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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

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**Principal Place of Business**

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Hong Kong

7th April, 2014

Dear Shareholder(s),

**PROPOSED ELECTION OF DIRECTORS AT THE ANNUAL GENERAL MEETING,  
PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES,  
PROPOSED AMENDMENTS TO THE COMPANY'S  
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 (the "AGM") of CK Life Sciences Int'l., (Holdings) Inc. (the "Company") to be held on 15th May, 2014 at 10:00 a.m., including (i) the ordinary resolutions proposing election of directors of the Company (the "Directors") who are due to retire at the AGM; (ii) the ordinary resolutions granting the Board of Directors ("Board") general mandates to issue and buy back shares of the Company ("Shares"); and (iii) the special resolution amending the articles of association of the Company ("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 Articles of Association, Mr. Yu Ying Choi, Alan Abel, Dr. Chu Kee Hung and Mr. Colin Stevens Russel 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.

Mr. Colin Stevens Russel, being an Independent Non-executive Director 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. Mr. Russel has served as an Independent Non-executive Director of the Company for more than 9 years. During his years of appointment, Mr. Russel has demonstrated his ability to provide an independent view to the Company’s matters. Notwithstanding his years of service as an Independent Non-executive Director of the Company, the Board is of the view that Mr. Russel is able to continue to fulfill his role as required and thus recommends him for re-election at the AGM. Further, the Company is of the view that Mr. Russel meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is 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 Wednesday, 9th April, 2014 to Tuesday, 15th April, 2014, 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 not exceeding 20% of the issued share capital of the Company at the date of the passing of the relevant resolution until the next annual general meeting. The relevant resolution is set out as Ordinary Resolution No. 5(1) in the Notice of AGM dated 7th April, 2014 (“Ordinary Resolution No. (1)”).

In respect of 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 for a general mandate for the purposes of the Listing Rules.

## **4. PROPOSED GENERAL MANDATE TO BUY BACK SHARES**

At the last annual general meeting of the Company held on 20th May, 2013, a general mandate was given to the Board to exercise the power of the Company to buy back 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. 5(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 buy back Share(s).

An explanatory statement, as required by the relevant rules set out in the Listing Rules to regulate the buy-back 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 buy back Share(s) up to a maximum of 10% of the issued share capital of the Company at the date of the passing of Ordinary Resolution No. (2) (“Buy-back Proposal”) is set out in **Appendix II** to this circular.

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

For administrative efficiency and housekeeping purposes, the Board has proposed to make certain amendments to the Articles of Association, inter alia, (1) to allow notices of Board meetings to be sent to Directors by electronic communication; (2) to permit electronic signatures on Directors’ written resolutions and electronic delivery of Board papers or other corporate communication to Directors and to require all Directors (except those absent from Hong Kong or temporarily unable to act through ill-health or disability) to sign on such resolutions or signify their agreement to them; (3) to permit the Company to specify in a notice of general meeting an alternative date for the holding of a general meeting without further notice to the shareholders if a black rainstorm warning or a gale warning is in force on the day of the general meeting; (4) to allow the Company to hold general meetings in more than one location; (5) to give flexibility for return of a proxy form by various means including electronic means; and (6) to reflect the recent amendments to the Listing Rules relating to connected transaction requirements and definitions of connected person and associate. Further, to align with market practice, the Board proposes to amend the Article on rotation of Directors to require not less than one-third of Directors to retire at each annual general meeting of the Company and as permitted under the Cayman Islands laws; and to give power to the Board to direct on distribution of dividend in specie.

The full text of the amendments to be made to the Articles of Association is 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 Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Thursday, 15th May, 2014 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 Articles of Association.

Proxy form for use at the AGM is enclosed with this circular. The proxy form can also be downloaded from the Company’s website at [www.ck-lifesciences.com](http://www.ck-lifesciences.com) or the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk). 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. **YU Ying Choi, Alan Abel**, aged 58, Vice President and Chief Operating Officer. Mr. Yu joined the Group in January 2000. Mr. Yu was previously the Chairman of WEX Pharmaceuticals Inc. which had ceased to be a listed company on 5th May, 2011 as a result of privatisation (*ceased to be Chairman on 4th May, 2011*). He holds a Bachelor of Arts degree and a Master's degree in Business Administration.

Mr. Yu does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Yu has a personal interest of 2,250,000 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"). The Director's fee of Mr. Yu as an Executive Director, Vice President and Chief Operating Officer of the Company under his appointment letter is HK\$75,000 per annum. The emoluments of Directors are determined by reference to the Company's performance and profitability, as well as the prevailing market conditions.

Save as disclosed above, there are no other matters concerning Mr. Yu 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. **CHU Kee Hung**, aged 69, Vice President and Chief Scientific Officer. Dr. Chu joined the Group in January 2001. Dr. Chu was previously a Director of WEX Pharmaceuticals Inc. which had ceased to be a listed company on 5th May, 2011 as a result of privatisation (*ceased to be Director on 4th May, 2011*). He holds a Bachelor of Science from The Chinese University of Hong Kong, a Master of Science degree and a Doctor of Philosophy degree both from The University of California at Berkeley. He has over 20 years' experience in technology project management in the United States, Mainland China and Hong Kong.

Dr. Chu does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Dr. Chu has a personal interest of 2,250,000 shares of the Company within the meaning of Part XV of the SFO. The Director's fee of Dr. Chu as an Executive Director, Vice President and Chief Scientific Officer of the Company under his appointment letter is HK\$75,000 per annum. The emoluments of Directors are determined by reference to the Company's performance and profitability, as well as the prevailing market conditions.

Save as disclosed above, there are no other matters concerning Dr. Chu 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. **RUSSEL, Colin Stevens**, aged 73, Independent Non-executive Director and a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Russel has been an Independent Non-executive Director of the Company since January 2005. He is the founder and Managing Director of Emerging Markets Advisory Services Ltd., a company which provides advisory services to organisations on business strategy and planning, market development, competitive positioning and risk management. Mr. Russel also acts as the Managing Director of EMAS (HK) Limited. He is also an Independent Non-executive Director of Cheung Kong Infrastructure Holdings Limited and ARA Asset Management Limited, and a Non-executive Director of Husky Energy Inc., all being listed companies. 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 does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Russel does not have interests in shares of the Company within the meaning of Part XV of the SFO. The Director's fee of Mr. Russel as an Independent Non-executive Director of the Company under his appointment letter 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 the Company from time to time).

Save as disclosed above, there are no other matters concerning Mr. Russel 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 1st April, 2014 (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 15th May, 2014, the Company would be allowed under the Buy-back Proposal to buy back a maximum of 961,107,240 Shares, representing 10% of the issued share capital of the Company.

### **2. REASONS FOR BUY-BACK**

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

Such buy-backs 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 buy-back will benefit the Company and its shareholders.

### **3. FUNDING OF BUY-BACK**

In buying back 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 buy back 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 Buy-back Proposal was to be carried out in full at any time during the proposed buy-back 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 Company’s annual report for the year ended 31st December, 2013. However, the Directors do not propose to exercise the Buy-back 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	2013	0.730	0.620
May	2013	0.740	0.670
June	2013	0.700	0.620
July	2013	0.680	0.590
August	2013	0.690	0.620
September	2013	0.670	0.640
October	2013	0.760	0.640
November	2013	0.740	0.690
December	2013	0.730	0.680
January	2014	0.860	0.700
February	2014	0.830	0.740
March	2014	0.920	0.760

**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 buy-backs 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 Buy-back 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 Buy-back Proposal is approved by the shareholders of the Company.

**6. CODE ON TAKEOVERS AND MERGERS**

If on exercise of the power to buy back Shares pursuant to the Buy-back 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) Li Ka-Shing Unity Trustee Company Limited as trustee of The Li Ka-Shing Unity Trust, (iii) Li Ka-Shing Unity Trustee Corporation Limited as trustee of The Li Ka-Shing Unity Discretionary Trust, 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. In addition, Mr. Li Ka-shing and Mr. Li Tzar Kuoi, Victor are also deemed to be interested in 2,835,759,715 Shares held by two subsidiaries of Li Ka Shing Foundation Limited under the SFO. 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 buy back 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 Buy-back 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 BUY-BACK MADE BY THE COMPANY**

The Company has not bought back any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

**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 Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Thursday, 15th May, 2014 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, 2013.
2. To declare a final dividend.
3. To elect Directors.
4. To appoint Auditor and authorise the Directors to fix their remuneration.
5. 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 not exceeding twenty per cent of the existing issued share capital of the Company at the date of the passing of this Resolution until the next Annual General Meeting ("Relevant Period"), such mandate to include the granting of offers or 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 buy back 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 bought back 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 the passing 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. 5(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 bought back by the Company under the authority granted pursuant to Ordinary Resolution No. 5(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 passing of the said Resolution.”
6. 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 Company’s Articles of Association be and are hereby amended by:–

- (a) deleting the existing definition of “Associates” in Article 2 in its entirety and substituting therefor the following new definition of “associates” in Article 2:

**associates** “associates” in relation to any Director shall have the same meaning as defined under Rule 1.01 of the Listing Rules as modified from time to time;

- (b) inserting the following definition immediately after the existing definition of “Auditors” in Article 2:

**black rainstorm warning** “black rainstorm warning” shall have the same meaning as that set out in the Interpretation and General Clauses Ordinance (Chapter 1 of the Laws of Hong Kong) as modified from time to time;

- (c) inserting the following definition immediately after the existing definition of “Board” in Article 2:

**business day** “business day” shall mean any day on which The Stock Exchange of Hong Kong Limited is open for business of dealing in securities;

- (d) inserting the following definition immediately after the existing definition of “the Chairman” in Article 2:

**close associate** “close associate” in relation to any Director: (i) before 1st July, 2014 shall have the same meaning as that ascribed to “associate” in this Article 2; and (ii) on or after 1st July, 2014 shall have the same meaning as defined under Rule 1.01 of the Listing Rules effective from 1st July, 2014 as modified from time to time;

- (e) deleting the existing definition of “the Companies Ordinance” in Article 2 in its entirety and substituting therefor the following new definition of “the Companies Ordinance” in Article 2:

**the Companies Ordinance** “the Companies Ordinance” shall mean the Companies Ordinance, Chapter 622 of the Laws of Hong Kong and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith and substituted therefor;

- (f) inserting the following definition immediately after the existing definition of “Exchange” in Article 2:

**gale warning** “gale warning” shall have the same meaning as that set out in the Interpretation and General Clauses Ordinance (Chapter 1 of the Laws of Hong Kong) as modified from time to time;

- (g) adding the following new Article immediately after the existing Article 73(c):

73. (d) Notwithstanding any contrary provisions in these Articles, the Directors shall have the power to provide in every notice calling a general meeting that if a black rainstorm warning or a gale warning is in force at a specific time on the day of the general meeting as specified in such notice, the general meeting will not be held on that day (the “Scheduled Meeting Day”) but will, without further notice be automatically postponed and by virtue of that same notice, be held instead at a time on an alternative day (as specified in such notice) that falls within 7 business days of the Scheduled Meeting Day. It shall not be a ground of objection to the validity of such notice that the notice calls a general meeting contingently on whether a black rainstorm warning or a gale warning is in force at the relevant time as specified in such notice.

- (h) deleting the existing Article 76 in its entirety and substituting therefor the following new Article 76(a) and 76(b):

**Quorum and holding of meeting at 2 or more locations**

76. (a) For all purposes the quorum for a general meeting shall be two members present in person or by proxy provided always that if the Company has only one member of record the quorum shall be that one member present in person or by proxy. No business (except the appointment of a Chairman) shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.

- (b) The Board may, at its absolute discretion, arrange for members to attend a general meeting by simultaneous attendance and participation at meeting location(s) using electronic means at such location or locations in any part of the world as the Board may, at its absolute discretion, designate. The members present in person or by proxy at the meeting location(s) shall be counted in the quorum for, and entitled to vote at, the subject general meeting, and that meeting shall be duly constituted and its proceedings valid provided that the Chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that members attending at all the meeting locations are able to hear all those persons present and speak at the principal meeting location and at any other meeting location held by electronic means and be heard by all other persons in the same way. The Chairman of the meeting shall be present at, and the meeting shall be deemed to take place at, the principal meeting location.

- (i) deleting the existing Article 78 in its entirety and substituting therefor the following new Article 78:

**Chairman of general meeting**

78. The Chairman shall take the chair at every general meeting, or, if there be no such Chairman or, if at any general meeting such Chairman shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present shall choose another Director as Chairman, and if no Director be present, or if all the Directors present decline to take the chair, or if the Chairman chosen shall retire from the chair, then the members present shall choose one of their own number to be Chairman.



- (l) deleting the existing Article 92 in its entirety and substituting therefor the following new Article 92:

**Appointment of proxy must be deposited**

92.

The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall:

- (i) in the case of an appointment of proxy in hard copy form, be delivered at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (ii) in the case of an appointment of proxy in electronic form, be received at the electronic address specified in the notice convening the meeting or in any appointment of proxy or any invitation to appoint a proxy sent out or made available by the Company in relation to the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote; or
- (iii) in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, be received not less than 24 hours before the time appointed for the taking of the poll.

An appointment of proxy not received or delivered in accordance with this Article shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within 12 months from such date. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

- (m) deleting the existing Article 100(c) in its entirety and substituting therefor the following new Article 100(c):

100. (c) An alternate Director shall (except when absent from Hong Kong) be entitled to receive and waive (in lieu of his appointor) notices of meetings of the Directors and shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he (instead of his appointor) were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative and he need not use all his votes or cast all the votes he uses in the same way. If his appointor is for the time being absent from Hong Kong or otherwise not available or unable to act (as to which a certificate by the alternate shall in the absence of actual notice to the contrary to other Directors be conclusive), his signature (which may be handwritten or made electronically as provided in Article 133) to any resolution in writing of the Directors shall be as effective as the signature of his appointor. To such extent as the Board may from time to time determine in relation to any committee of the Board, the foregoing provisions of this paragraph shall also apply *mutatis mutandis* to any meeting of any such committee of which his appointor is a member. An alternate Director shall not, save as aforesaid, have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

- (n) (1) deleting in the first line of Article 107(c) the words “A Director” and substituting therefor the words “Subject to the Listing Rules, a Director” and deleting in the sixth line the word “Associates” and substituting therefor the words “close associates (and if required by the Listing Rules, his other associates)”;
- (2) deleting in the second line of Article 107(c)(i)(aa) the word “Associate(s)” and substituting therefor the words “close associate(s) (and if required by the Listing Rules, his other associate(s))”;
- (3) deleting in the seventh line of Article 107(c)(i)(bb) the word “Associate(s)” and substituting therefor the words “close associate(s) (and if required by the Listing Rules, his other associate(s))”;
- (4) deleting in the seventh line of Article 107(c)(ii) the word “Associate(s)” and substituting therefor the words “close associate(s) (and if required by the Listing Rules, his other associate(s))”;



- (5) deleting in the third line of the Article 107(c)(iii) the word “Associate(s)” and substituting therefor the words “close associate(s) (and if required by the Listing Rules, his other associate(s))”, deleting in the sixth line the word “Associate(s)” and substituting therefor the words “close associate(s) (and other associate(s), as the case may be)” and deleting in the ninth and the fifteenth lines the words “Associates” and substituting therefor the words “close associates (and other associates, as the case may be)”;
  - (6) deleting in the sixth line of Article 107(c)(iv)(aa) the word “Associate(s)” and substituting therefor the words “close associate(s) (and if required by the Listing Rules, his other associate(s))”;
  - (7) deleting in the sixth line of Article 107(c)(iv)(bb) the word “Associates” and substituting therefor the words “close associates (and if required by the Listing Rules, their other associates)” and deleting in the thirteenth line the word “Associate(s)” and substituting therefor the words “close associate(s) (and other associate(s), as the case may be)”;
  - (8) deleting in the second line of Article 107(c)(v) the word “Associate(s)” and substituting therefor the words “close associate(s) (and if required by the Listing Rules, his other associate(s))”; and
  - (9) deleting in the third line of the Article 107(e) the word “Associate(s)” and substituting therefor the words “close associate(s) (and if required by the Listing Rules, his other associate(s))” and deleting in the thirteenth and the twenty-first lines the words “Associate(s)” and substituting therefor the words “close associate(s) (and other associate(s), as the case may be)”.
- (o) deleting the existing Article 112(c) in its entirety and substituting therefor the following new Article 112(c):
112. (c) Except as would be permitted by the Companies Ordinance as if the Company were a company incorporated in Hong Kong, the Company shall not:
- (i) make a loan to (1) a Director or (2) a director of a holding company of the Company or (3) a body corporate controlled by a Director or a director of a holding company of the Company;
  - (ii) give a guarantee or provide security in connection with a loan made by any person to (1) a Director or (2) a director of a holding company of the Company or (3) a body corporate controlled by a Director or a director of a holding company of the Company;
  - (iii) make a quasi-loan to (1) a Director or (2) a director of a holding company of the Company;
  - (iv) give a guarantee or provide security in connection with a quasi-loan made by any person to (1) a Director or (2) a director of a holding company of the Company;

- (v) make a loan or a quasi-loan to (1) an entity connected with a Director or (2) an associate of a Director or (3) an entity connected with a director of a holding company of the Company;
- (vi) give a guarantee or provide security in connection with a loan or quasi-loan made by any person to (1) an entity connected with a Director or (2) an associate of a Director or (3) an entity connected with a director of a holding company of the Company;
- (vii) enter into a credit transaction as creditor for (1) a Director or (2) a director of a holding company of the Company or (3) an entity connected with a Director or (4) an associate of a Director or (5) an entity connected with a director of a holding company of the Company; or
- (viii) give a guarantee or provide security in connection with a credit transaction entered into by any person as creditor for (1) a Director or (2) a director of a holding company of the Company or (3) an entity connected with a Director or (4) an associate of a Director or (5) an entity connected with a director of a holding company of the Company.

In this Article, “an entity connected with a Director” or “an entity connected with a director” shall have the same meaning as that for “an entity connected with a director or former director of a company” set out in Section 486(1) of the Companies Ordinance.

- (p) deleting the existing Article 116 in its entirety and substituting therefor the following new Article 116:

**Rotation and  
retirement of  
Directors**

116. At each annual general meeting, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third), or such higher number of Directors to be determined by the Board, or a number determined by such other manner of rotation as may be required by the Listing Rules or other codes, rules and regulations as may be prescribed by the applicable regulatory authority from time to time, shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. A retiring Director shall retain office until the close of the meeting at which he retires, and shall be eligible for re-election thereat.

- (q) deleting the existing Article 123 in its entirety and substituting therefor the following new Article 123:

**Meetings of  
Directors/  
Quorum etc.**

123. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in any part of the world and may determine the quorum necessary for the transaction of business. Unless otherwise determined two Directors shall be a quorum. For the purposes of this Article an alternate Director shall be counted in a quorum in place of the Director who appointed him and an alternate Director who is an alternate for more than one Director shall for quorum purposes be counted separately in respect of himself (if he is a Director) and in respect of each Director for whom he is an alternate (but so that nothing in this provision shall be construed as authorising a meeting to be constituted when only one person is physically present). A meeting of the Board or any committee of the Board may be held by means of a telephone or tele-conferencing or any other telecommunications facility provided that all participants are thereby able to communicate contemporaneously by voice with all other participants and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting and is counted in a quorum and entitled to vote. All business transacted at a meeting of the Board or a committee of the Board is for the purposes of these Articles deemed to be validly and effectively transacted at a meeting of the Board or a committee of the Board although fewer than two Directors or alternate Directors are physically present at the same place. The meeting is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting then is.

- (r) deleting the existing Article 124 in its entirety and substituting therefor the following new Article 124:

**Convening of  
board meeting**

124. A Director may, and on the request of a Director, the Secretary shall, at any time summon a meeting of the Board. Notice thereof shall be given to each Director either in writing or by telephone or by facsimile, telex or telegram or by electronic communication, at the address or telephone, facsimile or telex number or e-mail address from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine provided that notice need not be given to any Director or alternate Director for the time being absent from Hong Kong.

- (s) deleting the existing Article 133 in its entirety and substituting therefor the following new Article 133(a) and 133(b):

**Directors’  
resolutions**

- 133.(a) A resolution in writing signed by each and every one of the Directors except such as are absent from Hong Kong or temporarily unable to act through ill-health or disability (or their respective alternates pursuant to Article 100(c)) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
- (b) Without prejudice to the provision of Article 133(a), a Director (or his alternate Director) may sign or otherwise signify agreement to resolution in writing of Directors. A Director (or his alternate Director) signifies agreement to a written resolution of Directors when the Company receives from that Director (or from his alternate Director) a document or notification in hard copy form or in electronic form as authenticated by that Director or by his alternate Director in a manner previously agreed between that Director and the Company:
- (i) identifying the resolution to which it relates; and
- (ii) indicating that Director’s agreement to the resolution.

Notwithstanding any contrary provisions contained in these Articles and subject to any applicable laws, rules and regulations:

- (1) any signature of the Director or alternate Director to any such resolution in writing may be made electronically, and any such resolution bearing the electronic signature of any Director or alternate Director shall be as valid and effectual as if it were bearing the handwritten signature of the relevant Director or alternate Director. Any such resolution in writing may consist of several documents in like form each signed (whether in handwritten form or in electronic form as aforesaid) by one or more of the Directors or alternate Directors; and

- (2) any signification of agreement to resolution in writing of Directors authenticated as aforesaid shall be as valid and effectual as if the resolution had been signed by such Director or alternate Director, and a certificate by a Director or the Secretary of such signification and authentication shall be sufficient evidence without further proof thereof.
- (t) deleting the existing Article 152 in its entirety and substituting therefor the following new Article 152:

**Dividend in specie**                      152.        The Board may direct that any dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Board may settle the same as it considers expedient, and in particular may disregard fractional entitlements, round the same up or down or provide that the same shall accrue to the benefit of the Company, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective. Where required, a contract shall be filed in accordance with the provisions of the Law and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend and such appointment shall be effective.”

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

Hong Kong, 7th April, 2014

*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 notorially 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 less 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 desire.
- e. The Register of Members of the Company will be closed from Monday, 12th May, 2014 to Thursday, 15th May, 2014, 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 2014 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, 9th May, 2014.
- f. The final dividend is payable to shareholders whose names appear on the Register of Members of the Company at the close of business on Wednesday, 21st May, 2014, being the record date for determination of entitlement to the final dividend. In order to qualify for the proposed final dividend, 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. Wednesday, 21st May, 2014.
- g. In relation to item No. 3 above, Mr. Yu Ying Choi, Alan Abel, Dr. Chu Kee Hung and Mr. Colin Stevens Russel 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 7th April, 2014 (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.
- h. In relation to Ordinary Resolution No. 5(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 buy-back 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.
- i. If tropical cyclone warning signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 8:00 a.m. at the date of the Annual General Meeting, the Annual General Meeting will be postponed. Members are requested to visit the website of the Company at [www.ck-lifesciences.com](http://www.ck-lifesciences.com) for details of alternative meeting arrangements.

The Annual General Meeting will be held as scheduled when an amber or red rainstorm warning signal is in force.

Members who have any queries concerning the alternative meeting arrangements, please call the Company at (852) 2128 8888 during business hours from 9:00 a.m. to 5:00 p.m. on Mondays to Fridays, excluding public holidays.

Members should make their own decision as to whether they would attend the Annual General Meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

- j. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

*This circular (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 the Circular) published on the Company’s website in place of receiving printed copies thereof may request the printed copy of the Circular in writing to the Company c/o the Company’s Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong or by email to [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 to the Company c/o the Company’s Branch Share Registrar or by email to [cklife.ecom@computershare.com.hk](mailto:cklife.ecom@computershare.com.hk) promptly 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 communications by reasonable prior notice in writing to the Company c/o the Company’s Branch Share Registrar or sending a notice to [cklife.ecom@computershare.com.hk](mailto:cklife.ecom@computershare.com.hk).*

*Shareholders who have chosen to receive printed copy of the corporate communications in either English or Chinese version will receive both English and Chinese versions of the Circular since both language versions are bound together into one booklet.*