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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting 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, 11 May 2006 at 9:30 a.m. for the following purposes:

1. To consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

### **ORDINARY RESOLUTIONS**

- (1) **"THAT** the Vitaquest Acquisition (as defined in the circular of the Company dated 18 April 2006 (the "Circular")) on the terms and subject to the conditions of the Vitaquest Agreement (as defined in the Circular), a copy of which has been produced to this meeting marked "A" and signed by the Chairman of this meeting for the purpose of identification, and the transactions contemplated thereunder be approved and that any one executive director of the Company or any other person authorized by the board of directors of the Company from time to time be authorized to execute all such documents and if necessary any one executive director of the Company together with another executive director of the Company or with the company secretary of the Company or with any other person authorized by the board of directors of the Company from time to time be authorized to apply the common seal of the Company thereto and to do all such acts, matters and things as he/she/they may in his/her/their discretion consider necessary or desirable on behalf of the Company and/or any of its subsidiaries for the purpose of implementing, and otherwise in connection with, the Vitaquest Acquisition or the implementation, exercise or enforcement of any of the rights, and performance of any of the obligations, under the Vitaquest Agreement including doing all such acts and executing all such documents as may be necessary in connection therewith and agreeing any modifications, amendments, waivers, variations or extensions of the Vitaquest Agreement as he/she/they may deem fit."

(2) **"THAT:**

- (a) the Manufacturing Agreement (as defined in the Circular), a copy of which has been produced to this meeting marked "B" and signed by the Chairman of this meeting for the purpose of identification, and the transactions contemplated thereunder be approved and that the aggregate annual sales to Nu-Life pursuant to the Manufacturing Agreement to be subject to the maximum aggregate annual values in each of the three financial years ending 31 December 2008 as stated below:

<b>Time period</b>	<b>Caps</b>
For the year ending 31 December 2006	US\$4,000,000
For the year ending 31 December 2007	US\$5,200,000
For the year ending 31 December 2008	US\$6,400,000

- (b) any one executive director of the Company or any other person authorized by the board of directors of the Company from time to time be authorized to execute all such documents and if necessary any one executive director of the Company together with another executive director of the Company or with the company secretary of the Company or with any other person authorized by the board of directors of the Company from time to time be authorized to apply the common seal of the Company thereto and to do all such acts, matters and things as he/she/they may in his/her/their discretion consider necessary or desirable on behalf of the Company and/or any of its subsidiaries for the purpose of implementing, and otherwise in connection with, the Manufacturing Agreement or the implementation, exercise or enforcement of any of the rights, and performance of any of the obligations, under the Manufacturing Agreement including doing all such acts and executing all such documents as may be necessary in connection therewith and agreeing any modifications, amendments, waivers, variations or extensions of the Manufacturing Agreement as he/she/they may deem fit."

- (3) **"THAT** the Service Contract to be entered into between the Vitaquest LLC (as defined in the Circular) and the VQ Investor (as defined in the Circular), a draft of which has been produced to this meeting marked "C" and signed by the Chairman of the meeting for purpose of identification, be approved and that any one executive director of the Company or any other person authorized by the board of directors of the Company from time to time be authorized to execute all such documents and if necessary any one executive director of the Company together with another executive director of the Company or with the company secretary of the Company or with any other person authorized by the board of directors of the Company from time to time be authorized to apply the common seal of the Company thereto and to do all such acts, matters and things as he/she/they may in his/her/their discretion consider necessary or desirable on behalf of the Company and/or any of its subsidiaries for the purpose of implementing, and otherwise in connection with, the Service Contract or the implementation, exercise or enforcement of any of the rights, and performance of any of the obligations, under the Service Agreement including doing all such acts and executing all such documents as may be necessary in connection therewith and agreeing any modifications, amendments, waivers, variations or extensions of the Service Agreement as he/she/they may deem fit."

2. To consider and, if thought fit, pass with or without amendments, the following resolution as a Special Resolution:

**SPECIAL RESOLUTION**

"**THAT** the Articles of Association of the Company be and are hereby amended by:-

- (a) replacing the words "a special" by "an ordinary" immediately after the words "if he shall be removed from office by" in Article 106(vii); and
- (b) replacing the word "special" by "ordinary" immediately after the words "The Company may by" in the first sentence of Article 122(a) and replacing the word "special" by "ordinary" immediately after the words "Power to remove Director by" in the heading adjacent to Article 122(a)."

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

Hong Kong, 18 April 2006

*Notes:*

- a. At the Extraordinary 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. A form of proxy for use at the Extraordinary General Meeting is enclosed.
- c. Any member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxies to attend and on a poll, vote in his stead. A proxy need not be a member of the Company.
- 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 deposited at the Company's principal place of business at 7th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong not later than 48 hours before the time of the Extraordinary General Meeting or any adjournment thereof.
- e. Completion and return of the proxy form will not preclude a member from attending and voting at the Extraordinary General Meeting or any adjourned meeting (as the case may be) should the member so desires.

- f. The Register of Members will be closed from Thursday, 4 May 2006 to Thursday, 11 May 2006, 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 no later than 4:00 p.m. on Wednesday, 3 May 2006.
- g. The translation into Chinese language of this notice (including the Special Resolution which contains the proposed new Articles) is for reference only. In case of any inconsistency, the English version shall prevail.

*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 and Dr. Chu Kee Hung; 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 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 is not misleading; (ii) there are no other matters the omission of which would make any statements 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](http://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](http://www.ck-lifesciences.com).*