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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)

MAJOR TRANSACTION

in respect of

**the acquisition of the entire issued share capital of and shareholder's loan in
Envirogreen Pty Limited**

The Board is pleased to announce that on 4 June 2005, the Agreement was entered into between Ecofertiliser Pty Ltd, an indirect wholly-owned subsidiary of the Company, the Covenantors and the Vendor, who are and whose ultimate beneficial owners are independent third parties which are not connected persons of the Company (as defined in the GEM Listing Rules) for the sale and purchase of the entire issued share capital of Target Co and the shareholder's loan from the Vendor to Target Co as at Completion at a total consideration (subject to adjustment) of AUD18,300,000 (approximately HK\$108,623,310) in cash.

The Acquisition contemplated in the Agreement constitutes a major transaction for the Company under Chapter 19 of the GEM Listing Rules. No shareholder of the Company is required to abstain from voting if the Company is to convene an extraordinary general meeting to approve the Acquisition. On 4 June 2005, the Company received a written approval on the Agreement from a closely allied group of shareholders, namely Gold Rainbow Int'l Limited, Trueway International Limited and Triluck Assets Limited together holding approximately 73.35% of the issued share capital of the Company, which have no interest in the Agreement or any transaction contemplated thereunder other than through their equity interest in the Company.

A circular containing, amongst other things, further information about the Acquisition will be despatched to the shareholders of the Company as soon as practicable.

THE AGREEMENT

Date: 4 June 2005

Parties: (i) Ecofertiliser Pty Ltd, an indirect wholly-owned subsidiary of the Company, as purchaser

(ii) the Covenantors and the Vendor who are and whose ultimate beneficial owners are independent third parties which are not connected persons of the Company (as defined in the GEM Listing Rules)

ASSETS TO BE ACQUIRED

The entire issued share capital of Target Co and the shareholder's loan from the Vendor to Target Co as at Completion.

CONSIDERATION

The total consideration (subject to adjustment) is AUD18,300,000 (approximately HK\$108,623,310). A deposit of AUD2,075,000 (approximately HK\$12,316,578) was paid to the Vendor upon signing of the Agreement and the remaining consideration will be payable in cash upon Completion and in the manner set out in the Agreement. The Company currently intends that the total consideration will be satisfied partly by internal resources and partly by bank borrowings.

INFORMATION ON TARGET CO

The principal activities of Target Co are manufacturing and distribution of horticultural products for the home garden market.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Target Co is a limited liability company incorporated under the laws of Australia and Target Co and its ultimate beneficial owners are third parties independent of the Company and its connected persons and are not connected persons of the Company (as defined under the GEM Listing Rules).

The Group has taken into account the following factors in determining the consideration which was arrived at after arm's length negotiations between the parties: (i) the economic benefits of the transaction to the Group; (ii) the future prospects of the business of Target Co; (iii) the synergistic effects and strategic value of Target Co on the future development of the Group; and (iv) the potential business opportunities that can be provided to the Group.

As at 30 June 2004, the shareholders' loan was approximately AUD12,000,000 (approximately HK\$71,200,000) and the net asset value of Target Co before shareholders' loan was approximately AUD8,700,000 (approximately HK\$51,600,000). The net profits before taxation and extraordinary items for the two years ended 30 June 2003 and 2004 which are immediately preceding the Acquisition were approximately AUD1,000,000 (approximately HK\$5,900,000) and AUD1,200,000 (approximately HK\$7,100,000) respectively. The net profits after taxation and extraordinary items for the said two years were approximately AUD700,000 (approximately HK\$4,200,000) and AUD800,000 (approximately HK\$4,700,000) respectively. The earnings before interest, tax, depreciation and amortization (EBITDA) for the said two years were approximately AUD2,300,000 (approximately HK\$13,700,000) and AUD2,800,000 (approximately HK\$16,600,000) respectively. The above financial information in relation to Target Co was prepared by using the Australia GAAP.

REASONS FOR ENTERING INTO THE ACQUISITION

Target Co has extensive customer base and distribution network of horticultural products in Australia. The customer base and distribution network of Target Co can enlarge the platform for the Group to accelerate the commercialization of its products in the Australian market place.

GENERAL

The Directors considered that the Agreement is entered into on normal commercial terms in the ordinary and usual course of business of the Group and that the terms of the Agreement are fair and reasonable and in the best interests of the Group so far as the interests of the shareholders of the Company are concerned.

The business operations of the Group primarily include research and development, commercialization, marketing and sale of biotechnology products as well as investments in financial instruments/products. Products developed by the Group are categorized into areas of human health and environmental sustainability. A number of the inventions were granted patents by the US Patent and Trademark Office.

The principal activity of the Vendor is community waste management.

CSR Investments Pty Limited, being one of the Covenantors, holds investments in a group of companies, whose principle business activities cover building products, sugar, aluminium and property, primarily in Australia.

Brambles Australia Limited, being the other Covenantor, conducts operations of a group of companies, whose principle activities are pallet hire, waste management, industrial services and document management.

The Acquisition contemplated in the Agreement constitutes a major transaction for the Company under Chapter 19 of the GEM Listing Rules. No shareholder of the Company is required to abstain from voting if the Company is to convene an extraordinary general meeting to approve the Acquisition. On 4 June 2005, the Company received a written approval on the Agreement from a closely allied group of shareholders, namely Gold Rainbow Int'l Limited, Trueway International Limited and Triluck Assets Limited together holding approximately 73.35% of the issued share capital of the Company, which have no interest in the Agreement or any transaction contemplated thereunder other than through equity interest in the Company. The shareholding interests of Gold Rainbow Int'l Limited, Trueway International Limited and Triluck Assets Limited in the Company are 2,820,008,571 shares (representing approximately 44.01%), 1,410,004,286 shares (representing approximately 22.01%) and 470,001,429 shares (representing approximately 7.34%) respectively. Gold Rainbow Int'l Limited is an indirect wholly-owned subsidiary of Cheung Kong (Holdings) Limited. Trueway International Limited and Triluck Assets Limited are both indirectly wholly-owned by Mr. Li Ka-shing who is the Chairman of Cheung Kong (Holdings) Limited.

A circular containing, amongst other things, further information about the Acquisition will be despatched to the shareholders of the Company as soon as practicable.

DEFINITIONS

"Acquisition"	the acquisition of the entire issued share capital of Target Co and the shareholder's loan from the Vendor to Target Co
"Agreement"	the share purchase agreement dated 4 June 2005 entered into between, inter alia, Ecofertiliser Pty Ltd as purchaser and the Vendor in relation to the sale and purchase of the entire issued share capital of Target Co and the shareholder's loan from the Vendor to Target Co
"AUD"	the lawful currency of Australia
"Board"	the board of Directors
"Company"	CK Life Sciences Int'l., (Holdings) Inc., a company incorporated in the Cayman Islands with limited liability
"Completion"	three business days after all the conditions in the Agreement are fulfilled or waived (as the case may be)

"Covenantors"	Brambles Australia Limited and CSR Investments Pty Limited, which are companies incorporated in Australia and are shareholders of the Vendor
"Directors"	directors of the Company
"GEM Listing Rules"	the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange
"Group"	the Company and its subsidiaries
"Share(s)"	share(s) of HK\$0.10 each in the share capital of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Target Co"	Envirogreen Pty Limited, a corporation incorporated under the laws of Australia
"Vendor"	Enviroguard Pty Limited
"HK\$"	the lawful currency of the Hong Kong Special Administrative Region of the People's Republic of China

For the purpose of illustration only, AUD to HK\$ is translated at a rate of AUD1.00 = HK\$5.9357.

By Order of the Board
CK Life Sciences Int'l., (Holdings) Inc.
Eirene Yeung
Company Secretary

Hong Kong, 6 June 2005

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 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: (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.