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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)

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

In view of certain amendments made to the GEM Listing Rules relating to corporate governance issues effective on 31 March 2004, the Board of the Company proposes to amend the Articles of Association of the Company. In addition, the Board proposes to replace all references of “Companies Law (2001 Second Revision)” in the Memorandum and Articles of Association with “Companies Law (2003 Revision)” and to clarify the right to demand a poll by restating certain provisions contained in the Articles of Association of the Company.

The proposed amendments to the Memorandum and Articles of Association are subject to the approval of the shareholders of the Company by way of special resolution at the EGM. This announcement is made pursuant to Rule 17.50(1) of the GEM Listing Rules. A circular containing further details of the proposed amendments to the Memorandum and Articles of Association will be despatched to the shareholders of the Company as soon as practicable.

In view of certain amendments made to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“GEM Listing Rules”) relating to corporate governance issues which will become effective on 31 March 2004 subject to certain transitional arrangements, the Board of Directors (the “Board”) of CK Life Sciences Int'l., (Holdings) Inc. (the “Company”) announces that at a meeting of the Board held on 9 March 2004, it was decided to propose to the shareholders of the Company for approval of certain amendments to the Articles of Association of the Company including, inter alia, the following provisions:

- (a) the minimum length of the period, during which notice to the Company of the intention to propose a person for election as a director and during which notice to the Company by such person of his willingness to be elected may be given, will be at least 7 days. The period for lodgement of such notice shall commence no earlier than the day after the despatch of the notice of meeting appointed for such election and end no later than seven days prior to the date of such meeting;
- (b) subject to such exceptions specified in the Articles of Association, a director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates has a material interest nor shall he be counted in the quorum present at the meeting; and

- (c) where any shareholders is, under the GEM Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

In order to update all references of “Companies Law (2001 Second Revision)” in the Memorandum and Articles of Association with the name of its latest revised version, the Board also proposes to amend the Memorandum and Articles of Association by replacing all references of “Companies Law (2001 Second Revision)” with “Companies Law (2003 Revision)”.

In addition, the Board also proposes to clarify the right to demand a poll by restating certain provisions contained in the Articles of Association of the Company.

The proposed amendments to the Memorandum and Articles of Association are subject to the approval of the shareholders of the Company by way of special resolution at an extraordinary general meeting (“EGM”) of the Company to be held at the Ballroom, 1st Floor, Harbour Plaza Hong Kong, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Thursday, 20 May 2004 at 11:15 a.m. (or immediately after the conclusion or adjournment of the Annual General Meeting of the Company to be held on the same day). A circular containing, among other things, particulars of the proposed amendments to the Memorandum and Articles of Association will be despatched to the shareholders of the Company as soon as practicable.

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

Hong Kong, 9 March 2004

*This announcement, for which the Directors of CK Life Sciences Int'l., (Holdings) Inc. (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and on the website of the Company at [www.ck-lifesciences.com](http://www.ck-lifesciences.com).*