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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*KWAN Kai Cheong *Independent Non-executive Director***Company Secretary**

Eirene YEUNG

**Registered Office**P.O. Box 309GT  
Ugland House  
South Church Street  
Grand Cayman  
Cayman Islands**Head Office**2 Dai Fu Street  
Tai Po Industrial Estate  
Tai Po, Hong Kong**Principal Place of Business**7th Floor, Cheung Kong Center  
2 Queen's Road Central  
Hong Kong

31st March, 2015

Dear Shareholder(s),

**PROPOSED ELECTION OF DIRECTORS AT THE ANNUAL GENERAL MEETING,  
PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES  
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, 2015 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; and (ii) the ordinary resolutions granting the Board of Directors ("Board") general mandates to issue and buy back shares of the Company ("Shares"); and to give you notice of the AGM at which the ordinary resolutions as set out in the Notice of AGM will be proposed.

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

In accordance with the Company's Articles of Association, Mr. Kwan Kai Cheong, who was appointed as an Independent Non-executive Director of the Company on 24th March, 2015, will hold office until the AGM of the Company and, being eligible, has offered himself for re-election.

In accordance with Article 116 of the Articles of Association, Mr. Kam Hing Lam, Mr. Peter Peace Tulloch, Professor Wong Yue-chim, Richard and Mrs. Kwok Eva Lee will retire by rotation at the AGM. Professor Wong Yue-chim, Richard will not offer himself for re-election whereas the other three retiring directors, being eligible, have offered themselves for re-election at the AGM.

Details of the above Directors (except Professor Wong Yue-chim, Richard) 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.

Mrs. Kwok Eva Lee and Mr. Kwan Kai Cheong, being Independent Non-executive Directors of the Company eligible for re-election at the AGM, have made an annual confirmation and a confirmation of independence pursuant to Rule 3.13 of the Listing Rules respectively. Mrs. Kwok has served as an Independent Non-executive Director of the Company for more than 9 years. During her years of appointment, Mrs. Kwok has demonstrated her ability to provide an independent view to the Company's matters. Notwithstanding her years of service as an Independent Non-executive Director of the Company, the Board is of the view that Mrs. Kwok is able to continue to fulfill her role as required and thus recommends her for re-election at the AGM. Further, the Company is of the view that both Mrs. Kwok and Mr. Kwan meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

Any shareholder who wishes to nominate a person to stand for election as a Director of the Company at the AGM must lodge with the Company Secretary of the Company at 7th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong within the period from Thursday, 2nd April, 2015 to Tuesday, 14th April, 2015, 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 31st March, 2015 ("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 15th May, 2014, 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. ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at the Grand Ballroom, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Friday, 15th May, 2015 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 24 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.

#### **6. RECOMMENDATION**

The Board considers that the ordinary resolutions 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 four Directors (as required by the Listing Rules) proposed to be elected at the AGM:

1. **KAM Hing Lam**, aged 68, President and Chief Executive Officer. Mr. Kam has been with the Group since its establishment in December 1999. Mr. Kam is Deputy Managing Director and Member of Executive Committee of CK Hutchison Holdings Limited (“CK Hutchison”) (*a company listed on The Stock Exchange of Hong Kong Limited (“SEHK”) since 18th March, 2015*) and Deputy Managing Director of Cheung Kong Property Holdings Limited (“CK Property”). He is also the Deputy Managing Director and Member of Executive Committee of Cheung Kong (Holdings) Limited (“CKH”) (*whose listing status on the SEHK was replaced by CK Hutchison on 18th March, 2015*). He is also the Group Managing Director of Cheung Kong Infrastructure Holdings Limited, and an Executive Director of Hutchison Whampoa Limited. He was previously an Executive Director of Power Assets Holdings Limited (*resigned on 29th January, 2014*). Except for CK Property and CKH, all the companies mentioned above are listed companies. Mr. Kam is also the Chairman of Hui Xian Asset Management Limited, the manager of Hui Xian Real Estate Investment Trust which is listed in Hong Kong and a Director of Australian Gas Networks Limited (*formerly known as Envestra Limited, whose shares were withdrawn from listing on 17th October, 2014*). He is an Advisor of the 12th Beijing Municipal Committee of the Chinese People’s Political Consultative Conference of the People’s Republic of China. He holds a Bachelor of Science degree in Engineering and a Master’s degree in Business Administration.

Mr. Kam is the brother-in-law of Mr. Li Ka-shing, a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”), and an uncle of Mr. Li Tzar Kuoi, Victor, the Chairman of the Company. He is also a director of certain substantial shareholders of the Company within the meaning of Part XV of the SFO, and a director of certain companies controlled by a substantial shareholder of the Company. Save as disclosed above, Mr. Kam does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Kam has a family interest of 6,225,000 shares of the Company within the meaning of Part XV of the SFO. The Director’s fee of Mr. Kam as an Executive Director, President and Chief Executive 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.

Mr. Kam previously held directorships in CrossCity Motorway Pty Ltd, CrossCity Motorway Nominees No. 1 Pty Ltd, CrossCity Motorway Nominees No. 2 Pty Ltd, CrossCity Motorway Holdings Pty Ltd and CrossCity Motorway Finance Pty Ltd (collectively the “CrossCity companies”) (*all resigned on 22nd December, 2006*), all incorporated in Australia. The principal business of the CrossCity companies was the design, construction and operation of the Cross City Tunnel in Sydney, Australia. A voluntary administrator and a receiver and manager were appointed in respect of the CrossCity companies on 27th December, 2006 as they were insolvent. Following a competitive tender process, ownership of the project contracts in respect of the Cross City Tunnel was transferred to a new consortium formed by ABN AMRO and Leighton Contractors, under sale contracts which were executed on 19th June, 2007 and completed on 27th September, 2007.

Save as disclosed above, there are no other matters concerning Mr. Kam 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. **Peter Peace TULLOCH**, aged 71, Non-executive Director. Mr. Tulloch has been a Non-executive Director of the Group since April 2002. He serves as the Chairman and Non-executive Director of each of Victoria Power Networks Pty Ltd and SA Power Networks. He is also Chairman and a Non-executive Director of both Powercor Australia Limited and CitiPower Pty. Mr. Tulloch is a Fellow of the Institute of Canadian Bankers and has spent more than 30 years in Asia.

Mr. Tulloch is a director of certain substantial shareholders of the Company within the meaning of Part XV of the SFO. He also holds directorships in certain companies controlled by such substantial shareholders of the Company. Save as disclosed above, Mr. Tulloch does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Tulloch has a personal interest of 1,050,000 shares of the Company within the meaning of Part XV of the SFO. The Director's fee of Mr. Tulloch as a Non-executive Director of the Company under his appointment letter is HK\$75,000 per annum (subject to review by the Board of the Company from time to time).

Mr. Tulloch previously held directorships in CrossCity Motorway Pty Ltd, CrossCity Motorway Nominees No. 1 Pty Ltd, CrossCity Motorway Nominees No. 2 Pty Ltd, CrossCity Motorway Holdings Pty Ltd and CrossCity Motorway Finance Pty Ltd (collectively the "CrossCity companies") (*all resigned on 22nd December, 2006*), all incorporated in Australia. The principal business of the CrossCity companies was the design, construction and operation of the Cross City Tunnel in Sydney, Australia. A voluntary administrator and a receiver and manager were appointed in respect of the CrossCity companies on 27th December, 2006 as they were insolvent. Following a competitive tender process, ownership of the project contracts in respect of the Cross City Tunnel was transferred to a new consortium formed by ABN AMRO and Leighton Contractors, under sale contracts which were executed on 19th June, 2007 and completion on 27th September, 2007.

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

3. **KWOK Eva Lee**, aged 73, Independent Non-executive Director. She is a member of the Audit Committee and the Remuneration Committee of the Company, and has been appointed as the Chairman of the Remuneration Committee of the Company on 1st January, 2012. Mrs. Kwok has been an Independent Non-executive Director of the Group since June 2002. She currently serves as the Chair and Chief Executive Officer of Amara Holdings Inc. (“Amara”). Mrs. Kwok also acts as an Independent Director for Husky Energy Inc., an Independent Non-executive Director of Cheung Kong Infrastructure Holdings Limited and a Director of Li Ka Shing (Canada) Foundation (“LKS Canada Foundation”). Mrs. Kwok also sits on the Compensation Committee and Corporate Governance Committee of Husky Energy Inc. and the Audit Committee of Cheung Kong Infrastructure Holdings Limited. Except for Amara and LKS Canada Foundation, all the companies mentioned above are listed companies. In addition, she was an Independent Director for Bank of Montreal (*resigned on 3rd March, 2009*), a listed company, and previously sat on the Audit Committee and Pension Fund Society of the Bank of Montreal (*from 1999 through 2009*), the Nominating and Governance Committee of Shoppers Drug Mart Corporation (*from 2004 through 2006*), the Independent Committee of Directors and Human Resources Committee of Telesystems International Wireless (TIW) Inc. (*from 2002 through 2003*), the Independent Committee of Directors and the Corporate Governance Committee of Fletcher Challenge Canada Ltd. (*from 1995 through 1999*), the Audit and Corporate Governance Committees of Clarica Life Insurance Company (*from 1993 through 1999*) and the Corporate Governance Committee of Air Canada (*from 1998 through 2003*), the Innovation Saskatchewan (IS) Board of Directors (*from 2012 through 2014*) and the Saskatchewan-Asia Advisory Council of Saskatchewan (*from 2013 through 2014*).

She also holds directorships in certain companies controlled by certain substantial shareholders of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mrs. Kwok does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mrs. Kwok has a personal interest of 200,000 shares of the Company within the meaning of Part XV of the SFO. The Director’s fee of Mrs. Kwok as an Independent Non-executive Director of the Company under her appointment letter is HK\$75,000 per annum and additional fees for being a member of the Audit Committee and the Chairman of 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 Mrs. Kwok that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

4. **KWAN Kai Cheong**, aged 65, Independent Non-executive Director. Mr. Kwan has been an Independent Non-executive Director of the Group since March 2015. Mr Kwan is President of Morrison & Company Limited, a business consultancy firm. He worked for Merrill Lynch & Co., Inc. for over 10 years during the period from 1982 to 1993, with his last position as President for its Asia Pacific region. He was formerly Joint Managing Director of Pacific Concord Holding Limited (“Pacific Concord”). Mr. Kwan is also an Independent Non-executive Director of HK Electric Investments Limited, HK Electric Investments Manager Limited (as Trustee-Manager of HK Electric Investments), Greenland Hong Kong Holdings Limited, Henderson Sunlight Asset Management Limited (as Manager of Sunlight Real Estate Investment Trust), United Photovoltaics Group Limited, Win Hanverky Holdings Limited and Dynagreen Environmental Protection Group Co., Ltd. and a Non-executive Director of China Properties Group Limited. Mr. Kwan is also a Director of The Hongkong Electric Company, Limited. He was previously an Independent Non-executive Director of Galaxy Resources Limited (*resigned on 30th June, 2014*) and an Independent Non-executive Director and an Alternate Director of Hutchison Harbour Ring Limited (now known as China Oceanwide Holdings Limited) (*resigned on 19th December, 2014*). Mr. Kwan holds a Bachelor of Accountancy (Honours) degree and is a Fellow of the Hong Kong Institute of Certified Public Accountants, The Institute of Chartered Accountants in Australia and The Hong Kong Institute of Directors. He completed the Stanford Executive Program in 1992.

He also holds directorships in certain companies controlled by certain substantial shareholders of the Company within the meaning of Part XV of SFO. Save as disclosed above, Mr. Kwan does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Kwan does not have any interest in shares of the Company within the meaning of Part XV of the SFO. The Director’s fee of Mr. Kwan as an Independent Non-executive Director of the Company under his appointment letter is HK\$75,000 per annum (subject to review by the Board from time to time).

Mr. Kwan was appointed as a Director of Yaohan International Holdings Limited (“Yaohan”, whose shares were formerly listed on the Main Board of SEHK) in May 1997 while being an Executive Director of Pacific Concord, to represent the 19% equity interests of Pacific Concord in Yaohan. Yaohan was incorporated in Bermuda and its principal activities were investment holding. Yaohan received winding up orders granted by the courts in Hong Kong and Bermuda on 26th February, 1999 and 1st April, 1999 respectively. The proceeding is still being finalised and the amount involved under this proceeding is not yet ascertained.

Save as disclosed above, there are no other matters concerning Mr. Kwan 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 27th March, 2015 (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, 2015, 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, 2014. 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><br><i>(HK\$)</i> | <b>Lowest</b><br><i>(HK\$)</i> |
|------------------------|------|---------------------------------|--------------------------------|
| March                  | 2014 | 0.920                           | 0.760                          |
| April                  | 2014 | 0.860                           | 0.770                          |
| May                    | 2014 | 0.790                           | 0.710                          |
| June                   | 2014 | 0.820                           | 0.740                          |
| July                   | 2014 | 0.800                           | 0.750                          |
| August                 | 2014 | 0.840                           | 0.730                          |
| September              | 2014 | 0.910                           | 0.790                          |
| October                | 2014 | 0.850                           | 0.780                          |
| November               | 2014 | 0.830                           | 0.790                          |
| December               | 2014 | 0.830                           | 0.760                          |
| January                | 2015 | 0.860                           | 0.780                          |
| February               | 2015 | 0.800                           | 0.760                          |
| 1st March – 27th March | 2015 | 0.790                           | 0.730                          |

#### 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 close 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 core 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 CK Hutchison Holdings Limited (“CK Hutchison”) 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 CK Hutchison 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 CK Hutchison 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 Grand Ballroom, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on **Friday, 15th May, 2015** at 10:00 a.m. (or in the event that a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 8:00 a.m. on that day, at the same time and place on Monday, 18th May, 2015) 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, 2014.
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.”

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

Hong Kong, 31st March, 2015

*Notes:*

- a. At the Annual General Meeting, the Chairman of the Meeting will put each of the above resolutions to be voted by way of a poll under Article 80 of the Company's Articles of Association.
- b. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint more than one proxy to attend and on a poll, vote in his stead. A proxy need not be a member of the Company.
- c. To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's principal place of business at 7th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong not 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 desires.
- e. The Register of Members of the Company will be closed from Tuesday, 12th May, 2015 to Friday, 15th May, 2015, 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 2015 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 Monday, 11th May, 2015.
- 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 Thursday, 21st May, 2015, 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. Thursday, 21st May, 2015.
- g. In relation to item No. 3 above, Mr. Kam Hing Lam, Mr. Peter Peace Tulloch and Mrs. Kwok Eva Lee will retire by rotation and, together with Mr. Kwan Kai Cheong, 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 31st March, 2015 (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. **BAD WEATHER ARRANGEMENTS:**

The Annual General Meeting will be held on Friday, 15th May, 2015 as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day.

However, if a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 8:00 a.m. on Friday, 15th May, 2015, the Annual General Meeting will not be held on that day but will be automatically postponed and, by virtue of this notice, be held at the same time and place on Monday, 18th May, 2015 instead.

Members who have any queries concerning these 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 at their own risk having regard to 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 their 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.*