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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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.

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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: 0775)

#### 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

15th April, 2009

Dear Shareholder(s),

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

### 1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the forthcoming annual general meeting ("AGM") of CK Life Sciences Int'l. (Holdings) Inc. (the "Company") to be held on 18th May, 2009 at 10:00 a.m., including (i) the ordinary resolutions proposing election of Directors who are due to retire at the AGM, (ii) the ordinary resolutions granting the Board of Directors ("Board") general mandates to issue and repurchase shares of the Company ("Shares"), and (iii) the special resolution amending the memorandum and articles of association of the Company ("Memorandum and Articles of Association"); and to give you notice of the AGM at which the ordinary resolutions and the special resolution as set out in the Notice of AGM will be proposed.

## **2. PROPOSED ELECTION OF DIRECTORS**

In accordance with Article 116 of the Company's Articles of Association, Mr. Peter Peace Tulloch, Professor Wong Yue-chim, Richard and Mrs. Kwok Eva Lee will retire by rotation at the AGM and, being eligible, have offered themselves for re-election. Details of the above Directors that are required to be disclosed under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Stock Exchange") ("Listing Rules") are set out in **Appendix I** to this circular.

Each of Professor Wong Yue-chim, Richard and Mrs. Kwok Eva Lee, both being Independent Non-executive Directors of the Company eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that Professor Wong Yue-chim, Richard and Mrs. Kwok Eva Lee meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

Any shareholder who wishes to nominate a person to stand for election as a Director of the Company at the AGM must lodge with the Company Secretary of the Company at 7th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong within the period from Friday, 17th April, 2009 to Thursday, 23rd April, 2009, both days inclusive, (i) his written nomination of the candidate, (ii) written confirmation from such nominated candidate of his willingness to be elected as Director and (iii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules for publication by the Company.

## **3. PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES**

A general mandate is proposed to be unconditionally given to the Board to issue and dispose of additional Shares (in addition to Shares to be issued under the share option scheme adopted by the Company on 26th June, 2002 and revised on 16th March, 2009) 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 AGM dated 15th April, 2009 ("Ordinary Resolution No. (1)").

Concerning Ordinary Resolution No. (1), the Board wishes to state that they have no immediate plans to issue any new Shares. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.

## **4. PROPOSED GENERAL MANDATE TO REPURCHASE SHARES**

At the last annual general meeting of the Company held on 15th May, 2008, a general mandate was given to the Board to exercise the power of the Company to repurchase the Shares. Such mandate will lapse at the conclusion of the forthcoming AGM. It is therefore proposed to seek your approval of the Ordinary Resolution No. 4(2) as set out in the Notice of AGM ("Ordinary Resolution No. (2)") to give a fresh general mandate to the Board to exercise the power of the Company to repurchase Share(s).

An explanatory statement, as required by the relevant rules set out in the 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 authorise the Board 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 II** to this circular.

## **5. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

Following the transfer of the listing of the Shares from the Growth Enterprise Market (“GEM”) to Main Board of the Stock Exchange on 8th September, 2008, the Board proposes to the shareholders of the Company for approval of certain amendments to the Company’s Articles of Association by replacing all references to GEM and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited with Main Board and Listing Rules respectively.

Following the Recommended Best Practices of the Code on Corporate Governance Practices of the Listing Rules to arrange appropriate insurance cover for directors’ and officers’ liabilities, the Board also proposes to reinforce the relating provisions as regards the purchase and maintenance of liability insurance by the Company for its directors and officers in the Company’s Articles of Association.

Following the coming into effect of the Companies Law (2007 Revision) of Cayman Islands, the Board also proposes to amend the Memorandum and Articles of Association by replacing all references to “Companies Law (2003 Revision)” with “Companies Law (2007 Revision)”.

The full text of the amendments to be made to the Memorandum and Articles of Association are contained in the Notice of AGM as set out in **Appendix III** to this circular.

## **6. ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at the Ballroom, 1st Floor, Harbour Plaza Hong Kong, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Monday, 18th May, 2009 at 10:00 a.m. is set out in **Appendix III** to this circular.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The Chairman of the forthcoming AGM will therefore put each of the resolutions to be proposed at the AGM to be voted by way of a poll pursuant to Article 80 of the Company’s Articles of Association.

Proxy form for use at the AGM is enclosed with this circular. The proxy form can also be downloaded from the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.ck-lifesciences.com](http://www.ck-lifesciences.com). Whether or not you are able to attend the AGM in person, please complete, sign and return the enclosed proxy form 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 AGM or any adjournment thereof or, in the case of a poll taken subsequently to the date of the AGM 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 AGM or any adjournment thereof should you so wish.

An announcement will be made by the Company following the conclusion of the AGM to inform you of the results of the AGM.

**7. RECOMMENDATION**

The Board considers that the ordinary resolutions and the special resolution as set out in the Notice of AGM are all in the best interests of the Company and its shareholders as a whole. The Board also considers that it is in the interests of the Company and its shareholders to elect those Directors proposed to be re-elected. Accordingly, the Board recommends you to vote in favour of such resolutions at the AGM.

Yours faithfully,

**LI TZAR KUOI, VICTOR**

Chairman

The following are the particulars of the three Directors (as required by the Listing Rules) proposed to be elected at the AGM:

1. **Peter Peace TULLOCH**, aged 65, Non-executive Director. Mr. Tulloch has been a Non-executive Director of the Company since April 2002. He serves as the Chairman and Non-executive Director of each of Powercor Australia Limited, CitiPower Pty and ETSA Utilities. Mr. Tulloch is a Fellow of the Institute of Canadian Bankers and has spent more than 30 years in Asia.

Mr. Tulloch is a Director of each of (i) Li Ka-Shing Unity Trustee Company Limited (“TUT”) as trustee of The Li Ka-Shing Unity Trust (the “LKS Unity Trust”) and (ii) Li Ka-Shing Unity Trustee Corporation Limited (“TDT1”) as trustee of The Li Ka-Shing Unity Discretionary Trust (“DT1”), both being substantial shareholders of the Company within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”). He also holds directorships in certain companies controlled by such substantial shareholders of the Company. Save as disclosed above, Mr. Tulloch does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Tulloch has a personal interest of 1,050,000 shares of the Company within the meaning of Part XV of the SFO. There is no service contract entered into between Mr. Tulloch and the Company. The Director’s fee of Mr. Tulloch as a Non-executive Director of the Company is HK\$75,000 per annum (subject to review by the board of directors of the Company from time to time).

Mr. Tulloch previously held directorships in CrossCity Motorway Pty Ltd, CrossCity Motorway Nominees No. 1 Pty Ltd, CrossCity Motorway Nominees No. 2 Pty Ltd, CrossCity Motorway Holdings Pty Ltd and CrossCity Motorway Finance Pty Ltd (collectively the “CrossCity companies”) (*all resigned on 22nd December, 2006*), all incorporated in Australia. The principal business of the CrossCity companies was the design, construction and operation of the Cross City Tunnel in Sydney, Australia. A voluntary administrator and a receiver and manager were appointed in respect of the CrossCity companies on 27th December, 2006 as they were insolvent. According to a press release dated 27th September, 2007 published on the website of the Cross City Tunnel, ABN AMRO and Leighton Contractors consortium announced that they had acquired the Cross City Tunnel.

Save as disclosed above, there are no other matters concerning Mr. Tulloch that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

2. **WONG Yue-chim, Richard, SBS, JP**, aged 56, Independent Non-executive Director and the Chairman of the Audit Committee of the Company. Professor Wong has been an Independent Non-executive Director of the Company since June 2002. He 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 the Hong Kong Special Administrative Region 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 and Sun Hung Kai Properties Limited, all being listed companies. Professor Wong is also an Independent Non-executive Director of The Link Management Limited, the manager of The Link Real Estate Investment Trust which is listed in Hong Kong. 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 15th August, 2007) (*resigned on 25th June, 2007*). Professor Wong studied Economics at the University of Chicago and graduated with a Doctorate in Philosophy.

Professor Wong does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Professor Wong has a personal interest of 375,000 shares of the Company within the meaning of Part XV of the SFO. There is no service contract entered into between Professor Wong and the Company. The Director's fee of Professor Wong as an Independent Non-executive Director of the Company is HK\$75,000 per annum and an additional fee for being the Chairman of the Audit Committee of the Company is HK\$80,000 per annum (subject to review by the board of directors of the Company from time to time).

Save as disclosed above, there are no other matters concerning Professor Wong that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

3. **KWOK Eva Lee**, aged 67, Independent Non-executive Director and a member of the Audit Committee and the Remuneration Committee of the Company. Mrs. Kwok has been an Independent Non-executive Director of the Company since June 2002. She currently serves as the Chair and Chief Executive Officer of Amara International Investment Corporation (“Amara”). Mrs. Kwok also acts as an Independent Director for Husky Energy Inc., an Independent Non-executive Director of Cheung Kong Infrastructure Holdings Limited and a Director of Li Ka Shing (Canada) Foundation (“LKS Canada Foundation”). Mrs. Kwok currently sits on the Compensation Committee and Corporate Governance Committee of Husky Energy Inc. and the Audit Committee of Cheung Kong Infrastructure Holdings Limited. Except for Amara and LKS Canada Foundation, all the companies mentioned above are listed companies. In addition, she was an Independent Director for Bank of Montreal (*resigned on 3rd March, 2009*) and Shoppers Drug Mart Corporation (*resigned on 16th October, 2006*), both being listed companies, and previously sat on the Audit Committee and Pension Fund Society of the Bank of Montreal (*from 1999 through 2009*), the Nominating and Governance Committee of Shoppers Drug Mart Corporation (*from 2004 through 2006*), the Independent Committee of Directors and Human Resources Committee of Telesystems International Wireless (TIW) Inc. (*from 2002 through 2003*), the Independent Committee of Directors and the Corporate Governance Committee of Fletcher Challenge Canada Ltd. (*from 1995 through 1999*), the Audit and Corporate Governance Committees of Clarica Life Insurance Company (*from 1993 through 1999*) and the Corporate Governance Committee of Air Canada (*from 1998 through 2003*).

Mrs. Kwok does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mrs. Kwok has a personal interest of 200,000 shares of the Company within the meaning of Part XV of the SFO. There is no service contract entered into between Mrs. Kwok and the Company. The Director’s fee of Mrs. Kwok as an Independent Non-executive Director of the Company is HK\$75,000 per annum and additional fees for being a member of the Audit Committee and the Remuneration Committee of the Company are HK\$80,000 and HK\$25,000 per annum respectively (subject to review by the board of directors of the Company from time to time).

Save as disclosed above, there are no other matters concerning Mrs. Kwok that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules.

### **1. SHARE CAPITAL**

As at 3rd April, 2009 (the latest practicable date prior to the printing of this circular) (“Latest Practicable Date”), the issued share capital of the Company comprised 9,611,072,400 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 AGM to be held on 18th May, 2009, the Company would be allowed under the Repurchase Proposal to repurchase a maximum of 961,107,240 Shares, representing 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 Stock Exchange 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 or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the annual report for the year ended 31st December, 2008. 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 Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

		<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
April	2008	0.415	0.360
May	2008	0.455	0.390
June	2008	0.450	0.375
July	2008	0.440	0.360
August	2008	0.425	0.315
September	2008	0.520	0.275
October	2008	0.300	0.180
November	2008	0.226	0.189
December	2008	0.245	0.202
January	2009	0.275	0.225
February	2009	0.255	0.227
March	2009	0.260	0.215
1st April, 2009 to the Latest Practicable Date		0.285	0.246

#### 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 Listing Rules and the applicable laws 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 of the Company.

No other connected persons (as defined in the 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 of the Company.

#### 6. CODE ON TAKEOVERS AND MERGERS

If on 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 Code on Takeovers and Mergers ("Takeovers 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 Takeovers Code.

As at the Latest Practicable Date, an indirect wholly-owned subsidiary of Cheung Kong (Holdings) Limited (“Cheung Kong Holdings”) held 4,355,634,570 Shares, representing approximately 45.31% of the issued share capital of the Company and for the purpose of the SFO, each of (i) Mr. Li Ka-shing, (ii) TUT as trustee of the LKS Unity Trust, (iii) TDT1 as trustee of DT1, and (iv) Li Ka-Shing Unity Trustcorp Limited as trustee of another discretionary trust ((ii), (iii) and (iv) together the “Trust Companies”) is taken to be interested in the same 4,355,634,570 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 4,357,884,570 Shares comprising the same block of 4,355,634,570 Shares held by the said indirect wholly-owned subsidiary of Cheung Kong Holdings and 2,250,000 Shares held personally. For the purpose of the Takeovers 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 4,357,884,570 Shares, representing approximately 45.34% 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 50.35% 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 50.38% 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 Takeovers 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 being reduced to 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.

**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: 0775)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Shareholders of CK Life Sciences Int'l. (Holdings) Inc. (the "Company") will be held at the Ballroom, 1st Floor, Harbour Plaza Hong Kong, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Monday, 18th May, 2009 at 10:00 a.m. for the following purposes:

1. To receive the audited Financial Statements, the Report of the Directors and the Independent Auditor's Report for the year ended 31st December, 2008.
2. To elect Directors.
3. To appoint Auditor and authorise the Directors to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

**ORDINARY RESOLUTIONS**

- (1) **"THAT** a general mandate be and is hereby unconditionally given to the Directors to issue and dispose of additional shares (in addition to ordinary shares to be issued under the share option scheme adopted by the Company on 26th June, 2002 and revised on 16th March, 2009) not exceeding twenty per cent of the existing issued share capital of the Company at the date of this Resolution until the next Annual General Meeting ("Relevant Period"), such mandate to include the granting of offers or other options (including bonds and debentures convertible into shares of the Company) which might be exercisable or convertible during or after the Relevant Period."
- (2) **"THAT:**
  - (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed ten per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of this Resolution, and the said approval shall be limited accordingly; and
  - (c) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
    - (i) the conclusion of the next Annual General Meeting of the Company;
    - (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
    - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”
  - (3) **“THAT** the general mandate granted to the Directors to issue and dispose of additional shares pursuant to Ordinary Resolution No. 4(1) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. 4(2) set out in the notice convening this meeting, provided that such amount shall not exceed ten per cent of the aggregate nominal amount of the issued share capital of the Company at the date of the said Resolution.”
5. As a special business, to consider and, if thought fit, pass 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) deleting in the first and second lines of the definition of “Exchange” in Article 2 the words “the Growth Enterprise Market of” immediately after the words “shall mean”;
- (b) deleting in the second and third lines of the definition of “Listing Rules” in Article 2 the words “the Growth Enterprise Market of” immediately after the word “on”;

(c) adding the following new Article immediately after the existing Article 179. (b):

179. (c) Subject to the Companies Law and as authorised by the Memorandum of Association of the Company, the Company may purchase and maintain for any officer of the Company:

(i) insurance against any liability to the Company, a related company or any other party in respect of any negligence, default, breach of duty or breach of trust (save for fraud) of which he may be guilty in relation to the Company or a related company; and

(ii) insurance against any liability incurred by him in defending any proceedings, whether civil or criminal, taken against him for any negligence, default, breach of duty or breach of trust (including fraud) of which he may be guilty in relation to the Company or a related company.

In this Article 179. (c), “related company” in relation to the Company means any company that is the Company’s subsidiary or holding company or a subsidiary of the Company’s holding company.

(d) deleting in the Memorandum and Articles of Association all references to the Companies Law (2003 Revision) and replacing them with references to the Companies Law (2007 Revision).”

By Order of the Board

**Eirene Yeung**

Company Secretary

Hong Kong, 15th April, 2009

*Notes:*

- a. At the Annual General Meeting, the Chairman of the Meeting will put each of the above resolutions to be voted by way of a poll under Article 80 of the Company’s Articles of Association.
- b. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint more than one proxy to attend and on a poll, vote in his stead. A proxy need not be a member of the Company.
- c. To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the 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 appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be).
- d. Completion and return of the proxy form will not preclude a member from attending and voting at the Annual General Meeting or any adjournment thereof (as the case may be) should the member so desires.

- e. The Register of Members of the Company will be closed from Monday, 11th May, 2009 to Monday, 18th May, 2009, both days inclusive, during which period no transfer of shares will be effected. In order to determine the entitlement to attend and vote at the Annual General Meeting, all share certificates with completed transfer forms, either overleaf or separately, must be lodged with the Company's Branch Share Registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 8th May, 2009.
- f. In relation to item No. 2 above, Mr. Peter Peace Tulloch, Professor Wong Yue-chim, Richard and Mrs. Kwok Eva Lee will retire by rotation and, being eligible, have offered themselves for re-election at the Annual General Meeting. Details of the above Directors are set out in Appendix I to the circular of the Company dated 15th April, 2009 (the "Circular"). Details of submitting the proposal by a shareholder for nomination of a person for election as a Director of the Company at the Annual General Meeting are set out under the section headed "Proposed Election of Directors" in the Circular.
- g. In relation to Ordinary Resolution No. 4(2) above, the Explanatory Statement containing the information necessary to enable the shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, is set out in Appendix II to the Circular.
- h. 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.

*This circular (in both English and Chinese versions) ("Circular") has been posted on the Company's website at [www.ck-lifesciences.com](http://www.ck-lifesciences.com). Shareholders who have chosen (or are deemed to have consented) to read the Company's corporate communications (including but not limited to annual reports, summary financial reports (where applicable), interim reports, summary interim reports (where applicable), notices of meetings, listing documents, circulars and proxy forms) published on the Company's website in place of receiving printed copies thereof may request the printed copy of the Circular in writing or by email at [cklife.ecom@computershare.com.hk](mailto:cklife.ecom@computershare.com.hk).*

*Shareholders who have chosen (or are deemed to have consented) to receive the corporate communications 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 upon request in writing or by email at [cklife.ecom@computershare.com.hk](mailto:cklife.ecom@computershare.com.hk) promptly be sent the Circular in printed form free of charge.*

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