



Healthy Strides  
Sustained Growth



**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)

Third Quarter Report 2005

This third quarter report 2005 (in both English and Chinese versions) (“Q3 Report”) 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, 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 Q3 Report.

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 Q3 Report posted on the Company’s website will promptly upon request be sent the Q3 Report 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 46th 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 Q3 Report since both languages are bound together into one booklet.

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

*This document, for which the directors (the “Directors”) of CK Life Sciences Int’l., (Holdings) Inc. (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 of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this document is accurate and complete in all material respects and is not misleading; (ii) there are no other matters the omission of which would make any statement in this document misleading; and (iii) all opinions expressed in this document have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

# Chairman's Statement

## Strong Growth Momentum      Rapid Business Progress

I am pleased to announce that CK Life Sciences Int'l., (Holdings) Inc. ("CK Life Sciences" or the "Group") has recorded substantial growth in the third quarter of 2005. Sales revenue has surged, leading to a 10 times increase in profit attributable to shareholders. Overall performance continued to be promising. In terms of long-term business development, the Group's dual strategies of aggressively expanding the sales network and actively conducting acquisitions have generated good results. With our strong growth momentum, satisfactory progress has been recorded on all fronts.

The Group's mid- and long-term development strategies are firmly in place. Continued sales and profit growth were recorded and an increasingly strong financial foundation formed. This has bolstered the Group's strengths in acquisitions and pharmaceutical research, speeding up our plan to expand globally as well as accelerating the pace of achieving breakthrough success in R&D.

### Financial Highlights — Revenue and Profit Soared

HK\$'000	The Third Quarter			First Three Quarters Ended 30 September		
	2005	2004	Increase	2005	2004	Increase
<b>Sales revenue</b>	213,260	54,806	289%	368,298	102,369	260%
<b>Investment proceeds</b>	43,024	37,384	15%	117,222	115,212	2%
<b>Total revenue</b>	256,284	92,190	178%	485,520	217,581	123%
<b>Operating profit</b>	13,369	2,319	476%	19,924	3,946	405%
<b>Profit attributable to shareholders</b>	5,028	456	1003%	8,324	1,294	543%

The Group has recently completed the acquisitions of three companies:

- Développement Santé Naturelle A.G. Ltée ("AG"), the largest natural health product company in Québec, Canada;
- Envirogreen Pty Limited ("Envirogreen"), the second largest home garden product supplier in Australia;
- Nuturf Australia Pty Ltd ("Nuturf"), the largest turf management product distributor in Australia.

## Chairman's Statement (Cont'd)

Contributions from these three companies have been reflected in the third quarter ended 30 September 2005. Through contributions of the three new companies and the growth of the Group's own fertilizer and nutraceutical businesses, sales have exceeded HK\$200 million, representing an increase of 3 times that of the corresponding period last year. Combining sales revenue and proceeds from investments, total revenue was over HK\$250 million, a 2 times increase over the amount recorded in the third quarter of 2004, while profit attributable to shareholders surged about 10 times to HK\$5 million.

Overall, satisfactory results have been attained in the first three quarters. Sales revenue exceeded HK\$360 million, representing a 3-fold increase over the same period last year. Combining sales revenue and proceeds from investments, total revenue amounted to HK\$480 million, double that recorded during the corresponding period of 2004. Profit attributable to shareholders increased 5-fold to over HK\$8 million.

The Board of Directors has not declared any dividend for the period under review.

### Sustained Momentum Continued Growth

HK\$'000	2005				
	Q1	Q2	Increase/ (Decrease) Q2 vs Q1	Q3	Increase Q3 vs Q2
<b>Sales revenue</b>	62,186	92,852	49%	213,260	130%
<b>Investment proceeds</b>	42,483	31,715	(25%)	43,024	36%
<b>Total revenue</b>	104,669	124,567	19%	256,284	106%
<b>Operating profit</b>	2,511	4,044	61%	13,369	231%
<b>Profit attributable to shareholders</b>	576	2,720	372%	5,028	85%

When comparing the results between the first and second quarter and second and third quarter of 2005, sales revenue showed a 49% and 130% increase respectively, total revenue recorded 19% and 106% growth respectively, while profit attributable to shareholders surged by 372% and 85%. The figures reflect an impressive upward trend, pointing to a promising growth path ahead.

## Chairman's Statement (Cont'd)

The Group's strategy of accelerating organic growth, coupled with making synergistic acquisitions to fuel expansion, sets us apart from many other biotechnology companies around the world. Through our unique revenue model, we have been able to overcome the common hurdle of inadequate funding to bring R&D to fruition, one faced by most biotechnology companies in the world. The Group's financial foundation is increasingly strong and we have ample resources to support business and R&D development. Our sustainable revenue model will hasten the pace of the Group's expansion into a large-scale global biotechnology company.

### Review

#### Three Growth Pillars Boost Profits

The Group's three revenue generating pillars are product sales, business acquisitions and investment income. All three aspects of our business recorded remarkable progress during the period under review and have formed a strong sustainable growth momentum for the Group.

##### *(1) Sales Revenue Continues to Rise*

Sales revenue for agricultural products reached approximately HK\$160 million in the third quarter of 2005, trebling the amount recorded in the corresponding period last year and representing a 100% increase over that of the second quarter. Nutraceutical products recorded total sales of about HK\$58 million, a staggering 43 times increase when compared to the same period of last year and a 2-fold increase over the second quarter of 2005.

During the period under review, the Group's product portfolio and sales network have both been extended and sales achievements from newly-acquired companies recorded. These twin engines have driven continued growth in overall sales and profits.

##### *(2) Three Acquisitions Create New Milestones*

AG boasts an extensive range of natural health products that complements and enhances the Group's existing portfolio of nutraceuticals. Plans are in place to increase the penetration of AG, the largest natural health product company in Québec, to other parts of Canada and beyond, including Hong Kong, Europe and the rest of Asia.

## Chairman's Statement (Cont'd)

Both Envirogreen and Nuturf in Australia are leaders in their respective markets of agriculture-related products. Together with the Group's two other Australian agri-business companies, Fertico Pty. Limited and Paton Fertilizers Pty Limited, these four companies offer tremendous synergies in business development. Leveraging on each other's expertise, the competitive strengths of each respective company will be enhanced. The Group expects to post new milestones in the development of our agricultural business in Australia.

### (3) *Investment Income Continues to Generate Substantial Revenue Contribution*

As one of the three revenue sources, investment income has continued to bring additional funding to fuel corporate and R&D development.

### **Cancer Research Progress on Target**

Based on the platform of "Immune Enhancement", CK Life Sciences has been carrying out extensive cancer research, and significant progress has been made:

- Of the 18 anti-cancer pharmaceutical patent applications filed to the US Patent and Trademark Office, 4 have been granted patent approved notices of allowance, including those for colorectal cancer, cervical cancer, lung cancer and testicular cancer;
- Following success in *in vitro* and *in vivo* testing, the Group has moved into the clinical trial stage.
  - Pre-clinical researches, including *in vitro* and *in vivo* studies, are being conducted in conjunction with universities and research institutes in Mainland China, Hong Kong, Australia and Canada. For those studies that have been completed, the results have been satisfactory and demonstrate that our anti-cancer products showed an inhibitory effect on the cancer cell growth. To date, six research papers have been published in biomedical journals, including the *International Journal of Medical Sciences*, *Immunopharmacology and Immunotoxicology*, *Biological Pharmacology Bulletin* and *World Clinical Drugs*;
  - Clinical human studies are now in progress for breast cancer, prostate cancer, lung cancer, colorectal cancer and liver cancer in Hong Kong and Australia.

## Chairman's Statement (Cont'd)

### Prospects

A steady growth strategy and sustainable revenue model have empowered the Group with the capability to fully realize our R&D potential, increasing the rate of R&D success and forging a promising future.

Looking ahead, the Group will leverage on the competitive edges of our newly-acquired companies to develop our business both locally and overseas. We will also continue to pursue acquisition opportunities and build an international business network.

CK Life Sciences' present development strategy is producing highly effective results. This can be attributed to the perseverance and commitment of our management team, the trust and support of the Board of Directors and shareholders, and competent execution by our valued staff. I would like to extend my gratitude to all those concerned and pledge our commitment to paving a successful road ahead for CK Life Sciences.

**Li Tzar Kuoi, Victor**

Chairman

Hong Kong, 10 November 2005

# Unaudited Consolidated Results

	Notes	For the three months ended 30 September		For the nine months ended 30 September	
		2005 (unaudited)	2004 (unaudited)	2005 (unaudited)	2004 (unaudited)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
Turnover	2	<b>256,284</b>	92,190	<b>485,520</b>	217,581
Costs of sales		<b>(137,059)</b>	(44,304)	<b>(261,421)</b>	(82,987)
Other income	3	<b>14,998</b>	17,855	<b>50,135</b>	44,494
Staff costs	4	<b>(38,563)</b>	(31,832)	<b>(103,781)</b>	(82,230)
Depreciation		<b>(7,298)</b>	(6,332)	<b>(20,769)</b>	(18,317)
Amortization of intangible assets		<b>(691)</b>	(1,026)	<b>(2,272)</b>	(3,105)
Other operating expenses		<b>(74,302)</b>	(24,232)	<b>(127,488)</b>	(71,490)
Profit from operations		<b>13,369</b>	2,319	<b>19,924</b>	3,946
Finance costs		<b>(2,762)</b>	(1,477)	<b>(7,996)</b>	(2,636)
Share of results of associates		<b>(75)</b>	11	<b>4,728</b>	59
Profit before taxation		<b>10,532</b>	853	<b>16,656</b>	1,369
Taxation	5	<b>(5,487)</b>	(249)	<b>(8,108)</b>	(249)
Profit for the period		<b>5,045</b>	604	<b>8,548</b>	1,120
Attributable to:					
Equity holders of the Company		<b>5,028</b>	456	<b>8,324</b>	1,294
Minority interests		<b>17</b>	148	<b>224</b>	(174)
		<b>5,045</b>	604	<b>8,548</b>	1,120
Earnings per share	6				
– basic		<b>0.078 cent</b>	0.007 cent	<b>0.130 cent</b>	0.020 cent
– diluted		<b>N/A</b>	N/A	<b>N/A</b>	0.020 cent

## Unaudited Consolidated Results (Cont'd)

### Notes:

#### 1. Basis of preparation

The unaudited consolidated results of the Group have been prepared in accordance with accounting principles generally accepted in Hong Kong and the applicable disclosure requirements of the GEM Listing Rules. They have also been prepared under the historical cost convention, as modified for the revaluation of certain fixed assets and financial instruments.

The Hong Kong Institute of Certified Public Accountants has issued a number of new and revised Hong Kong Financial Reporting Standards ("HKFRS") and Hong Kong Accounting Standards ("HKAS") (herein collectively referred to as HKFRSs) which are generally effective for accounting periods beginning on or after 1 January 2005.

As mentioned in the 2004 Annual Report, the Group has already early adopted HKFRS 3 "Business Combination", HKAS 36 "Impairment of Assets" and HKAS 38 "Intangible Assets" for its financial year ended 31 December 2004.

For the period ended 30 September 2005, the adoption of the other remaining HKFRSs has no material impact on the results of the Group except for the following:

- HKFRS 2 "Share-based Payment"
- HKAS 32 "Financial Instruments: Disclosure and Presentation" and
- HKAS 39 "Financial Instruments: Recognition and Measurement"

In accordance with HKFRS 2, the share options granted by the Company after 7 November 2002 and had not yet vested on 1 January 2005 are measured at fair value at the date of grant and recognized as expenses over the vesting period with the corresponding credit to an employee share-based compensation reserve under equity.

With the adoption of HKFRS 2 retrospectively from 1 January 2005, the accumulated losses for each of the two years as at 1 January 2005 and 2004 have been adjusted upward by HK\$7,563,000 and HK\$1,666,000 respectively. The profit attributable to shareholders has been decreased by HK\$1,620,000 for the period ended 30 September 2005 and HK\$5,897,000 for the year ended 31 December 2004. The adjustment of the said HK\$5,897,000 will be reflected in the prior year comparative figure in the full-year financial results for 2005.

## Unaudited Consolidated Results (Cont'd)

In accordance with HKAS 32 and HKAS 39, financial instruments of the Group have been re-classified as either available-for-sale or fair value through profit or loss. Change in fair value of an available-for-sale financial instrument would be recognized directly in investment revaluation reserve while such change for a financial instrument at fair value through profit or loss would be recognized in the income statement. The adoption of HKAS 32 and HKAS 39 prospectively has resulted in the increase in the accumulated losses of the Group by HK\$420,000 as at 1 January 2005 and a decrease in the profit attributable to shareholders by HK\$7,928,000 for the period ended 30 September 2005.

### 2. Turnover

Turnover represents the net invoiced value of goods sold, after allowance for returns and trade discount as well as income from investment, and is analysed as follows:

	<b>For the nine months ended 30 September</b>	
	<b>2005</b>	2004
	<b>HK\$'000</b>	HK\$'000
Environment	<b>289,263</b>	98,710
Health	<b>79,035</b>	3,659
Investment	<b>117,222</b>	115,212
	<b>485,520</b>	217,581

### 3. Other income

Other revenue mainly comprises income from bank deposits and gain on disposal of financial instruments and fair value changes on financial instruments.

### 4. Staff costs

Staff costs which include salaries, bonuses, equity-settled share-based payment, retirement benefit scheme contribution and recruitment costs for the three months and nine months ended 30 September 2005 respectively amounted to HK\$44,719,000 (2004: HK\$37,674,000) and HK\$122,408,000 (2004: HK\$99,290,000) of which HK\$6,156,000 (2004: HK\$5,842,000) and HK\$18,627,000 (2004: HK\$17,060,000) relating to development activities were capitalized.

## Unaudited Consolidated Results (Cont'd)

### 5. Taxation

	For the nine months ended 30 September	
	2005 HK\$'000	2004 HK\$'000
<b>Overseas</b>		
Current tax	<b>6,542</b>	249
Share of taxation of associates	<b>1,566</b>	–
	<b>8,108</b>	249

No provision for Hong Kong Profits Tax was made as there was no assessable profit for the three months and the nine months respectively ended 30 September 2005 as well as the corresponding last periods.

No deferred tax assets has been recognized in respect of the tax losses as it is not possible to predict the trend of future profits to determine the amount of available tax losses to be utilized.

## Unaudited Consolidated Results (Cont'd)

### 6. Earnings per share

The calculations of the basic and diluted earnings per share are based on the following data:

	For the three months ended 30 September		For the nine months ended 30 September	
	2005 HK\$'000	2004 HK\$'000	2005 HK\$'000	2004 HK\$'000
<b>Profit for the period</b>				
Profit for calculating basic and diluted earnings per share	<b>5,028</b>	456	<b>8,324</b>	1,294
<b>Number of shares</b>				
Weighted average number of ordinary shares used in the calculation of basic earnings per share	<b>6,407,381,600</b>	6,407,381,600	<b>6,407,381,600</b>	6,407,294,945
Effect of dilutive potential ordinary shares	<b>N/A</b>	N/A	<b>N/A</b>	731,057
Weighted average number of ordinary shares used in the calculation of diluted earnings per share	<b>N/A</b>	N/A	<b>N/A</b>	6,408,026,002

No diluted earnings per share is presented for the three months and nine months ended 30 September 2005 because the exercise prices for the Company's three lots of outstanding share options were higher than the average market price of the shares of the Company and thus the conversion of the share options would not have any dilutive effect on the earnings per share.

### 7. Dividend

The Board of Directors of the Company has not declared an interim dividend for the nine months ended 30 September 2005 (2004: Nil).

## Unaudited Consolidated Results (Cont'd)

### 8. Movements of reserves

	Share premium	Investment revaluation reserve	Exchange reserve	Employee share-based compensation reserve	Accumulated losses	Total
	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
<b>2004</b>						
At 1 January 2004	2,391,707	63,948	350	-	(283,392)	2,172,613
Prior year adjustment	-	-	-	1,666	(1,666)	-
Balance as at 1 January 2004 restated	2,391,707	63,948	350	1,666	(285,058)	2,172,613
Share issued under share option scheme	478	-	-	-	-	478
Realized on disposal/redemption of financial instruments	-	(70,711)	-	-	-	(70,711)
Surplus on revaluation of financial instruments	-	39,609	-	-	-	39,609
Exchange difference on translation of financial statements of overseas operations	-	-	(1,153)	-	-	(1,153)
Profit for the nine months ended 30 September 2004	-	-	-	-	1,294	1,294
<b>At 30 September 2004</b>	<b>2,392,185</b>	<b>32,846</b>	<b>(803)</b>	<b>1,666</b>	<b>(283,764)</b>	<b>2,142,130</b>
<b>2005</b>						
At 1 January 2005	2,392,185	42,295	1,950	-	(281,463)	2,154,967
Prior year adjustment	-	-	-	7,563	(7,563)	-
Effect of initial adoption of HKAS 39	-	-	-	-	(420)	(420)
Balance as at 1 January 2005 restated	2,392,185	42,295	1,950	7,563	(289,446)	2,154,547
Realized on disposal/redemption of financial instruments	-	(43,065)	-	-	-	(43,065)
Surplus on revaluation of financial instruments	-	1,847	-	-	-	1,847
Employees' share options benefits	-	-	-	1,620	-	1,620
Exchange difference on translation of financial statements of overseas operations	-	-	2,320	-	-	2,320
Profit for the nine months ended 30 September 2005	-	-	-	-	8,324	8,324
<b>At 30 September 2005</b>	<b>2,392,185</b>	<b>1,077</b>	<b>4,270</b>	<b>9,183</b>	<b>(281,122)</b>	<b>2,125,593</b>

# Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 30 September 2005, 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 Securities and Futures Ordinance ("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 on Securities Transactions by Directors adopted by the Company ("Model Code"), to be notified to the Company and the Stock Exchange, were as follows:

## (1) Long positions in the shares of the Company

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	1,500,000	–	–	2,820,008,571 (Note 1)	2,821,508,571	44.04%
Kam Hing Lam	Interest of child or spouse	–	4,150,000	–	–	4,150,000	0.06%
Ip Tak Chuen, Edmond	Beneficial owner	1,500,000	–	–	–	1,500,000	0.02%
Yu Ying Choi, Alan Abel	Beneficial owner	1,500,000	–	–	–	1,500,000	0.02%
Pang Shiu Fun	Beneficial owner & interest of child or spouse	1,500,700 (Note 2)	700 (Note 2)	–	–	1,500,700	0.02%
Chu Kee Hung	Beneficial owner	1,500,000	–	–	–	1,500,000	0.02%
Lam Hing Chau, Leon	Beneficial owner	1,250,000	–	–	–	1,250,000	0.02%
Peter Peace Tulloch	Beneficial owner	700,000	–	–	–	700,000	0.01%
Wong Yue-chim, Richard	Beneficial owner	250,000	–	–	–	250,000	0.004%
Kwok Eva Lee	Beneficial owner	200,000	–	–	–	200,000	0.003%

## Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures (Cont'd)

Notes:

1. Such 2,820,008,571 shares are held by a subsidiary of Cheung Kong (Holdings) Limited ("Cheung Kong Holdings"). 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 Cheung Kong Holdings. Li Ka-Shing Unity Trustee Corporation Limited ("TDT1") as trustee of The Li Ka-Shing Unity Discretionary Trust and Li Ka-Shing Unity Trustcorp Limited ("TDT2") as trustee of another discretionary trust 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 Cheung Kong Holdings and thus is taken to be interested in those 2,820,008,571 shares held by the subsidiary of Cheung Kong Holdings under the SFO.
2. Such interests comprise the same block of 700 shares jointly held by Dr. Pang Shiu Fun and his wife.

## Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures (Cont'd)

### (2) Long positions in the underlying shares of the Company

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 of the Company, details of which as at 30 September 2005 were as follows:

Name of Director	Date of grant	Number of share options					Outstanding as at 30 September 2005	Option period	Subscription price per share HK\$
		Outstanding as at 1 January 2005	Granted during the period	Exercised during the period	Cancelled/lapsed during the period	Outstanding as at 30 September 2005			
Yu Ying Choi, Alan Abel	30/9/2002	310,000	-	-	-	310,000	30/9/2003 - 29/9/2012	1.598	
	27/1/2003	690,000	-	-	-	690,000	27/1/2004 - 26/1/2013	1.446	
	19/1/2004	690,000	-	-	-	690,000	19/1/2005 - 18/1/2014	1.762	
Pang Shiu Fun	30/9/2002	310,000	-	-	-	310,000	30/9/2003 - 29/9/2012	1.598	
	27/1/2003	690,000	-	-	-	690,000	27/1/2004 - 26/1/2013	1.446	
	19/1/2004	690,000	-	-	-	690,000	19/1/2005 - 18/1/2014	1.762	
Chu Kee Hung	30/9/2002	310,000	-	-	-	310,000	30/9/2003 - 29/9/2012	1.598	
	27/1/2003	690,000	-	-	-	690,000	27/1/2004 - 26/1/2013	1.446	
	19/1/2004	690,000	-	-	-	690,000	19/1/2005 - 18/1/2014	1.762	
Lam Hing Chau, Leon	30/9/2002	222,000	-	-	-	222,000	30/9/2003 - 29/9/2012	1.598	
	27/1/2003	480,000	-	-	-	480,000	27/1/2004 - 26/1/2013	1.446	
	19/1/2004	480,000	-	-	-	480,000	19/1/2005 - 18/1/2014	1.762	

Save as disclosed above, during the nine months ended 30 September 2005, none of the Directors or their respective associates was granted share options to subscribe for shares of the Company, nor had exercised such rights.

Save as disclosed above, none of the Directors or chief executive of the Company had, as at 30 September 2005, 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.

## 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 of the Company subject to the terms and conditions stipulated in the Share Option Scheme.

As at 30 September 2005, options to subscribe for an aggregate of 19,942,700 shares of the Company granted to certain continuous contract employees (including the Executive Directors of the Company as disclosed above and the management shareholder as disclosed below) pursuant to the Share Option Scheme were outstanding, details of which were as follows:

Date of grant	Number of share options					Outstanding as at 30 September 2005	Option period	Subscription price per share HK\$
	Outstanding as at 1 January 2005	Granted during the period	Exercised during the period	Lapsed during the period	Cancelled during the period			
30/9/2002	3,660,500	-	-	202,000	-	3,458,500	30/9/2003 – 29/9/2012 (Note 1)	1.598
27/1/2003	8,185,500	-	-	471,300	-	7,714,200	27/1/2004 – 26/1/2013 (Note 2)	1.446
19/1/2004	9,404,000	-	-	634,000	-	8,770,000	19/1/2005 – 18/1/2014 (Note 3)	1.762

## Details of Options Granted by the Company (Cont'd)

Details of the share options granted to Mr. Cheung Ling Yuk, Larry, a management shareholder of the Company, pursuant to the Share Option Scheme as at 30 September 2005 were as follows:

Date of grant	Number of share options					Outstanding as at 30 September 2005	Option period	Subscription price per share HK\$
	Outstanding as at 1 January 2005	Granted during the period	Exercised during the period	Lapsed during the period	Cancelled during the period			
	30/9/2002	316,000	-	-	-			
27/1/2003	580,000	-	-	-	-	580,000	27/1/2004 – 26/1/2013 (Note 2)	1.446
19/1/2004	580,000	-	-	-	-	580,000	19/1/2005 – 18/1/2014 (Note 3)	1.762

### Notes:

- The options are exercisable from 30 September 2003 to 29 September 2012 (both days inclusive) subject to the following vesting period:
  - up to 35% of the options commencing on 30 September 2003;
  - 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
  - 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.
- The options are exercisable from 27 January 2004 to 26 January 2013 (both days inclusive) subject to the following vesting period:
  - up to 35% of the options commencing on 27 January 2004;
  - 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
  - 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.
- The options are exercisable from 19 January 2005 to 18 January 2014 (both days inclusive) subject to the following vesting period:
  - up to 35% of the options commencing on 19 January 2005;
  - 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
  - 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.

## Interests and Short Positions of Shareholders

So far as is known to any Director or chief executive of the Company, as at 30 September 2005, shareholders (other than Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company 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 were as follows:

### (1) Long positions of substantial shareholders in the shares of the Company

Name	Capacity	Number of Ordinary Shares	Approximate % of Shareholding
Gold Rainbow Int'l Limited	Beneficial owner	2,820,008,571	44.01%
Gotak Limited	Interest of a controlled corporation	2,820,008,571 (Note i)	44.01%
Cheung Kong (Holdings) Limited	Interest of controlled corporations	2,820,008,571 (Note ii)	44.01%
Li Ka-Shing Unity Trustee Company Limited as trustee of The Li Ka-Shing Unity Trust	Trustee	2,820,008,571 (Note iii)	44.01%
Li Ka-Shing Unity Trustee Corporation Limited as trustee of The Li Ka-Shing Unity Discretionary Trust	Trustee & beneficiary of a trust	2,820,008,571 (Note iii)	44.01%
Li Ka-Shing Unity Trustcorp Limited as trustee of another discretionary trust	Trustee & beneficiary of a trust	2,820,008,571 (Note iii)	44.01%
Trueway International Limited	Beneficial owner	1,410,004,286	22.01%
Tangiers Enterprises Limited	Interest of controlled corporations	1,880,005,715 (Note iv)	29.34%
Li Ka-shing	Founder of discretionary trusts & interest of controlled corporations	4,700,014,286 (Note v)	73.35%

## Interests and Short Positions of Shareholders (Cont'd)

### (2) Long positions of other persons in the shares of the Company

Name	Capacity	Number of Ordinary Shares	Approximate % of Shareholding
Triluck Assets Limited	Beneficial owner	470,001,429	7.34%
Cheung Ling Yuk, Larry	Beneficial owner	401,585,714 (Note vi)	6.27%

Notes:

- i. This represents the same block of shares in the Company as shown against the name of Gold Rainbow Int'l Limited ("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 Cheung Kong Holdings, Cheung Kong Holdings 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 Cheung Kong Holdings. TDT1 as trustee of The Li Ka-Shing Unity Discretionary Trust and TDT2 as trustee of another discretionary trust 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 The Li Ka-Shing Unity Discretionary Trust and TDT2 as trustee of another discretionary trust is deemed to be interested in the same block of shares as Cheung Kong Holdings is deemed to be interested as disclosed in Note ii above.
- iv. Trueway International Limited ("Trueway") and Triluck Assets Limited ("Triluck") are wholly-owned by Tangiers Enterprises Limited ("Tangiers") and Tangiers is deemed to be interested in a total of 1,880,005,715 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.
- v. This represents the aggregate of the blocks of shares in the Company in which Tangiers and Cheung Kong Holdings are respectively deemed to be interested under the SFO. As Mr. Li Ka-shing owns the entire issued share capital of Tangiers and 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, under the SFO, Mr. Li Ka-shing is deemed to be interested in the same number of shares in which both Tangiers and Cheung Kong Holdings are deemed to be interested as mentioned above.
- vi. The interests of Mr. Cheung Ling Yuk, Larry in the share options granted by the Company are separately disclosed under the section headed "Details of Options Granted by the Company".

Save as disclosed above, as at 30 September 2005, 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 of the Company 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.

# Competing Interests

During the nine months ended 30 September 2005, the interests of Directors, management shareholders of the Company or their respective associates as defined in the GEM Listing Rules (the "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, commercialization, marketing and sale of biotechnology products.
- (ii) Investments in financial instruments/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	Executive 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)

## Competing Interests (Cont'd)

Name of Director	Name of Company	Nature of Interest	Competing Business (Note 2)
Pang Shiu Fun	Cheung Kong (Holdings) Limited	Holder of listed shares	(ii)
	Hutchison Whampoa Limited	Holder of listed shares	(i) & (ii)
	Cheung Kong Infrastructure Holdings Limited	Holder of listed shares	(i) & (ii)
	TOM Group Limited	Holder of listed shares	(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)
	Shoppers Drug Mart Corporation	Independent Director	(i)
Colin Stevens Russel	Cheung Kong Infrastructure Holdings Limited	Independent Non-executive Director	(i) & (ii)

Name of Management Shareholder	Name of Company	Nature of Interest	Competing Business (Note 2)
Li Ka-shing	Cheung Kong (Holdings) Limited	Chairman (Note 1)	(ii)
	Hutchison Whampoa Limited	Chairman (Note 1)	(i) & (ii)

Notes:

1. Apart from holding the directorships, Mr. Li Ka-shing, 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 of the Company 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.

# Other Information

## Corporate Governance

The Company is committed to the establishment of good corporate governance practices and procedures. The corporate governance principles of the Company emphasise a quality board, sound internal control, and transparency and accountability to all shareholders. The Company has applied the principles and complied with all code provisions and, where applicable, the recommended best practices of the Code on Corporate Governance Practices as set out in Appendix 15 of the GEM Listing Rules ("Code on CG Practices") throughout the nine months ended 30 September 2005.

### (1) Board Composition and Board Practices

The Board of Directors of the Company ("Board") is collectively responsible for the oversight of the management of the business and affairs of the Group with the objective of enhancing shareholders value. The Board comprises a total of eleven Directors, with seven Executive Directors, one Non-executive Director and three Independent Non-executive Directors. One of the Independent Non-executive Directors has appropriate professional qualifications, or accounting or related financial management expertise as required by the GEM Listing Rules. All Directors (including Non-executive Directors) are subject to retirement by rotation once every three years in accordance with the Company's Articles of Association and the Code on CG Practices.

The positions of the Chairman of the Board ("Chairman") and the Chief Executive Officer are held by separate individuals with a view to maintaining an effective segregation of duties respecting management of the Board and the day-to-day management of the Group's business.

All Directors have made active contribution to the affairs of the Board and the Board has always acted in the best interests of the Group. Apart from regular Board meetings, the Chairman has meetings with the Non-executive Directors (including Independent Non-executive Directors) without the presence of Executive Directors at least once every year.

The Company Secretary is responsible to the Board for ensuring that board procedures are followed and for ensuring that the Board is briefed on all legislative, regulatory and corporate governance developments and that the Board has regard to them when making decisions. The Company Secretary and the Compliance Officer are also directly responsible for the Group's compliance with the continuing obligations of the GEM Listing Rules, Codes on Takeovers and Mergers and Share Repurchases, Companies Ordinance, SFO and other applicable laws, rules and regulations.

## Other Information (Cont'd)

The Company has adopted the model code on securities transactions by directors of listed issuers set out in Chapter 5 of the GEM Listing Rules as its own code of conduct regarding Directors' securities transactions effective 31 March 2004.

### (2) Audit Committee

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 CG Practices. The existing Audit Committee of the Company 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. 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 Group's third quarter report for the nine months ended 30 September 2005 has been reviewed by the Audit Committee.

### (3) Remuneration Committee

According to the Code on CG Practices, the Company established its remuneration committee ("Remuneration Committee") on 1 January 2005 with a majority of the members thereof being independent non-executive directors. The existing Remuneration Committee comprises the Chairman of the Company, Mr. Li Tzar Kuoi, Victor (Chairman of the Remuneration Committee), and two Independent Non-executive Directors, namely, Mrs. Kwok Eva Lee and Mr. Colin Stevens Russel.

The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Company's policy and structure in relation to the remuneration of Directors and senior management and reviewing the specific remuneration packages of all executive Directors and senior management by reference to corporate goals and objectives resolved by the Board from time to time.

## Other Information (Cont'd)

### **(4) Investor Relations and Communication with Shareholders**

The Company has established different communication channels with shareholders and investors: (i) apart from printed copies of financial reports, circulars, notices of general meetings and proxy forms required under the GEM Listing Rules, shareholders can select to receive such documents by electronic means; (ii) the annual general meeting provides a forum for shareholders to raise comments and exchange views with the Board; (iii) updated and key information of the Group are available on the website of the Company; (iv) the Company's website offers communication channel between the Company and its shareholders and investors; (v) press conferences are set up from time to time on updated performance information of the Group; and (vi) the Company's Branch Share Registrar serves the shareholders respecting share registration matters.

### **Purchase, Sale or Redemption of the Company's Listed Securities**

During the nine months ended 30 September 2005, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

# Corporate Information

## 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*

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

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

## Qualified Accountant

LAM Hing Chau, Leon

## Compliance Officer

LAM Hing Chau, Leon

## Audit Committee

WONG Yue-chim, Richard

*Chairman*

KWOK Eva Lee

Colin Stevens RUSSEL

## Remuneration Committee

LI Tzar Kuoi, Victor

*Chairman*

KWOK Eva Lee

Colin Stevens RUSSEL

## Authorized Representatives

IP Tak Chuen, Edmond

Eirene YEUNG

## Auditors

Deloitte Touche Tohmatsu

## Corporate Information (Cont'd)

### Principal Bankers

The Hongkong and Shanghai Banking  
Corporation Limited

JP Morgan Chase Bank, N.A.

Canadian Imperial Bank of Commerce

Commonwealth Bank of Australia

### Solicitors

Woo, Kwan, Lee & Lo

### 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

### Principal Share Registrar and Transfer Office

Butterfield Fund Services (Cayman) Limited

Butterfield House

68 Fort Street, P.O. Box 705

George Town

Grand Cayman

Cayman Islands

### Branch Share Registrar and Transfer Office

Computershare Hong Kong Investor

Services Limited

Rooms 1712-1716, 17th Floor, Hopewell Centre

183 Queen's Road East, Hong Kong

### Internet Address

<http://www.ck-lifesciences.com>