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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)

DISCLOSEABLE TRANSACTION

**in respect of
the acquisition of the entire issued share capital of Accensi Pty Ltd**

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

12 November 2007

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET

The Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) 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 of the Stock Exchange 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.

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context indicates otherwise:

“A\$”	the lawful currency of Australia
“A&C Chemicals”	A&C Chemicals Pty Ltd, a company incorporated under the laws of Australia
“Acquisition”	the acquisition of the Sale Shares as contemplated in the Agreement
“Agreement”	the share sale and purchase agreement entered into after trading hours on 25 October 2007 between A&C Chemicals, Isnecca and the Guarantors, relating to the Acquisition
“Accensi”	Accensi Pty Ltd, a company incorporated under the laws of Australia
“Accensi Shares”	ordinary share(s) in the share capital of Accensi
“AASB”	Australian Accounting Standards Board
“associate(s)”, “connected person(s)” and “substantial shareholder(s)”	shall have the same meaning(s) ascribed to them in the GEM Listing Rules (as may be amended from time to time)
“Board”	the board of directors of the Company
“CKH”	Cheung Kong (Holdings) Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange. Cheung Kong (Holdings) Limited is an indirect substantial shareholder of the Company
“Company”	CK Life Sciences Int’l., (Holdings) Inc., a company incorporated in the Cayman Islands with limited liability
“Completion Date”	30 November 2007 or such later date as A&C Chemicals and Isnecca may agree in writing
“Directors”	the directors of the Company

DEFINITIONS

“GEM Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“Gold Rainbow”	Gold Rainbow Int’l Limited, an investment holding company incorporated in the British Virgin Islands
“Group”	the Company and its subsidiaries
“Guarantors”	Chemicals Investments Pty Ltd, Dean John Corbett, ACP Investments No.1 Pty Ltd, Mark Leonard O’Neill and Anthony Laurence Riddle
“HK\$”	the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Isnecca”	Isnecca Pty Limited, a company incorporated under the laws of Australia
“Latest Practicable Date”	6 November 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Model Code”	Model Code on Securities Transactions by Directors adopted by the Company
“Sale Shares”	100 Accensi Shares, representing the entire issued share capital of Accensi
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Triluck”	Triluck Assets Limited, a company incorporated in the British Virgin Islands

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“Trueway” Trueway International Limited, a company incorporated in the British Virgin Islands

“%” per cent.

For the purpose of illustration only, A\$ to HK\$ is translated at a rate of A\$1.00 to HK\$7.1797 throughout this circular.

LETTER FROM THE BOARD



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)

Board of Directors

Executive Directors

LI Tzar Kuoi, Victor *Chairman*

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*

CHU Kee Hung *Vice President and Chief Scientific Officer*

Non-executive Directors

Peter Peace TULLOCH *Non-executive Director*

WONG Yue-chim, Richard *Independent Non-executive Director*

KWOK Eva Lee *Independent Non-executive Director*

Colin Stevens RUSSEL *Independent Non-executive Director*

Company Secretary

Eirene YEUNG

Registered Office

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

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

12 November 2007

To the Shareholders

Dear Sir or Madam,

DISCLOSEABLE TRANSACTION

**in respect of
the acquisition of the entire issued share capital of Accensi Pty Ltd**

INTRODUCTION

The Directors refer to the announcement of the Company dated 25 October 2007 in relation to the Agreement entered into between Isnecca (an indirect wholly-owned subsidiary of the Company) as purchaser, A&C Chemicals as vendor and the Guarantors whereby A&C Chemicals agreed to sell and Isnecca agreed to acquire the Sale Shares at a consideration of A\$30,000,000 (approximately HK\$215,391,000) in cash, subject to certain deductions and adjustments. The purpose of this circular is to give you further information in relation to the Acquisition.

LETTER FROM THE BOARD

THE AGREEMENT

Date: 25 October 2007

Parties: (i) Isnecca
(ii) A&C Chemicals
(iii) the Guarantors

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, A&C Chemicals and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

ASSETS TO BE ACQUIRED

The Sale Shares (being 100 Accensi Shares) representing the entire issued share capital of Accensi.

CONSIDERATION

The consideration for the acquisition of the Sale Shares is A\$30,000,000 (approximately HK\$215,391,000) (subject to certain deductions and adjustments), which will be settled in cash on completion of the Acquisition.

The consideration will be satisfied by the Group's internal resources.

CONDITIONS

Completion of the Acquisition is conditional upon the following:

- (i) the senior management employees of Accensi having entered into full-time service agreements with Accensi for a term of at least one (1) year from completion of the Agreement, in a form acceptable to Isnecca;
- (ii) approval of the board of Isnecca (or Isnecca's parent company, as the case may be) to the sale and purchase of the Sale Shares under the Agreement;
- (iii) no event having occurred prior to the Completion Date of the Agreement which, in the opinion of Isnecca, has had or is likely to have, a material adverse effect;
- (iv) there being no breach of any of the warranties prior to the Completion Date of the Agreement;

LETTER FROM THE BOARD

- (v) A&C Chemicals providing Isnecca prior to the Completion Date of the Agreement with evidence satisfactory to Isnecca that all necessary consents (including for change of control) have been received in connection with:
 - (a) the sale and purchase of the Sale Shares pursuant to the Agreement, including any consents required under contracts with customers of Accensi;
 - (b) the key agreements; and
 - (c) any approvals (including the Queensland Environmental Protection Agency licences held by Accensi);
- (vi) A&C Chemicals providing evidence of release of the Sale Shares and as applicable the assets of Accensi from any encumbrance to which they are subject on or before completion of the Agreement;
- (vii) Accensi and A&C Chemicals having entered into assignments of the lease agreements in respect of the properties at Kwinana and Narangba subject to and upon completion of the Agreement;
- (viii) all assets used in the conduct of the business but owned by entities within the A&C Chemicals group other than Accensi having been transferred to Accensi at no cost to Accensi;
- (ix) Isnecca's financial advisor having completed a review to Isnecca's satisfaction of:
 - (a) the adequacy of the working papers of Accensi's auditor in respect of the year ended 30 June 2007, and having concluded that there is no material difference from the management accounts; and
 - (b) Accensi's tax position, and having concluded that no materially adverse matters arise from such review;
- (x) A&C Chemicals has provided Isnecca prior to the Completion Date of the Agreement with evidence satisfactory to Isnecca that any incentive scheme in which the senior executives of Accensi participate has been terminated, at no cost to Accensi;
- (xi) Isnecca being satisfied that the recommendations to remediate the properties at Kwinana and Narangba contained in the report on such properties have been approved by the Queensland Environmental Protection Agency and that binding arrangements are in place to implement the approved recommendations to the satisfaction of Isnecca at the cost of A&C Chemicals, recognizing that the approval by the Queensland Environmental Protection Agency of the report is legally required before any remediation work commences;

LETTER FROM THE BOARD

- (xii) Isnecca's legal advisors having completed a review to Isnecca's satisfaction of the documentation pertaining to and all transactions implemented in connection with the pre-completion restructuring, which occurred prior to the date of the Agreement, and having concluded that no materially adverse matters arise from such review;
 - (xiii) a survey of the properties at Kwinana and Narangba having been completed by a qualified surveyor commissioned by Isnecca, and the survey confirming to the satisfaction of Isnecca that:
 - (a) the buildings on the properties occupied by Accensi are not affected by any material structural defect; and
 - (b) the area of the properties occupied by Accensi in operating its business is accurately reflected in the leases of the properties;
- prior to completion of the sale and purchase of the Sale Shares as contemplated under the Agreement;
- (xiv) Isnecca having made enquiries in respect of potential contamination of the property at Kwinana, and Isnecca being satisfied that no remediation work in respect of the property at Kwinana is required (or if remediation is required, that binding arrangements are in place to implement the remediation to the satisfaction of Isnecca and at the cost of A&C Chemicals);
 - (xv) A&C Chemicals has closed out and discharged, at A&C Chemicals' (not Accensi's) cost, any foreign exchange contracts between Accensi and the Commonwealth Bank of Australia, and arrangements satisfactory to A&C Chemicals and Isnecca have been made with the Commonwealth Bank of Australia to allow Accensi to retain the letters of credit that are not trade finance loans; and
 - (xvi) after all the other conditions referred to above (other than the conditions in paragraphs (iii), (iv) and (vi) above which cannot be waived) have been satisfied or waived:
 - (a) A&C Chemicals providing full copies of all customer and supplier contracts of Accensi not previously disclosed to Isnecca for review by Isnecca, and Isnecca being satisfied with the contents of those contracts; and
 - (b) A&C Chemicals introducing Isnecca to the key customers and suppliers of Accensi, on the following basis:
 - (1) such introductions must be undertaken in the presence of a representative of A&C Chemicals; and
 - (2) the questions to be asked by Isnecca to the customers and suppliers must be agreed in advance with A&C Chemicals (acting reasonably).

LETTER FROM THE BOARD

Provided that a party has used all reasonable efforts within its own capacity to ensure that each condition above is fulfilled before 30 November 2007, it may terminate the Agreement by giving notice in writing to the other parties in the event that one or more of the above conditions are not fulfilled (or waived by Isnecca) by 5:00 p.m. on 15 December 2007 (or another date and/or time agreed by Isnecca and A&C Chemicals in writing).

As of the Latest Practicable Date, other than conditions (ii) and (ix) above, the fulfilment of the other conditions are either in progress or are or will be required before completion of the Acquisition.

INFORMATION ON ACCENSI, A&C CHEMICALS AND THE GUARANTORS

Accensi is a company incorporated under the laws of Australia. The principal activity of Accensi is the manufacturing and marketing of plant protection products and soluble fertilizers.

Upon completion of the Acquisition, Accensi will become one of the indirect wholly-owned subsidiaries of the Company and there will be change in directors in Accensi.

A&C Chemicals is a company incorporated under the laws of Australia. The principal activity of A&C Chemicals is investment holding. Prior to the Acquisition, A&C Chemicals was interested in the entire issued share capital of Accensi.

The Guarantors are either the directors or key shareholders of A&C Chemicals.

The Group has taken into account the following factors in determining the consideration for the Acquisition, 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 Accensi; (iii) the synergistic effects and strategic value of Accensi and its subsidiaries on the future development of the Group; (iv) the potential business opportunities that can be provided to the Group; and (v) the consideration is on a debt-free basis. All the debt will be repaid or waived prior to completion of the Acquisition or corresponding adjustment will be made to the purchase price.

Based on the accounts of Accensi as at 30 June 2007, the audited net asset value of Accensi was approximately A\$2,261,000 (approximately HK\$16,233,000). The audited net profits before taxation and extraordinary items of Accensi for the two years ended 30 June 2006 and 2007 were approximately A\$915,000 (approximately HK\$6,569,000) and approximately A\$2,354,000 (approximately HK\$16,901,000) respectively. The respective audited net profits after taxation and extraordinary items of Accensi for the two years ended 30 June 2006 and 2007 were approximately A\$668,000 (approximately HK\$4,796,000) and approximately A\$1,593,000 (approximately HK\$11,437,000). The above accounts were prepared under the AASB.

LETTER FROM THE BOARD

The above figures are based on Accensi's audited accounts for 30 June 2007.

There was no prior transaction or relationship between the Group and Accensi and its ultimate beneficial owner(s) that requires aggregation under Rule 19.22 of the GEM Listing Rules.

As of 31 October 2007:

- (i) the adjusted net asset value of Accensi, on a debt-free and cash-free basis, was approximately A\$9,811,000 (approximately HK\$70,440,000);
- (ii) the estimated adjusted consideration was approximately A\$28,178,000 (approximately HK\$202,310,000); and
- (iii) the estimated goodwill was approximately A\$18,367,000 (approximately HK\$131,870,000).

REASONS FOR ENTERING INTO THE ACQUISITION

The Group intends to expand its business in Australia. Acquisition of Accensi will enable the Group to expand further the geographical coverage, product portfolio, manufacturing capability and customer base of its Australian agriculture business.

The Group did not have any interest in Accensi before the Acquisition. Following completion of the Acquisition, Accensi will become an indirect wholly-owned subsidiary of the Company and will be consolidated into the balance sheet of the Group.

FINANCIAL EFFECTS OF THE ACQUISITION ON THE GROUP

Based on the audited accounts of Accensi as at 30 June 2007, the aggregate net asset value of the assets to be acquired by the Group is approximately A\$2,261,000 (approximately HK\$16,233,000). Based on the unaudited accounts of Accensi as of 31 October 2007, the adjusted net asset value on a debt-free and cash-free basis, was approximately A\$9,811,000 (approximately HK\$70,440,000). Following completion of the Acquisition, Accensi will become an indirect wholly-owned subsidiary of the Company. All the profit and loss of Accensi as well as the assets and liabilities of Accensi will be recorded in the consolidated financial statements of the Group. Moreover, it is expected that there will be a positive impact on the earnings of the Group in the future.

GENERAL

The Directors (including the Independent Non-executive 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 are concerned.

LETTER FROM THE BOARD

The Company acts as an investment holding company. Its subsidiaries are principally engaged in research and development, manufacturing, commercialization, marketing and selling of environmental and human health products, as well as investment in various financial and investment products.

The Acquisition contemplated in the Agreement constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules.

Your attention is also drawn to the appendix to this circular.

Yours faithfully,

By Order of the Board
LI TZAR KUOI, VICTOR
Chairman

1. RESPONSIBILITY STATEMENT

This circular, 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:

- (a) the information contained in this circular is accurate and complete in all material respects and is not misleading;
- (b) there are no other matters the omission of which would make any statement in this circular misleading; and
- (c) 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.

2. DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at the Latest Practicable Date, the interests or short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange, were as follows:

(1) Long positions in the Shares

Name of Director	Capacity	Number of Ordinary Shares				Total	Approximate % of Shareholding
		Personal Interests	Family Interests	Corporate Interests	Other Interests		
Li Tzar Kuoi, Victor	Beneficial owner & beneficiary of trusts	2,250,000	-	-	4,258,634,570 (Note)	4,260,884,570	44.33%
Kam Hing Lam	Interest of child or spouse	-	6,225,000	-	-	6,225,000	0.06%
Ip Tak Chuen, Edmond	Beneficial owner	2,250,000	-	-	-	2,250,000	0.02%
Yu Ying Choi, Alan Abel	Beneficial owner	2,250,000	-	-	-	2,250,000	0.02%
Chu Kee Hung	Beneficial owner	2,250,000	-	-	-	2,250,000	0.02%
Peter Peace Tulloch	Beneficial owner	1,050,000	-	-	-	1,050,000	0.01%
Wong Yue-chim, Richard	Beneficial owner	375,000	-	-	-	375,000	0.004%
Kwok Eva Lee	Beneficial owner	200,000	-	-	-	200,000	0.002%

Note:

Such 4,258,634,570 Shares are held by a subsidiary of CKH. Li Ka-Shing Unity Trustee Company Limited (“TUT”) as trustee of The Li Ka-Shing Unity Trust (the “LKS Unity Trust”) and companies controlled by TUT as trustee of the LKS Unity Trust hold more than one-third of the issued share capital of CKH. Li Ka-Shing Unity Trustee Corporation Limited (“TDT1”) as trustee of The Li Ka-Shing Unity Discretionary Trust (“DT1”) and Li Ka-Shing Unity Trustcorp Limited (“TDT2”) as trustee of another discretionary trust (“DT2”) hold all issued and outstanding units in the LKS Unity Trust but are not entitled to any interest or share in any particular property comprising the trust assets of the LKS Unity Trust. The discretionary beneficiaries of such discretionary trusts are, inter alia, Mr. Li Tzar Kuoi, Victor, his wife and children, and Mr. Li Tzar Kai, Richard. Mr. Li Tzar Kuoi, Victor, as a discretionary beneficiary of such discretionary trusts and a Director of the Company, is taken to be interested in those shares of CKH and thus is taken to be interested in those 4,258,634,570 Shares held by the subsidiary of CKH under the SFO.

(2) Long positions in the underlying Shares

Pursuant to the share option scheme adopted by the Company on 26 June 2002 (the “Share Option Scheme”), certain Directors in the capacity as beneficial owners were granted unlisted and physically settled share options to subscribe for Shares, details of which as at the Latest Practicable Date were as follows:

Name of Director	Date of grant	Number of share options outstanding as at the Latest Practicable Date	Option period	Subscription price per Share HK\$
Yu Ying Choi, Alan Abel	30/9/2002	348,440	30/9/2003 – 29/9/2012	1.422
	27/1/2003	775,560	27/1/2004 – 26/1/2013	1.286
	19/1/2004	775,560	19/1/2005 – 18/1/2014	1.568
Chu Kee Hung	30/9/2002	348,440	30/9/2003 – 29/9/2012	1.422
	27/1/2003	775,560	27/1/2004 – 26/1/2013	1.286
	19/1/2004	775,560	19/1/2005 – 18/1/2014	1.568

Save as disclosed above, none of the Directors or chief executive of the Company had, as at the Latest Practicable Date, any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

3. INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS

So far as is known to any Director or chief executive of the Company, as at the Latest Practicable Date, Shareholders (other than Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO or were otherwise notified to the Company were as follows:

(1) Long positions of substantial Shareholders in the Shares

Name	Capacity	Number of Ordinary Shares	Approximate % of Shareholding
Gold Rainbow Int'l Limited	Beneficial owner	4,258,634,570	44.30%
Gotak Limited	Interest of a controlled corporation	4,258,634,570 (Note i)	44.30%
Cheung Kong (Holdings) Limited	Interest of controlled corporations	4,258,634,570 (Note ii)	44.30%
Li Ka-Shing Unity Trustee Company Limited as trustee of The Li Ka-Shing Unity Trust	Trustee	4,258,634,570 (Note iii)	44.30%
Li Ka-Shing Unity Trustee Corporation Limited as trustee of The Li Ka-Shing Unity Discretionary Trust	Trustee & beneficiary of a trust	4,258,634,570 (Note iii)	44.30%
Li Ka-Shing Unity Trustcorp Limited as trustee of another discretionary trust	Trustee & beneficiary of a trust	4,258,634,570 (Note iii)	44.30%
Li Ka-shing	Founder of discretionary trusts & interest of controlled corporations	4,258,634,570 (Note iv)	44.30%
Trueway International Limited	Beneficial owner	2,119,318,286	22.05%
Li Ka Shing Foundation Limited	Interest of controlled corporations	2,835,759,715 (Note v)	29.50%

(2) Long position of other person in the Shares

Name	Capacity	Number of Ordinary Shares	Approximate % of Shareholding
Triluck Assets Limited	Beneficial owner	716,441,429	7.45%

Notes:

- i. This represents the same block of Shares as shown against the name of Gold Rainbow above. Since Gold Rainbow is wholly-owned by Gotak Limited, Gotak Limited is deemed to be interested in the same number of Shares in which Gold Rainbow was interested under the SFO.
- ii. As Gotak Limited is wholly-owned by CKH, CKH is deemed to be interested in the same number of Shares which Gotak Limited is deemed to be interested under the SFO.
- iii. TUT as trustee of the LKS Unity Trust and companies controlled by TUT as trustee of the LKS Unity Trust hold more than one-third of the issued share capital of CKH. TDT1 as trustee of DT1 and TDT2 as trustee of DT2 hold all issued and outstanding units in the LKS Unity Trust but are not entitled to any interest or share in any particular property comprising the trust assets of the LKS Unity Trust. Under the SFO, each of TUT as trustee of the LKS Unity Trust, TDT1 as trustee of DT1 and TDT2 as trustee of DT2 is deemed to be interested in the same block of Shares as CKH is deemed to be interested as disclosed in Note ii above.
- iv. As Mr. Li Ka-shing owns one-third of the issued share capital of Li Ka-Shing Unity Holdings Limited which in turn holds the entire issued share capital of TUT, TDT1 and TDT2 and is the settlor and may be regarded as a founder of each of DT1 and DT2 for the purpose of the SFO, Mr. Li Ka-shing is deemed to be interested in the same number of Shares in which CKH is deemed to be interested as mentioned above under the SFO.
- v. Trueway and Triluck are wholly-owned by Li Ka Shing Foundation Limited (“LKSF”) and LKSF is deemed to be interested in a total of 2,835,759,715 Shares under the SFO, being the aggregate of the Shares in which Trueway and Triluck were interested as shown against the names Trueway and Triluck above.

So far as is known to any Director or chief executive of the Company, as at the Latest Practicable Date, the following shareholders were interested in 10% or more of the equity interests of the following subsidiaries of the Company:

Name of subsidiary	Name of shareholder	No. and class of shares held	% of shareholding
AquaTower Pty Ltd	Gotak Investment Limited	49 ordinary shares	49%
PT Far East Agritech	PT Anggraini Mulia	60,000 ordinary shares	40%
Vitaquest International Holdings LLC	VQ Investments, Inc.	N/A (Note 1)	19.5% (Note 1)
Polynoma LLC	Maanex LLC	N/A (Note 2)	23.34% (Note 2)

Notes:

1. Vitaquest International Holdings LLC is a limited liability company established under the laws of the state of Delaware, the United States of America, of which VQ Investments, Inc. holds 19.5% partnership interests.
2. Polynoma LLC is a limited liability company established under the laws of the state of Delaware, the United States of America, of which Maanex LLC holds 23.34% partnership interests.

Save as disclosed above, as at the Latest Practicable Date, the Company has not been notified by any persons (other than Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group, or any options in respect of such capital.

4. DETAILS OF OPTIONS GRANTED BY THE COMPANY

The Company has adopted the Share Option Scheme under which the Directors or employees of the Company or its subsidiaries or certain other persons may be granted share options to subscribe for Shares subject to the terms and conditions stipulated in the Share Option Scheme.

As at the Latest Practicable Date, options to subscribe for an aggregate of 14,544,109 Shares granted to certain continuous contract employees (including the Executive Directors of the Company as disclosed above) pursuant to the Share Option Scheme were outstanding, details of which were as follows:

Date of grant	Number of share options outstanding as at the Latest Practicable Date	Option period	Subscription price per Share HK\$
30/9/2002	2,556,538	30/9/2003 – 29/9/2012 (Note 1)	1.422
27/1/2003	5,603,251	27/1/2004 – 26/1/2013 (Note 2)	1.286
19/1/2004	6,384,320	19/1/2005 – 18/1/2014 (Note 3)	1.568

Notes:

1. The options are exercisable from 30 September 2003 to 29 September 2012 (both days inclusive) subject to the following vesting periods:
 - (i) up to 35% of the options commencing on 30 September 2003;
 - (ii) up to 70% of the options (including the options not exercised under the limit prescribed for in the previous period) commencing on 30 September 2004; and
 - (iii) up to 100% of the options (including the options not exercised under the limit prescribed for in the previous periods) commencing on 30 September 2005.

2. The options are exercisable from 27 January 2004 to 26 January 2013 (both days inclusive) subject to the following vesting periods:
 - (i) up to 35% of the options commencing on 27 January 2004;
 - (ii) up to 70% of the options (including the options not exercised under the limit prescribed for in the previous period) commencing on 27 January 2005; and
 - (iii) up to 100% of the options (including the options not exercised under the limit prescribed for in the previous periods) commencing on 27 January 2006.
3. The options are exercisable from 19 January 2005 to 18 January 2014 (both days inclusive) subject to the following vesting periods:
 - (i) up to 35% of the options commencing on 19 January 2005;
 - (ii) up to 70% of the options (including the options not exercised under the limit prescribed for in the previous period) commencing on 19 January 2006; and
 - (iii) up to 100% of the options (including the options not exercised under the limit prescribed for in the previous periods) commencing on 19 January 2007.

5. COMPETING INTERESTS

As at the Latest Practicable Date, the interests of Directors, management Shareholders or their respective associates in the businesses which compete or may compete, either directly or indirectly, with the businesses of the Group (the “Competing Business”) as required to be disclosed pursuant to the GEM Listing Rules were as follows:

(1) Core business activities of the Group

- (i) Research and development, manufacturing, commercialization, marketing and selling of environmental and human health products.
- (ii) Investment in various financial and investment products.

(2) Interests in Competing Business

Name of Director	Name of Company	Nature of Interest	Competing Business (Note 2)
Li Tzar Kuoi, Victor	Cheung Kong (Holdings) Limited	Managing Director and Deputy Chairman (Note 1)	(ii)
	Hutchison Whampoa Limited	Executive Director and Deputy Chairman (Note 1)	(i) & (ii)
	Cheung Kong Infrastructure Holdings Limited	Chairman (Note 1)	(i) & (ii)
	Hongkong Electric Holdings Limited	Executive Director (Note 1)	(ii)
Kam Hing Lam	Cheung Kong (Holdings) Limited	Deputy Managing Director (Note 1)	(ii)
	Hutchison Whampoa Limited	Executive Director (Note 1)	(i) & (ii)
	Cheung Kong Infrastructure Holdings Limited	Group Managing Director (Note 1)	(i) & (ii)
	Hongkong Electric Holdings Limited	Executive Director	(ii)
Ip Tak Chuen, Edmond	Cheung Kong (Holdings) Limited	Deputy Managing Director	(ii)
	Cheung Kong Infrastructure Holdings Limited	Executive Director and Deputy Chairman	(i) & (ii)
	TOM Group Limited	Non-executive Director	(ii)
	CATIC International Holdings Limited	Non-executive Director	(ii)
	Excel Technology International Holdings Limited	Non-executive Director	(ii)
	Shougang Concord International Enterprises Company Limited	Non-executive Director	(ii)
	The Ming An (Holdings) Company Limited	Non-executive Director	(ii)
	ARA Asset Management Limited	Non-executive Director	(ii)
Wong Yue-chim, Richard	Great Eagle Holdings Limited	Independent Non-executive Director	(ii)
	Orient Overseas (International) Limited	Independent Non-executive Director	(ii)
Kwok Eva Lee	Cheung Kong Infrastructure Holdings Limited	Independent Non-executive Director	(i) & (ii)
Colin Stevens Russel	Cheung Kong Infrastructure Holdings Limited	Independent Non-executive Director	(i) & (ii)
	ARA Asset Management Limited	Independent Non-executive Director	(ii)

Notes:

1. Apart from holding the directorships, Mr. Li Tzar Kuoi, Victor and Mr. Kam Hing Lam and/or their respective family members have direct and/or indirect interests in the shares of such companies where appropriate.
2. Such businesses may be made through subsidiaries, associated companies or by way of other forms of investments.

Save as disclosed above, none of the Directors, the management Shareholders or their respective associates have any interests in a business which competes or may compete, either directly or indirectly, with the businesses of the Group.

6. LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation or arbitration of material importance and there was no litigation or claim of material importance known to the Directors to be pending or threatened by or against the Company or any of its subsidiaries.

7. DIRECTORS' INTERESTS IN CONTRACTS

- (a) As at the Latest Practicable Date, none of the Directors had an existing or proposed service contract with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).
- (b) As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which had been, since the date to which the latest published audited accounts of the Company were made up, acquired or disposed of by, or leased to, any member of the Group, or were proposed to be acquired or disposed of by, or leased to, any member of the Group.
- (c) As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement subsisting at the date of this circular and which was significant in relation to the business of the Group.

8. MATERIAL CONTRACTS

Within the two years preceding the date of this circular, there was no contract (not being contracts entered into in the ordinary course of business) entered into by members of the Group which was or might be material.

9. OTHER INFORMATION

- (a) The company secretary of the Company is Ms. Eirene Yeung who is a solicitor of the High Court of Hong Kong and of the Supreme Court of Judicature in England and Wales. She also holds a Master's degree in Business Administration and a Master of Science degree in Finance.
- (b) Mr. Mo Yiu Leung, Jerry is the qualified accountant of the Company. He is a Fellow of the Institute of Chartered Accountants in England and Wales and an Associate of the Institute of Chartered Accountants in Australia and the Hong Kong Institute of Certified Public Accountants.
- (c) Mr. Yu Ying Choi, Alan Abel is the compliance officer of the Company. He is currently an Executive Director, and the Vice President and Chief Operating Officer of the Company.

- (d) The Company established an audit committee (“Audit Committee”) on 26 June 2002 and has formulated its written terms of reference in accordance with the provisions set out in the Code on Corporate Governance Practices as set out in Appendix 15 of the GEM Listing Rules. The principal duties of the Audit Committee include the review and supervision of the Group’s financial reporting system and internal control procedures, review of the Group’s financial information and review of the relationship with the external auditors of the Company. The existing Audit Committee comprises three Independent Non-executive Directors, namely, Professor Wong Yue-chim, Richard (Chairman of the Audit Committee), Mrs. Kwok Eva Lee and Mr. Colin Stevens Russel, further details of whom are set out below:

WONG Yue-chim, Richard, SBS, JP, aged 55, currently serves as Deputy Vice-Chancellor of The University of Hong Kong. Professor Wong has been active in advancing economic research on policy issues in Hong Kong and Mainland China through his work as founding Director of both The Hong Kong Centre for Economic Research and Hong Kong Institute of Economics and Business Strategy. He was awarded the Silver Bauhinia Star in 1999 by the Government of Hong Kong for his contributions in education, housing, industry and technology development. In addition, he was appointed Justice of the Peace in July 2000. Professor Wong is also an Independent Non-executive Director of each of Great Eagle Holdings Limited, Industrial and Commercial Bank of China (Asia) Limited, Pacific Century Premium Developments Limited, Orient Overseas (International) Limited, Sun Hung Kai Properties Limited and The Link Management Limited. Professor Wong was previously an Independent Non-executive Director of Pacific Century Insurance Holdings Limited (now known as Fortis Asia Holdings Limited and de-listed on 15 August 2007) (*resigned on 25 June 2007*). Professor Wong studied Economics at the University of Chicago and graduated with a Doctorate in Philosophy. He was appointed an Independent Non-executive Director of the Group in June 2002 and is the Chairman of the Audit Committee of the Company.

KWOK Eva Lee, aged 65, currently serves as the Chair and Chief Executive Officer of Amara International Investment Corporation. Mrs. Kwok also acts as an Independent Director for Husky Energy Inc. and Bank of Montreal. She is also an Independent Non-executive Director of Cheung Kong Infrastructure Holdings Limited and a Director of Li Ka Shing (Canada) Foundation. Mrs. Kwok was previously an Independent Director of Shoppers Drug Mart Corporation (*resigned on 16 October 2006*), Air Canada (*resigned on 3 October 2003*) and Telesystems International Wireless (TIW) Inc. (*resigned on 2 December 2003*). Mrs. Kwok was appointed an Independent Non-executive Director of the Group in June 2002 and is a member of the Audit Committee and the Remuneration Committee of the Company.

RUSSEL, Colin Stevens, aged 67, is the founder and Managing Director of Emerging Markets Advisory Services Ltd., a company which provides advisory services to organizations on business strategy and planning, market development, competitive positioning and risk management. Mr. Russel also acts as the Managing Director of EMAS (HK) Ltd and an Executive Director of China Autoparts Group Ltd and China Auto International Ltd. He was the Canadian Ambassador to Venezuela (*from 2001 through 2002*), Consul General for Canada in Hong Kong (*from 1997 through 2001*), Director for China of the Department of Foreign Affairs, Ottawa (*from 1994 through 1997*), Director for East Asia Trade in Ottawa (*from 1993 through 1994*), Senior Trade Commissioner for Canada in Hong Kong (*from 1990 through 1993*), Director for Japan Trade in Ottawa (*from 1988 through 1990*), and was in the Trade Commissioner Service for Canada in Spain, Hong Kong, Morocco, the Philippines, London and India (*from 1972 through 1988*). He was Project Manager for RCA Ltd in Liberia, Nigeria, Mexico and India and electronic equipment development engineer in Canada with RCA Ltd and in Britain with Associated Electrical Industries (*from 1962 through 1971*). Mr. Russel is a Professional Engineer and Qualified Commercial Mediator. He received his Master's degree in Business Administration and a degree in electronics engineering from McGill University, Canada. Mr. Russel is an Independent Non-executive Director of Cheung Kong Infrastructure Holdings Limited. He was appointed an Independent Non-executive Director of the Group in January 2005 and is a member of the Audit Committee and the Remuneration Committee of the Company.

- (e) The registered office of the Company is situated at P.O. Box 309GT, Uglund House, South Church Street, Grand Cayman, Cayman Islands.
- (f) The head office of the Company is situated at 2 Dai Fu Street, Tai Po Industrial Estate, Tai Po, Hong Kong and the principal place of business of the Company is situated at 7th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong.
- (g) The branch share registrar and transfer office of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (h) The English text of this circular shall prevail over the Chinese text, in case of any inconsistency.

This circular (in both English and Chinese versions) (“Circular”) has been posted on the Company’s website at 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, summary half-year report (where applicable), quarter report, notice of meeting, listing document, circular and proxy form) 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 1806-1807, 18th 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.