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CK Life Sciences Int'l. (Holdings) Inc.

長江生命科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8222)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of CK Life Sciences Int'l. (Holdings) Inc. (the "Company") will be held at the Ballroom, 1st Floor, Harbour Plaza Hong Kong, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Thursday, 12 May 2005 at 10:30 a.m. for the following purposes:

1. To receive the audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2004.
2. To elect Directors.
3. To appoint Auditors and authorize the Directors to fix their remuneration.
4. As a special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

- (1) "THAT a general mandate be and is hereby unconditionally given to the Directors to issue and dispose of additional shares (in addition to ordinary shares issued under the share option scheme adopted by the Company on 26 June 2002) not exceeding twenty per cent. of the existing issued share capital of the Company at the date of the Resolution until the next Annual General Meeting ("Relevant Period"), such mandate to include the granting of offers or other options (including bonds and debentures convertible into shares of the Company) which might be exercisable or convertible during or after the Relevant Period."

- (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 repurchase 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 Growth Enterprise Market of 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 aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed ten per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date 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 in general meeting.”
- (3) **“THAT** the general mandate granted to the Directors to issue and dispose of additional shares pursuant to Ordinary Resolution No. 4(1) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. 4(2) set out in the notice convening this meeting, provided that such amount shall not exceed ten per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of the said Resolution.”

(4) **“THAT:**

- (a) each of the New CKH Continuing Connected Transactions (as defined and more particularly described in the circular to the shareholders of the Company dated 19 April 2005 (the “Circular”)) under or pursuant to the New CKH Supply Agreement (as defined and more particularly described in the Circular, and a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) be and is hereby approved, with the value of the Products (as defined in the Circular) provided or to be provided by the Group (as defined in the Circular) to the CKH Group (as defined in the Circular) to be subject to the maximum aggregate annual values in each of the three financial years ending 31 December 2008 as stated below:

	Maximum aggregate annual values (in HK\$)		
	For the year ending 31 December 2006	For the year ending 31 December 2007	For the year ending 31 December 2008
Value of Products	200,000	300,000	400,000

- (b) the entering into, execution, performance and implementation of the New CKH Supply Agreement and the New CKH Continuing Connected Transactions under or pursuant thereto by the Directors for and on behalf of the Company be and are hereby approved, confirmed and ratified; and
- (c) the Directors be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as they may in their discretion consider necessary or desirable for the purposes of or in connection with the implementation of the New CKH Supply Agreement and all the New CKH Continuing Connected Transactions under or pursuant thereto.”

(5) **“THAT:**

- (a) each of the New HIL Continuing Connected Transactions (as defined and more particularly described in the circular to the shareholders of the Company dated 19 April 2005 (the “Circular”)) under or pursuant to the New HIL Supply Agreement (as defined and more particularly described in the Circular, and a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) be and is hereby approved, with the value of the Products (as defined in the Circular) provided or to be provided by the Group (as defined in the Circular) to the HIL Group (as defined in the Circular) and the value of the Sales Related Payments (as defined in the Circular) payable by the Group to the HIL Group to be subject to the respective maximum aggregate annual values in each of the three financial years ending 31 December 2008 as stated below:

	Maximum aggregate annual values (in HK\$)		
	For the year ending 31 December 2006	For the year ending 31 December 2007	For the year ending 31 December 2008
Value of Products	70,000,000	120,000,000	200,000,000
Value of Sales Related Payments	21,000,000	36,000,000	60,000,000

- (b) the entering into, execution, performance and implementation of the New HIL Supply Agreement and the New HIL Continuing Connected Transactions under or pursuant thereto by the Directors for and on behalf of the Company be and are hereby approved, confirmed and ratified; and
- (c) the Directors be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as they may in their discretion consider necessary or desirable for the purposes of or in connection with the implementation of the New HIL Supply Agreement and all the New HIL Continuing Connected Transactions under or pursuant thereto.”

By Order of the Board
Eirene Yeung
Company Secretary

Hong Kong, 19 April 2005

Notes:

- a. At the Annual General Meeting, the Chairman of the Meeting will exercise his power under Article 80 of the Company’s Articles of Association to put each of the above resolutions to the vote by way of a poll.
- b. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxy to attend and on a poll, vote in his stead. A proxy need not be a member of the Company.
- c. 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 deposited at the principal place of business of the Company at 7th Floor, Cheung Kong Center, 2 Queen’s Road Central, Hong Kong not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be).
- d. Completion and return of the proxy form will not preclude a member from attending and voting at the Annual General Meeting or any adjourned meeting (as the case may be) should the member so desires.

- e. The Register of Members will be closed from Thursday, 5 May 2005 to Thursday, 12 May 2005, both days inclusive, during which period no transfer of shares will be effected. 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 4:00 p.m. on Wednesday, 4 May 2005.
- f. Concerning Ordinary Resolution No. 2 above, Mr. Yu Ying Choi, Alan Abel, Dr. Pang Shiu Fun and Dr. Chu Kee Hung will retire by rotation and, being eligible, have offered themselves for re-election at the Annual General Meeting and Mr. Colin Stevens Russel will hold office until the Annual General Meeting and, being eligible, has offered himself 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 19 April 2005 (the "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 under the section headed "Proposed Election of Directors" of the "Letter from the Board" of the Circular.

- g. Concerning Ordinary Resolution No. 4(1) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the members as a general mandate for the purpose of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules").
- h. Concerning Ordinary Resolution No. 4(2) above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of the shareholders. 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 repurchase by the Company of its own shares, as required by the GEM Listing Rules, is set out in Appendix II to the Circular.
- i. Concerning Ordinary Resolutions Nos. 4(4) and 4(5) above, Cheung Kong (Holdings) Limited, Hutchison International Limited and their respective associates (as defined under the GEM Listing Rules) will abstain from voting in both the said resolutions as required under the GEM Listing Rules.

As at the date of this announcement, the Executive Directors of the Company are Mr. Li Tzar Kuoi, Victor (Chairman), Mr. Kam Hing Lam, Mr. Ip Tak Chuen, Edmond, Mr. Yu Ying Choi, Alan Abel, Dr. Pang Shiu Fun, Dr. Chu Kee Hung and Mr. Lam Hing Chau, Leon; and the Non-executive Directors are Mr. Peter Peace Tulloch, Professor Wong Yue-chim, Richard (Independent Non-executive Director), Mrs. Kwok Eva Lee (Independent Non-executive Director) and Mr. Colin Stevens Russel (Independent Non-executive Director).

This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at www.ck-lifesciences.com.