinary Resolution No. 5(2) as set out in the Notice of AGM ("Ordinary Resolution No. (2)") to give a fresh general mandate to the Board to exercise the power of the Company to buy back Shares on the Stock Exchange.

An explanatory statement, as required by the relevant rules set out in the Listing Rules to regulate the buy-back by companies with primary listings on the Stock Exchange of their own shares on the Stock Exchange, to provide requisite information to you for your consideration of the proposal to authorise the Board to exercise the power of the Company to buy back Shares up to a maximum of 10% of the total number of Shares in issue at the date of the passing of Ordinary Resolution No. (2) (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of such Resolution) ("Buy-back Proposal") is set out in **Appendix II** to this circular.

### 5. ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong and online on Thursday, 18 May 2023 at 9:00 a.m. is set out in **Appendix III** to this circular.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The Chairman of the forthcoming AGM will therefore put each of the resolutions to be proposed at the AGM to be voted by way of a poll pursuant to Article 80 of the Company's Articles of Association. If there are any procedural or administrative matters to be dealt with at the AGM, any resolution relating to such matters will also be taken by poll.

A proxy form for use at the AGM is enclosed with this circular. The proxy form can also be downloaded from the websites of the Company at https://www.ck-lifesciences.com and Hong Kong Exchanges and Clearing Limited at https://www.hkexnews.hk. Whether the Shareholders are able to attend the AGM physically or online, they are encouraged to appoint the Chairman of the AGM as their proxy by completing, signing and: (i) returning the proxy form to the Company's Branch Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong; or (ii) depositing the completed and signed proxy form at the Company's principal place of business in Hong Kong at 7th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong; or (iii) sending a legible image of the signed proxy form to the Company's Branch Share Registrar by email at ckls.eproxy@computershare.com.hk as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (or any adjournment or postponement thereof). Completion and return of the proxy form will not preclude Shareholders from attending and voting at the AGM in person or through the Online Platform (or any adjournment or postponement thereof) should they subsequently so wish and, in such event, the proxy shall be deemed to be revoked.

Shareholders can also attend the AGM and vote by means of electronic facilities. See "Guidance for the Annual General Meeting" on pages 3 to 5 of this circular.

An announcement will be made by the Company following the conclusion of the AGM to inform you of the results of the AGM.

### 6. RECOMMENDATION

The Board considers that the ordinary resolutions as set out in the Notice of AGM are all in the best interests of the Company and the Shareholders as a whole. The Board also considers that it is in the interests of the Company and the Shareholders to elect the Retiring Directors proposed to be re-elected. Accordingly, the Board recommends you to vote in favour of all such resolutions at the AGM.

Yours faithfully,

VICTOR T K LI

Chairman

The following are the particulars (as at 6 April, 2023, being the latest practicable date to ascertaining information prior the printing of this circular ("Latest Practicable Date")) of the four Directors (as required by the Listing Rules) proposed to be elected at the AGM:

1. **KAM Hing Lam**, aged 76, is the President of the Company. Mr. Kam had been the President and Chief Executive Officer of the Company since June 2002 and was re-designated as the President of the Company since September 2020. Mr. Kam has been an Executive Committee Member of the Company since February 2021. Mr. Kam is Deputy Managing Director of CK Hutchison Holdings Limited, and Deputy Managing Director and Executive Committee Member of CK Asset Holdings Limited. He is also the Group Managing Director of CK Infrastructure Holdings Limited. All the companies mentioned above are listed companies. Mr. Kam is also the Chairman of Hui Xian Asset Management Limited, the manager of Hui Xian Real Estate Investment Trust which is listed in Hong Kong. He holds a Bachelor of Science degree in Engineering and a Master's degree in Business Administration.

Mr. Kam is the brother-in-law of Mr. Li Ka-shing, a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"), and an uncle of Mr. Li Tzar Kuoi, Victor, the Chairman of the Company. Mr. Kam is also a director of certain substantial shareholders of the Company within the meaning of Part XV of the SFO, and a director of certain companies controlled by certain substantial shareholders of the Company. Save as disclosed above, Mr. Kam does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Kam has a family interest of 6,225,000 shares of the Company within the meaning of Part XV of the SFO. The Director's fee of Mr. Kam as an Executive Director and President of the Company under his appointment letter is HK\$75,000 per annum. The emoluments of Directors are determined by reference to the Company's performance and profitability, as well as the prevailing market conditions.

Mr. Kam previously held directorships in CrossCity Motorway Pty Ltd, CrossCity Motorway Nominees No. 1 Pty Ltd, CrossCity Motorway Nominees No. 2 Pty Ltd, CrossCity Motorway Holdings Pty Ltd and CrossCity Motorway Finance Pty Ltd (collectively the "CrossCity companies") (all resigned on 22 December 2006), all incorporated in Australia. The principal business of the CrossCity companies was the design, construction and operation of the Cross City Tunnel in Sydney, Australia. A voluntary administrator and a receiver and manager were appointed in respect of the CrossCity companies on 27 December 2006 as they were insolvent. Following a competitive tender process, ownership of the project contracts in respect of the Cross City Tunnel was transferred to a new consortium formed by ABN AMRO and Leighton Contractors, under sale contracts which were executed on 19 June 2007 and completed on 27 September 2007.

Save as disclosed above, there are no other matters concerning Mr. Kam that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of Listing Rules.

2. TOH Kean Meng, Melvin, aged 56, is the Vice President and Chief Scientific Officer of the Company. He has been an Executive Committee Member of the Company since February 2021. Dr. Toh joined the Group in January 2008 and was previously Vice President, Pharmaceutical Development, of the Company. He holds Bachelor of Medicine and Bachelor of Surgery degrees from the National University of Singapore and a Master of Science degree in Epidemiology from the University of London. He is registered with the Singapore Medical Council and the General Medical Council, United Kingdom. Dr. Toh has over 30 years of experience in clinical medicine and pharmaceutical research and development, and has held various management and scientific positions in Asia and the United States. Prior to joining the Group, Dr. Toh was Director of Clinical Pharmacology in Oncology Development, directing a team of scientists working on the clinical development of new cancer drugs for a leading pharmaceutical firm in the United States.

Dr. Toh does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. He does not have any interest in shares of the Company within the meaning of Part XV of the SFO. The Director's fee of Dr. Toh as an Executive Director of the Company under his appointment letter is HK\$75,000 per annum. The emoluments of Directors are determined by reference to the Company's performance and profitability, as well as the prevailing market conditions.

Save as disclosed above, there are no other matters concerning Dr. Toh that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of Listing Rules.

KWAN Kai Cheong, aged 73, has been an Independent Non-executive Director of the Company since March 2015 and the Chairman of the Audit Committee of the Company since May 2015. Mr. Kwan is Chairman of the Board of GT Land Holdings Limited, a commercial property company in China and Managing Director of Morrison & Company Limited, a business consultancy firm. He worked for Merrill Lynch & Co., Inc. for over 10 years during the period from 1982 to 1993, with his last position as President for its Asia Pacific region. He was formerly Joint Managing Director of Pacific Concord Holding Limited ("Pacific Concord"). Mr. Kwan is also an Independent Non-executive Director of HK Electric Investments Limited, HK Electric Investments Manager Limited ("HKEIM") as the trustee-manager of HK Electric Investments, Greenland Hong Kong Holdings Limited, Henderson Sunlight Asset Management Limited ("HSAM") as the manager of Sunlight Real Estate Investment Trust and Win Hanverky Holdings Limited and a Non-executive Director of China Properties Group Limited. Mr. Kwan is also a Director of The Hongkong Electric Company, Limited ("HK Electric"). He was previously an Independent Non-executive Director of Beijing Energy International Holding Co., Ltd. (resigned on 18 June 2021). Except for HKEIM, HSAM and HK Electric, all the companies/investment trust mentioned above are listed in Hong Kong. Mr. Kwan also holds a Bachelor of Accountancy (Honours) degree and is a Fellow of the Hong Kong Institute of Certified Public Accountants, The Institute of Chartered Accountants in Australia and The Hong Kong Institute of Directors. He completed the Stanford Executive Program in 1992.

He is a director of certain companies controlled by a substantial shareholder of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Kwan does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Kwan does not have any interest in shares of the Company within the meaning of Part XV of the SFO. The Director's fee of Mr. Kwan as an Independent Non-executive Director of the Company under his appointment letter is HK\$75,000 per annum and an additional fee for being the Chairman of the Audit Committee of the Company is HK\$80,000 per annum. Such fees are subject to review by the Board from time to time.

Mr. Kwan was appointed as a Director of Yaohan International Holdings Limited ("Yaohan", whose shares were formerly listed on the Main Board of The Stock Exchange of Hong Kong Limited) in May 1997 while being an Executive Director of Pacific Concord, to represent the 19% equity interests of Pacific Concord in Yaohan. Yaohan was incorporated in Bermuda and its principal activities were investment holding. Yaohan received winding up orders granted by the courts in Hong Kong and Bermuda on 26 February 1999 and 1 April 1999 respectively. The proceeding is still being finalised and the amount involved under this proceeding is not yet ascertained.

Save as disclosed above, there are no other matters concerning Mr. Kwan that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of Listing Rules.

**TIGHE, Paul Joseph**, aged 66, has been an Independent Non-executive Director and a member of the Audit Committee of the Company since June 2019 and a member of the Sustainability Committee of the Company since December 2020. He has been a member of the Nomination Committee of the Company since June 2019 and acted as the Chairman of the Nomination Committee of the Company since December 2020. Mr. Tighe is an Independent Non-executive Director of CK Hutchison Holdings Limited and CK Infrastructure Holdings Limited, both listed companies. Mr. Tighe is a former career diplomat with Australia's Department of Foreign Affairs and Trade. He has around 37 years of experience in government and public policy, including 28 years as a diplomat. He has served as Australian Consul-General to Hong Kong and Macau (from 2011 to 2016), Australian Ambassador to Greece, Bulgaria and Albania (from 2005 to 2008), Deputy Head of Mission and Permanent Representative to the United Nations' Economic and Social Commission for Asia and the Pacific at the Australian Embassy in Bangkok (from 1998 to 2001) and as Counsellor in the Australian Delegation to the Organisation for Economic Co-operation and Development in Paris (from 1991 to 1995). In between overseas assignments, Mr. Tighe has held several positions at the headquarters of the Department of Foreign Affairs and Trade in Canberra, including as head of the Department's Trade and Economic Policy Division, head of the Diplomatic Security, Information Management and Services Division, head of the Agriculture and Resources Branch and Director of the International Economic Analysis Section. Before joining the Department of Foreign Affairs and Trade, Mr. Tighe worked in the Overseas Economic Relations Division of the Australian Treasury (from 1986 to 1988), in the Secretariat of the Organisation for Economic Co-operation and Development in Paris (from 1984 to 1986) and in the Australian Industries Assistance Commission (from 1980 to 1984). He holds a Bachelor of Science degree from the University of New South Wales.

Mr. Tighe is a director of a substantial shareholder of the Company within the meaning of Part XV of the SFO and a director of a company controlled by a substantial shareholder of the Company. Save as disclosed above, Mr. Tighe does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. He does not have any interest in shares of the Company within the meaning of Part XV of the SFO. The Director's fee of Mr. Tighe as an Independent Non-executive Director of the Company under his appointment letter is HK\$75,000 per annum and additional fees for being a member of the Audit Committee, the Chairman of the Nomination Committee and a member of the Sustainability Committee of the Company are HK\$80,000, HK\$25,000 and HK\$25,000 per annum respectively (subject to review by the Board from time to time).

Save as disclosed above, there are no other matters concerning Mr. Tighe that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of Listing Rules.

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules.

### 1. ISSUED SHARES

As at the Latest Practicable Date, the total number of Shares in issue was 9,611,072,400.

Subject to the passing of Ordinary Resolution No. (2) and on the basis that no further Shares are issued or bought back prior to the AGM, the Company would be allowed under the Buy-back Proposal to buy back a maximum of 961,107,240 Shares, representing 10% of the total number of Shares in issue as at the date of the passing of that ordinary resolution.

### 2. REASONS FOR BUY-BACK

The Directors believe that the Buy-back Proposal is in the best interests of the Company and the Shareholders.

Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

### 3. FUNDING OF BUY-BACK

Buy-back of Shares by the Company must be funded out of funds legally available for such purpose in accordance with its Memorandum and Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company may not buy back its Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

In the event that the Buy-back Proposal was to be carried out in full at any time during the proposed buy-back period, there might be a material adverse impact on the working capital or gearing position of the Company as compared with the position as disclosed in the audited consolidated financial statements for the year ended 31 December 2022 contained in the Company's annual report for the year ended 31 December 2022. However, the Directors do not propose to exercise the Buy-back Proposal to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

### 4. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

		Highest	Lowest
		(HK\$)	(HK\$)
April	2022	0.640	0.560
May	2022	0.680	0.570
June	2022	1.280	0.610
July	2022	0.860	0.730
August	2022	0.800	0.670
September	2022	0.830	0.600
October	2022	0.660	0.570
November	2022	0.750	0.590
December	2022	0.940	0.690
January	2023	0.830	0.770
February	2023	0.860	0.770
March	2023	0.830	0.740
1 April – 6 April	2023	0.790	0.760

### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make buy-backs pursuant to Ordinary Resolution No. (2) only in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company under the Buy-back Proposal if it is approved by the Shareholders.

No other core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Buy-back Proposal is approved by the Shareholders.

### 6. CODE ON TAKEOVERS AND MERGERS

If, on exercise of the power to buy back Shares pursuant to the Buy-back Proposal, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rules 26 and 32 of the Code on Takeovers and Mergers ("Takeovers Code").

As a result, a shareholder or group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, an indirect wholly-owned subsidiary of CK Hutchison Holdings Limited ("CK Hutchison") held 4,355,634,570 Shares, representing approximately 45.31% of the total number of Shares in issue. Mr. Victor T K Li, as a Director of the Company, is interested in 2,250,000 Shares held personally. In addition, Mr. Li Ka-shing and Mr. Victor T K Li are also deemed to be interested in 2,835,759,715 Shares held by two subsidiaries of Li Ka Shing Foundation Limited under the SFO. For the purpose of the Takeovers Code, Mr. Victor T K Li is a concert party to Mr. Li Ka-shing. Mr. Li Ka-shing together with his concert parties are taken to have an interest in a total of 2,838,009,715 Shares, representing approximately 29.52% of the total number of Shares in issue.

In the event that the Directors exercise in full the power to buy back Shares which is proposed to be granted pursuant to Ordinary Resolution No. (2), then (if the present shareholdings otherwise remained the same) the deemed interest of CK Hutchison in the Company would be increased to approximately 50.35% of the total number of Shares in issue and similarly, the deemed interests of Mr. Li Ka-shing and Mr. Victor T K Li in the Company would be increased to approximately 32.80% of the total number of Shares in issue. In the opinion of the Directors, such increase may give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to exercise the Buy-back Proposal to such an extent that would result in such a mandatory offer obligation arising or the public holding of Shares being reduced to below 25% of the total number of Shares in issue.

### 7. SHARE BUY-BACK MADE BY THE COMPANY

The Company has not bought back any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.



### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of CK Life Sciences Int'l., (Holdings) Inc. ("Company") will be held as a hybrid meeting at 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong and online on Thursday, 18 May 2023 at 9:00 a.m. (or (i) as the directors of the Company ("Directors") may, in their absolute discretion in accordance with the Company's Articles of Association, change the place of the Annual General Meeting at the same time and on the same date by way of an announcement without the need to give a new notice of the Annual General Meeting or (ii) in the event that a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above, or "extreme conditions" caused by a super typhoon announced by the Hong Kong Government is/are in force in Hong Kong at 7:00 a.m. on that day, at the same time and place on Monday, 22 May 2023) for the following purposes:

- 1. To receive the audited Financial Statements, the Report of the Directors and the Independent Auditor's Report for the year ended 31 December 2022.
- 2. To declare a final dividend.
- 3. To elect Directors.
- 4. To appoint Auditor and authorise the Directors to fix their remuneration.
- 5. To consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

### ORDINARY RESOLUTIONS

### (1) "THAT:

(a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally given to the Directors during the Relevant Period (as hereinafter defined) to issue, allot and dispose of such number of additional shares of the Company not exceeding ten per cent. of the total number of shares of the Company in issue at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this Resolution), such mandate to include the granting of offers, options, warrants or rights to subscribe for, or to convert any securities (including bonds and convertible debentures) into, shares of the Company which might be exercisable or convertible during or after the Relevant Period;

- (b) any shares of the Company to be allotted and issued (whether wholly or partly for cash or otherwise) pursuant to the mandate in paragraph (a) of this Resolution shall not be at a discount of more than ten per cent. to the Benchmarked Price (as hereinafter defined) of such shares of the Company; and
- (c) for the purpose of this Resolution:

"Benchmarked Price" means the price which is the higher of:

- (i) the closing price of the shares of the Company as quoted on The Stock Exchange of Hong Kong Limited on the date of the agreement involving the relevant proposed issue of shares of the Company; and
- (ii) the average closing price as quoted on The Stock Exchange of Hong Kong Limited of the shares of the Company for the five trading days immediately preceding the earlier of:
  - (A) the date of announcement of the transaction or arrangement involving the relevant proposed issue of shares of the Company;
  - (B) the date of the agreement involving the relevant proposed issue of shares of the Company; and
  - (C) the date on which the price of the shares of the Company that are proposed to be issued is fixed.

"Relevant Period" means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting."

### (2) "THAT:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of HK\$0.10 each in the capital of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the maximum number of issued shares of the Company to be bought back by the Company pursuant to the approval in paragraph (a) above shall not exceed ten per cent. of the total number of shares of the Company in issue at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this Resolution), and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution, "Relevant Period" means the period from the passing of this Resolution until whichever is the earliest of:
  - (i) the conclusion of the next Annual General Meeting of the Company;
  - (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
  - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting."

By Order of the Board **Eirene Yeung** *Company Secretary* 

Hong Kong, 14 April 2023

### Notes:

- a. The Annual General Meeting will be held as a hybrid meeting. The shareholders of the Company ("Shareholders") have the option of attending, participating and voting at the Annual General Meeting through online access by visiting the website at https://web.lumiagm.com ("Online Platform"). Shareholders attending the Annual General Meeting using the Online Platform will be deemed to be present at, and will be counted towards the quorum of the meeting and they will be able to cast their votes and submit questions through the Online Platform.
- b. At the Annual General Meeting, the Chairman of the Annual General Meeting will put each of the above resolutions to be voted by way of a poll under Article 80 of the Company's Articles of Association.
- c. Any Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint more than one proxy in accordance with the relevant provisions of the Articles of Association of the Company to attend and on a poll, vote in his/her stead. A proxy need not be a Shareholder.

- d. To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be (i) returned to the Company's Branch Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong; or (ii) deposited at the Company's principal place of business in Hong Kong at 7th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong; or (iii) sent in a legible image to the Company's Branch Share Registrar by email at ckls.eproxy@computershare.com.hk as soon as possible and in any event no less than 48 hours before the time appointed for the holding of the Annual General Meeting (or any adjournment or postponement thereof).
- e. In the case of joint holders of a share of the Company, any one of such joint holders may vote at the Annual General Meeting, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto. If more than one of such joint holders are present at the Annual General Meeting, the more senior shall alone be entitled to vote in respect of the relevant joint holding. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the Register of Members of the Company in respect of the relevant joint holding.
- f. Completion and return of the proxy form will not preclude a Shareholder from attending and voting at the Annual General Meeting in person or through the Online Platform (or any adjournment or postponement thereof) should the Shareholder so desire and, in such event, the proxy form shall be deemed to be revoked.
- g. For the purpose of determining the entitlement to attend and vote at the Annual General Meeting, the Register of Members of the Company will be closed from Monday, 15 May 2023 to Thursday, 18 May 2023 (or Monday, 22 May 2023, in the event that the Annual General Meeting is to be held on Monday, 22 May 2023 because of a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above, or "extreme conditions" caused by a super typhoon announced by the Hong Kong Government is/are in force in Hong Kong (as detailed in note m below)), both days inclusive, during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the Annual General Meeting, all share certificates with completed transfer forms, either overleaf or separately, must be lodged with the Company's Branch Share Registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 12 May 2023.
- h. The final dividend, when approved at the Annual General Meeting, is payable to Shareholders whose names appear on the Register of Members of the Company at the close of business on Wednesday, 24 May 2023, being the record date for determination of entitlement to the final dividend. In order to qualify for the proposed final dividend, all share certificates with completed transfer forms, either overleaf or separately, must be lodged with the Company's Branch Share Registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 24 May 2023. In the event that the Annual General Meeting is held on a date later than Thursday, 18 May 2023 because of bad weather or for other reason, the record date for determination of entitlement to the final dividend will be deferred accordingly, further details of which will be announced in such case.
- i. In relation to item No. 3 above, Mr. Kam Hing Lam, Dr. Toh Kean Meng, Melvin, Mr. Kwan Kai Cheong and Mr. Paul Joseph Tighe will retire by rotation and, being eligible, have offered themselves for re-election at the Annual General Meeting. Details of the above Directors are set out in Appendix I to the circular of the Company dated 14 April 2023 ("Circular"). Details of submitting the proposal by a shareholder for nomination of a person for election as a Director of the Company at the Annual General Meeting are set out in the section headed "Proposed Election of Directors" under "Letter from the Board" on pages 7 to 9 of the Circular.
- j. In relation to Ordinary Resolution No. 5(2) above, the Explanatory Statement containing the information necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the buy-back by the Company of its own shares, as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, is set out in Appendix II to the Circular.

### NOTICE OF ANNUAL GENERAL MEETING

- k. In case the Company may need to change the Annual General Meeting arrangements at short notice, the Board may, in its absolute discretion in accordance with the Company's Articles of Association, change the place of the Annual General Meeting at the same time and on the same date by way of an announcement without the need to give new notice of the Annual General Meeting. Shareholders should check the Company's website at https://www.ck-lifesciences.com or the Company's Annual General Meeting website at https://www.ck-lifesciences.com/eng/content.php?page=2023AGM for future announcements and updates on the Annual General Meeting arrangements.
- 1. No refreshments or drinks will be provided to attendees at the Annual General Meeting.

### m. BAD WEATHER ARRANGEMENTS

The Annual General Meeting will be held at the 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong and online on Thursday, 18 May 2023, 9:00 a.m. as scheduled regardless of whether or not an amber or red rainstorm warning signal or a tropical cyclone warning signal no. 3 or below is in force in Hong Kong at any time on that day.

However, if a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above, or "extreme conditions" caused by a super typhoon announced by the Hong Kong Government is/are in force in Hong Kong at 7:00 a.m. on Thursday, 18 May 2023, the Annual General Meeting will not be held on that day but will be automatically postponed and, by virtue of this notice, be held at the same time and place on Monday, 22 May 2023 instead.

Shareholders who have any queries concerning these arrangements, please call the Company at (852) 2128 8888 during business hours from 9:00 a.m. to 5:00 p.m. on Mondays to Fridays, excluding public holidays.

n. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

This circular (both English and Chinese versions) ("Circular") has been posted on the Company's website at https://www.ck-lifesciences.com. Shareholders who have chosen (or are deemed to have consented) to read the Company's corporate communications (including but not limited to the Circular) published on the Company's website in place of receiving printed copies thereof may request a printed copy of the Circular in writing to the Company c/o the Company's Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong or by email to cklife.ecom@computershare.com.hk.

Shareholders who have chosen (or are deemed to have consented) to receive the corporate communications using electronic means through the Company's website and who for any reason have difficulty in receiving or gaining access to the Circular posted on the Company's website will upon request in writing to the Company c/o the Company's Branch Share Registrar or by email to cklife.ecom@computershare.com.hk promptly be sent the Circular in printed form free of charge.

Shareholders may at any time choose to change their choice as to the means of receipt (i.e. in printed form or by electronic means through the Company's website) and/or the language of the Company's corporate communications by reasonable prior notice in writing to the Company c/o the Company's Branch Share Registrar or sending a notice to cklife.ecom@computershare.com.hk.

Shareholders who have chosen to receive printed copies of the corporate communications in either English or Chinese version will receive both English and Chinese versions of the Circular since both language versions are bound together into one booklet.