
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.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

**PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES,
PROPOSED ELECTION OF DIRECTORS AT THE ANNUAL GENERAL MEETING,
PROPOSED AMENDMENTS TO THE COMPANY'S
MEMORANDUM AND ARTICLES OF ASSOCIATION AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Proxy forms for use at the annual general meeting ("Annual General Meeting") and at the extraordinary general meeting ("Extraordinary General Meeting") of CK Life Sciences Int'l., (Holdings) Inc. (the "Company") both to be held at the Ballroom, 1st Floor, Harbour Plaza Hong Kong, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on 20th May, 2004 are enclosed with the Company's annual report for the year ended 31st December, 2003 ("Annual Report 2003") and this circular respectively. Whether or not you are able to attend the Annual General Meeting and the Extraordinary General Meeting in person, please complete, sign and return the respective proxy forms in accordance with the instructions printed thereon to the principal place of business of the Company at 7th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting, the Extraordinary General Meeting or any adjourned meeting (as the case may be). Completion and return of the proxy forms will not preclude you from attending and voting at the Annual General Meeting, the Extraordinary General Meeting or any adjourned meeting (as the case may be) should you so wish.

This circular, 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 ("GEM") of The Stock Exchange of Hong Kong Limited ("Stock Exchange") ("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 circular 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 circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This circular 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.

25th March, 2004

CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.



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)

Board of Directors

Chairman

LI Tzar Kuoi, Victor

Executive Directors

KAM Hing Lam *President and Chief Executive Officer*

IP Tak Chuen, Edmond *Senior Vice President and Chief Investment Officer*

YU Ying Choi, Alan Abel *Vice President and Chief Operating Officer*

PANG Shiu Fun *Vice President and Chief Technology Officer*

CHU Kee Hung *Vice President and Chief Production Officer*

LAM Hing Chau, Leon *Vice President and Chief Financial Officer*

Non-executive Directors

KWAN Chiu Yin, Robert

Peter Peace TULLOCH

Independent Non-executive Directors

WONG Yue-chim, Richard

KWOK Eva Lee

Company Secretary

Eirene YEUNG

Registered Office

P.O. Box 309GT

Ugland House

South Church Street

Grand Cayman

Cayman Islands

Principal Place of Business

7th Floor, Cheung Kong Center

2 Queen's Road Central

Hong Kong

25th March, 2004

Dear Shareholder(s),

**PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES,
PROPOSED ELECTION OF DIRECTORS AT THE ANNUAL GENERAL MEETING,
PROPOSED AMENDMENTS TO THE COMPANY'S
MEMORANDUM AND ARTICLES OF ASSOCIATION AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting and the Extraordinary General Meeting. These include (i) the ordinary resolutions granting the Directors general mandates to issue and repurchase shares of the Company; (ii) the ordinary resolutions proposing election of Directors who are due to retire at the Annual General Meeting; and (iii) the special resolution amending the memorandum and articles of association of the Company ("Memorandum and Articles of Association").

PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

A general mandate is proposed to be 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 26th June, 2002) not exceeding 20% of the issued share capital of the Company at the date of the resolution until the next annual general meeting. The relevant resolution is set out as Ordinary Resolution No. 4(1) in the Notice of Annual General Meeting dated 9th March, 2004 (“Ordinary Resolution No. (1)”) which is contained in the Annual Report 2003.

Concerning Ordinary Resolution No. (1), 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 shareholders as a general mandate for the purposes of the GEM Listing Rules.

PROPOSAL TO AUTHORIZE THE REPURCHASE OF SHARES OF THE COMPANY

At the last annual general meeting of the Company held on 22nd May, 2003, a general mandate was given to the Directors to exercise the power of the Company to repurchase shares of HK\$0.10 each of the Company (“Share(s)”). Such mandate will lapse at the conclusion of the forthcoming Annual General Meeting on 20th May, 2004. It is therefore proposed to seek your approval of the Ordinary Resolution No. 4(2) as set out in the Notice of Annual General Meeting dated 9th March, 2004 (“Ordinary Resolution No. (2)”) to give a fresh general mandate to the Directors to exercise the power of the Company to repurchase Share(s).

An explanatory statement, as required by the relevant rules set out in the GEM Listing Rules to regulate the repurchase by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange, to provide requisite information to you for your consideration of the proposal to authorize the Directors to exercise the power of the Company to repurchase Share(s) up to a maximum of 10% of the issued share capital of the Company at the date of Ordinary Resolution No. (2) (“Repurchase Proposal”) is set out in **Appendix I** to this circular.

PROPOSED ELECTION OF DIRECTORS

In accordance with Article 116 of the Company’s Articles of Association, the Directors retiring by rotation at the Annual General Meeting are Mr. Li Tzar Kuoi, Victor, Mr. Kam Hing Lam and Mr. Ip Tak Chuen, Edmond, who, being eligible, offer themselves for re-election. Details of the above Directors who are required to be disclosed by the GEM Listing Rules as recently amended by the Stock Exchange are set out in **Appendix II** to this circular.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

In view of certain amendments made to the GEM Listing Rules relating to corporate governance issues which will become effective on 31st March, 2004 subject to certain transitional arrangements, the Board of Directors (the “Board”) of the Company announced that at a meeting of the Board held on 9th March, 2004, it was decided to propose to the shareholders of the Company for approval of certain amendments to the Articles of Association of the Company including, inter alia, the following provisions:

- (a) the minimum length of the period, during which notice to the Company of the intention to propose a person for election as a director and during which notice to the Company by such person of his willingness to be elected may be given, will be at least 7 days. The period for lodgement of such notice shall commence no earlier than the day after the despatch of the notice of meeting appointed for such election and end no later than seven days prior to the date of such meeting;
- (b) subject to such exceptions specified in the Articles of Association, a director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates has a material interest nor shall he be counted in the quorum present at the meeting; and
- (c) where any shareholders is, under the GEM Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

In order to update all references of “Companies Law (2001 Second Revision)” in the Memorandum and Articles of Association with the name of its latest revised version, the Board also proposes to amend the Memorandum and Articles of Association by replacing all references of “Companies Law (2001 Second Revision)” with “Companies Law (2003 Revision)”.

In addition, the Board also proposes to clarify the right to demand a poll by restating certain provisions contained in the Articles of Association of the Company.

GENERAL INFORMATION

A notice convening the Extraordinary General Meeting to be held at the Ballroom, 1st Floor, Harbour Plaza Hong Kong, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Thursday, 20th May, 2004 at 11:15 a.m. (or immediately after the conclusion or adjournment of the Annual General Meeting of the Company to be held on the same day) is set out in **Appendix III** to this circular. Your right to demand a poll on the resolutions proposed at the Annual General Meeting and Extraordinary General Meeting is set out in **Appendix IV** to this circular.

Whether or not you are able to attend the Extraordinary General Meeting, you are requested to complete, sign and return the proxy form for the Extraordinary General Meeting in accordance with the instructions printed thereon to the Company’s principal place of business at 7th Floor, Cheung Kong Center, 2 Queen’s Road Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjournment thereof or, in the case of a poll taken subsequently to the date of the Extraordinary General Meeting or adjourned meeting, not less than 48 hours before the time appointed for taking the poll. Completion and return of the proxy form will not preclude you from attending and voting at the Extraordinary General Meeting or any adjournment thereof should you so wish.

Proxy forms for use at the Annual General Meeting and Extraordinary General Meeting are sent to shareholders together with the Annual Report 2003 and this circular respectively. The proxy forms can also be downloaded from the Company’s website: www.ck-lifesciences.com.

RECOMMENDATION

The Directors consider that the ordinary resolutions and special resolution as set out respectively in the Notice of Annual General Meeting and Notice of Extraordinary General Meeting are all in the best interests of the Company and its shareholders. Accordingly, the Directors recommend you to vote in favour of such resolutions at the Annual General Meeting and the Extraordinary General Meeting.

Yours faithfully,

LI TZAR KUOI, VICTOR
Chairman

This explanatory statement contains all the information required pursuant to Rule 13.08 of the GEM Listing Rules.

1. Share Capital

As at 16th March, 2004 (the latest practicable date prior to the printing of this circular) (“Latest Practicable Date”), the issued share capital of the Company comprised 6,407,310,900 Shares of HK\$0.10 each.

Subject to the passing of Ordinary Resolution No. (1) and on the basis that no further Shares are issued prior to the Annual General Meeting, the Company would be allowed under the Repurchase Proposal to repurchase a maximum of 640,731,090 Shares equivalent to 10% of the issued share capital of the Company.

2. Reasons for Repurchase

The Directors believe that the Repurchase Proposal is in the best interests of the Company and its shareholders.

Such purchases 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 purchase will benefit the Company and its shareholders.

3. Funding of Repurchase

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association and the applicable laws and regulations of the Cayman Islands. The Company may not purchase securities on the GEM 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 Repurchase Proposal was to be carried out in full at any time during the proposed repurchase period, there might be a material adverse impact on the working capital but not on the gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the Annual Report 2003. However, the Directors do not propose to exercise the Repurchase Proposal to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels 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 have traded on the GEM during each of the previous twelve months up to the Latest Practicable Date were as follows:

		Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
March	2003	1.320	1.150
April	2003	1.280	1.160
May	2003	1.910	1.210
June	2003	1.830	1.530
July	2003	1.780	1.600
August	2003	1.790	1.590
September	2003	1.960	1.760
October	2003	1.900	1.750
November	2003	1.840	1.630
December	2003	1.780	1.690
January	2004	1.860	1.730
February	2004	1.810	1.740
1st March – 16th March	2004	1.820	1.600

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 repurchases pursuant to Ordinary Resolution No. (2) and in accordance with the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company under the Repurchase Proposal if such is approved by the shareholders.

No other connected persons (as defined in the GEM 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 Repurchase Proposal is approved by the shareholders.

6. Hong Kong Code on Takeovers and Mergers

If on the exercise of the power to repurchase Shares pursuant to the Repurchase 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 Rule 32 of the Hong Kong Code on Takeovers and Mergers ("Takeover 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 Takeover Code.

As at the Latest Practicable Date, an indirect wholly owned subsidiary of Cheung Kong (Holdings) Limited (“Cheung Kong Holdings”) held 2,820,008,571 Shares, representing approximately 44.01% of the issued share capital of the Company and for the purpose of the Securities and Futures Ordinance (the “SFO”), each of Li Ka-Shing Unity Trustee Company Limited as trustee of The Li Ka-Shing Unity Trust, Li Ka-Shing Unity Trustee Corporation Limited as trustee of The Li Ka-Shing Unity Discretionary Trust and Li Ka-Shing Unity Trustcorp Limited as trustee of another discretionary trust (together called the “Trust Companies”) is taken to be interested in the same 2,820,008,571 Shares. In accordance with the provisions of the SFO, Mr. Li Tzar Kuoi, Victor, as a Director of the Company, is deemed to be interested in 2,821,508,571 Shares comprising the same block of 2,820,008,571 Shares and 1,500,000 Shares held personally. Apart from the foregoing, Mr. Li Ka-shing held 1,880,005,715 Shares through certain companies of which he beneficially owns the entire issued share capital. For the purpose of the Takeover Code, Mr. Li Tzar Kuoi, Victor 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 4,701,514,286 Shares, representing approximately 73.38% of the issued share capital of the Company.

In the event that the Directors exercise in full the power to repurchase 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 each of Cheung Kong Holdings and the Trust Companies in the Company would be increased to approximately 48.90% of the issued share capital of the Company and similarly, the deemed interests of Mr. Li Ka-shing and Mr. Li Tzar Kuoi, Victor in the Company would be increased to approximately 81.53% of the issued share capital of the Company. 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 Takeover Code. The Directors have no present intention to exercise the Repurchase Proposal to such an extent that would result in takeover obligation or the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

7. Share Purchase made by the Company

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the date of this circular.

The following are the particulars of the three Directors (as required by the GEM Listing Rules as recently amended by the Stock Exchange) proposed to be elected at the Annual General Meeting to be held on 20th May, 2004.

- 1. Mr. Li Tzar Kuoi, Victor**, aged 39, Chairman. Mr. Victor Li joined the Group in April 2002. He is the Managing Director and Deputy Chairman of Cheung Kong (Holdings) Limited. He is also the Chairman of Cheung Kong Infrastructure Holdings Limited, Deputy Chairman of Hutchison Whampoa Limited, an Executive Director of Hongkong Electric Holdings Limited, Co-Chairman of Husky Energy Inc. and a Director of The Hongkong and Shanghai Banking Corporation Limited. Mr. Victor Li previously held directorship as an Independent Non-executive Director of Hopewell Holdings Limited (*resigned on 17th October, 2002*). He holds a Bachelor of Science degree in Civil Engineering and a Master of Science degree in Structural Engineering. Mr. Victor Li is a son of Mr. Li Ka-shing, a substantial shareholder of the Company within the meaning of Part XV of the SFO, and a nephew of Mr. Kam Hing Lam, President and Chief Executive Officer of the Company. Mr. Victor Li is also a Director of each of (i) Triluck Assets Limited, a management shareholder of the Company, and (ii) Trueway International Limited, (iii) Tangiers Enterprises Limited, (iv) Gold Rainbow Int'l Limited, (v) Gotak Limited and (vi) Cheung Kong (Holdings) Limited, all being substantial shareholders of the Company within the meaning of Part XV of the SFO. Mr. Victor Li also holds directorships in certain companies controlled by certain substantial shareholders of the Company. Save as disclosed above, Mr. Victor Li does not have any relationship with any other directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Mr. Victor Li has a personal interest of 1,500,000 shares of the Company and other interest of 2,820,008,571 shares of the Company within the meaning of Part XV of the SFO. There is no service contract between the Company and Mr. Victor Li. The emoluments of Directors are determined by reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.
- 2. Mr. Kam Hing Lam**, aged 57, President and Chief Executive Officer. Mr. Kam has been with the Group since its establishment in December 1999. Mr. Kam is also the Deputy Managing Director of Cheung Kong (Holdings) Limited, the Group Managing Director of Cheung Kong Infrastructure Holdings Limited, and an Executive Director of Hutchison Whampoa Limited and Hongkong Electric Holdings Limited. He holds a Bachelor of Science degree in Engineering and a Master's degree in Business Administration. Mr. Kam is an uncle of Mr. Li Tzar Kuoi, Victor, the Chairman of the Company. He is also a Director of each of (i) Gold Rainbow Int'l Limited, (ii) Gotak Limited and (iii) Cheung Kong (Holdings) Limited, all being substantial shareholders of the Company within the meaning of Part XV of the SFO. Mr. Kam also holds directorships in certain companies controlled by Cheung Kong (Holdings) Limited. Save as disclosed above, Mr. Kam does not have any relationship with any other directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Mr. Kam has a family interest of 4,150,000 shares of the Company within the meaning of Part XV of the SFO. The amount of director's emoluments specified in his service contract with the Company is HK\$350,000 per month. The emoluments of Directors are determined by reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

3. **Mr. Ip Tak Chuen, Edmond**, aged 51, Senior Vice President and Chief Investment Officer. Mr. Ip joined the Group in December 1999. He is also an Executive Director of Cheung Kong (Holdings) Limited, Deputy Chairman of Cheung Kong Infrastructure Holdings Limited, and a Non-executive Director of TOM Group Limited, CATIC International Holdings Limited, Excel Technology International Holdings Limited, Hanny Holdings Limited, Shougang Concord International Enterprises Company Limited. Mr. Ip previously held directorships as Non-executive Director of ehealthcareasia Limited (renamed as “Wanji Pharmaceutical Holdings Limited”) (*resigned on 30th November, 2001*), Paul Y. – ITC Construction Holdings Limited (*resigned on 7th December, 2001*), Town Health International Holdings Company Limited (*resigned on 5th August, 2002*) and Trasy Gold Ex Limited (*resigned on 28th May, 2003*). He holds a Bachelor of Arts degree in Economics and a Master of Science degree in Business Administration. Mr. Ip is a Director of each of (i) Triluck Assets Limited, a management shareholder of the Company, and (ii) Trueway International Limited, (iii) Tangiers Enterprises Limited, (iv) Gold Rainbow Int’l Limited, (v) Gotak Limited and (vi) Cheung Kong (Holdings) Limited, all being substantial shareholders of the Company within the meaning of Part XV of the SFO. Mr. Ip also holds directorships in certain companies controlled by certain substantial shareholders of the Company. Save as disclosed above, Mr. Ip does not have any relationship with any other directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Mr. Ip has a personal interest of 1,500,000 shares of the Company within the meaning of Part XV of the SFO. There is no service contract between the Company and Mr. Ip. The emoluments of Directors are determined by reference to the Company’s performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of 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, 20 May 2004 at 11:15 a.m. (or immediately after the conclusion or adjournment of the Annual General Meeting of the Company to be held on the same day) for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as a Special Resolution:

SPECIAL RESOLUTION

“**THAT** the Memorandum and Articles of Association of the Company be and are hereby amended by:–

- (a) adding the following definition immediately after the definition of “announcement” in Article 2:

“Associate” in relation to any Director shall have the same meaning as defined under Rule 1.01 of the Listing Rules;

- (b) deleting in the first to third lines of the definition of “recognised clearing house” in Article 2 the words “shall have the meaning ascribed thereto in section 2 of the Securities and Futures (Clearing Houses) Ordinance of Hong Kong” and substituting therefor the words “shall mean a “recognized clearing house” within the meaning of Part 1 of Schedule 1 to the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force” immediately after the word “house”;

- (c) inserting in Article 80 the words “a poll is required under the Listing Rules or” in the third line immediately after the word “unless”;

- (d) deleting the existing Articles 80(b) and (c) in their entirety and substituting therefor the following new Articles:

80. (b) at least five members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or

- (c) any member or members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy and representing in aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or

APPENDIX III NOTICE OF EXTRAORDINARY GENERAL MEETING

- (d) any member or members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.
- (e) deleting the words in the first line of the last paragraph of Article 80 “Unless withdrawn” and replacing them with “Unless a poll is so required under the Listing Rules or duly demanded and, in the latter case, the demand is not withdrawn”;
- (f) adding the following new Article immediately after the existing Article 89(b):
 - 89. (c) Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.
- (g) deleting in the third line of Article 107(c) the words “in respect of” immediately after the word “Board” and substituting therefor the word “approving” and inserting in the fifth line of the same Article the words “or any of his Associates” immediately after the word “he”;
- (h) inserting in Article 107(c)(i)(aa) the words “or his Associate(s)” in the first line immediately after the word “Director”, inserting the words “or any of them” in the third line immediately after the word “him” and inserting the words “(within the meaning as defined in Rule 1.01 of the Listing Rules); or” immediately after the word “subsidiaries” at the end of this Article 107(c)(i)(aa);
- (i) inserting in the fourth line of Article 107(c)(i)(bb) the words “(within the meaning as defined in Rule 1.01 of the Listing Rules)” immediately after the word “subsidiaries”, inserting in the fifth line the words “or his Associate(s)” immediately after the word “Director” and the words “/themselves” immediately after the word “himself”;
- (j) deleting in the seventh line of Article 107(c)(ii) the words “is or is” immediately after the word “Director” and substituting therefor the words “or his Associate(s) is/are or is/are”;
- (k) deleting Article 107(c)(iii) in its entirety and substituting therefor the following new Article:
 - 107.(c)(iii) any proposal concerning any other company in which the Director or his Associate(s) is/are interested only, whether directly or indirectly, as an officer, executive or shareholder or in which the Director or his Associate(s) is/are beneficially interested in the shares of that company, provided that, the Director and any of his Associates are not in aggregate beneficially interested in five per cent. or more of the issued shares of any class of such company (or of any third company through which his interest or that of any of his Associates is derived) or of the voting rights;

APPENDIX III NOTICE OF EXTRAORDINARY GENERAL MEETING

- (l) inserting in the third line of Article 107(c)(iv) the words “(within the meaning as defined in Rule 1.01 of the Listing Rules)” immediately after the word “subsidiaries”;
- (m) deleting in the fifth line of Article 107(c)(iv)(aa) the word “he” immediately after the word “which” and substituting therefor the words “the Director or his Associate(s)” and inserting the word “or” immediately after the word “benefit;” at the end of this Article 107(c)(iv)(aa);
- (n) inserting in Article 107(c)(iv)(bb) the words “(or their Associates)” in the sixth line immediately after the word “Directors”, inserting in the eighth line the words “(within the meaning as defined in Rule 1.01 of the Listing Rules)” immediately after the word “subsidiaries” and inserting the words “, or his Associate(s),” in the ninth line immediately after the word “Director”;
- (o) deleting in the second line of Article 107(c)(v) the word “is” immediately after the word “Director” and substituting therefor the words “or his Associate(s) is/are” and inserting in the fifth line of the same Article the words “/their” immediately after the word “his”;
- (p) deleting in the second and third lines of Article 107(e) the words “a Director’s interest” immediately after the word “of” and substituting therefor the words “the interest of a Director or his Associate(s)”, inserting in the twelfth line the words “or of his Associate(s)” immediately after the words “interest of the Chairman” and inserting in the nineteenth line of the same Article the words “and of his Associate(s)” immediately after the word “Chairman”;
- (q) deleting Article 107(f) in its entirety;
- (r) deleting in the second line of Article 112(c)(i) the words “(as defined in Article 107(f) above)” immediately after the word “Associates”;
- (s) deleting in the second and third lines of Article 116 the words “(other than the Managing Director or Joint Managing Director)” immediately after the word “Directors” and inserting in the fifth line of the same Article the words “or in such other manner of rotation as may be required by the Listing Rules or other codes, rules and regulations as may be prescribed by the applicable regulatory authority from time to time,” immediately after the words “one-third;”;
- (t) deleting Article 120 in its entirety and substituting therefor the following new Articles:
 - 120. (a) No person other than a retiring Director shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting, unless notice in writing by a member of the Company (not being the person to be proposed) entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election as a Director and also notice in writing signed by the person to be proposed of his willingness to be elected shall have been lodged with the Secretary during such period as may from time to time be designated by the Company.

APPENDIX III NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) The period for lodgment of the notice(s) referred to in Article 120(a) above shall be at least 7 days, which shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.
- (u) deleting in the Memorandum and Articles of Association all references to the Companies Law (2001 Second Revision) and replacing them with references to the Companies Law (2003 Revision).”

By Order of the Board

Eirene Yeung

Company Secretary

Hong Kong, 9th March, 2004

Notes:

1. 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 the above resolution to the vote by way of a poll.
2. Any member entitled to attend and vote at the Extraordinary 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.
3. The Directors wish to state that the above proposed Special Resolution is to mainly facilitate the compliance with the recent changes of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.
4. 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.

Article 80 of the Company's Articles of Association sets out the procedure by which shareholders may demand a poll:

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded. A poll may be demanded by:

- (a) the Chairman of the meeting; or
- (b) at least five members present in person or by proxy and entitled to vote or who represent in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
- (c) any member or members present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Unless a poll is so demanded and not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Company's book containing the minutes of proceedings of meetings of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

This circular (in both English and Chinese versions) ("Circular") has been posted on the Company's website at <http://www.ck-lifesciences.com>. Shareholders who have chosen to rely on copies of the Company's Corporate Communication (including but not limited to Annual Report, summary financial report (where applicable), Half-year Report, Quarter Report, notice of meeting, listing document and circular) posted on the Company's website in lieu of the printed copies thereof may request the printed copy of the Circular.

Shareholders who have chosen to receive the Corporate Communication 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 promptly upon request be sent the Circular in printed form free of charge.

Shareholders may at any time choose to change your 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 Communication by notice in writing to the Company's Branch Share Registrar, Computershare Hong Kong Investor Services Limited at Rooms 1901-1905, 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.

Shareholders who have chosen to receive printed copy of the Corporate Communication in either English or Chinese version will receive both English and Chinese versions of this Circular since both languages are bound together into one booklet.