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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will 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) for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as a Special Resolution:

SPECIAL RESOLUTION

“THAT the Memorandum and Articles of Association of the Company be and are hereby amended by:-

- (a) adding the following definition immediately after the definition of “announcement” in Article 2:

“Associate” in relation to any Director shall have the same meaning as defined under Rule 1.01 of the Listing Rules;

- (b) deleting in the first to third lines of the definition of “recognised clearing house” in Article 2 the words “shall have the meaning ascribed thereto in section 2 of the Securities and Futures (Clearing Houses) Ordinance of Hong Kong” and substituting therefor the words “shall mean a “recognized clearing house” within the meaning of Part 1 of Schedule 1 to the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force” immediately after the word “house””;
- (c) inserting in Article 80 the words “a poll is required under the Listing Rules or” in the third line immediately after the word “unless”;

- (d) deleting the existing Articles 80(b) and (c) in their entirety and substituting therefor the following new Articles:
80. (b) at least five members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) any member or members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy and representing in aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
- (d) any member or members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.
- (e) deleting the words in the first line of the last paragraph of Article 80 “Unless withdrawn” and replacing them with “Unless a poll is so required under the Listing Rules or duly demanded and, in the latter case, the demand is not withdrawn”;
- (f) adding the following new Article immediately after the existing Article 89(b):
89. (c) Where any member is, under the 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 member in contravention of such requirement or restriction shall not be counted.
- (g) deleting in the third line of Article 107(c) the words “in respect of” immediately after the word “Board” and substituting therefor the word “approving” and inserting in the fifth line of the same Article the words “or any of his Associates” immediately after the word “he”;
- (h) inserting in Article 107(c)(i)(aa) the words “or his Associate(s)” in the first line immediately after the word “Director”, inserting the words “or any of them” in the third line immediately after the word “him” and inserting the words “(within the meaning as defined in Rule 1.01 of the Listing Rules); or” immediately after the word “subsidiaries” at the end of this Article 107(c)(i)(aa);
- (i) inserting in the fourth line of Article 107(c)(i)(bb) the words “(within the meaning as defined in Rule 1.01 of the Listing Rules)” immediately after the word “subsidiaries”, inserting in the fifth line the words “or his Associate(s)” immediately after the word “Director” and the words “/themselves” immediately after the word “himself”;
- (j) deleting in the seventh line of Article 107(c)(ii) the words “is or is” immediately after the word “Director” and substituting therefor the words “or his Associate(s) is/are or is/are”;

- (k) deleting Article 107(c)(iii) in its entirety and substituting therefor the following new Article:

107.(c)(iii) any proposal concerning any other company in which the Director or his Associate(s) is/are interested only, whether directly or indirectly, as an officer, executive or shareholder or in which the Director or his Associate(s) is/are beneficially interested in the shares of that company, provided that, the Director and any of his Associates are not in aggregate beneficially interested in five per cent. or more of the issued shares of any class of such company (or of any third company through which his interest or that of any of his Associates is derived) or of the voting rights;
- (l) inserting in the third line of Article 107(c)(iv) the words “(within the meaning as defined in Rule 1.01 of the Listing Rules)” immediately after the word “subsidiaries”;
- (m) deleting in the fifth line of Article 107(c)(iv)(aa) the word “he” immediately after the word “which” and substituting therefor the words “the Director or his Associate(s)” and inserting the word “or” immediately after the word “benefit,” at the end of this Article 107(c)(iv)(aa);
- (n) inserting in Article 107(c)(iv)(bb) the words “(or their Associates)” in the sixth line immediately after the word “Directors”, inserting in the eighth line the words “(within the meaning as defined in Rule 1.01 of the Listing Rules)” immediately after the word “subsidiaries” and inserting the words “, or his Associate(s),” in the ninth line immediately after the word “Director”;
- (o) deleting in the second line of Article 107(c)(v) the word “is” immediately after the word “Director” and substituting therefor the words “or his Associate(s) is/are” and inserting in the fifth line of the same Article the words “/their” immediately after the word “his”;
- (p) deleting in the second and third lines of Article 107(e) the words “a Director’s interest” immediately after the word “of” and substituting therefor the words “the interest of a Director or his Associate(s)”, inserting in the twelfth line the words “or of his Associate(s)” immediately after the words “interest of the Chairman” and inserting in the nineteenth line of the same Article the words “and of his Associate(s)” immediately after the word “Chairman”;
- (q) deleting Article 107(f) in its entirety;
- (r) deleting in the second line of Article 112(c)(i) the words “(as defined in Article 107(f) above)” immediately after the word “Associates”;
- (s) deleting in the second and third lines of Article 116 the words “(other than the Managing Director or Joint Managing Director)” immediately after the word “Directors” and inserting in the fifth line of the same Article the words “or in 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,” immediately after the words “one-third,”;

- (t) deleting Article 120 in its entirety and substituting therefor the following new Articles:
120. (a) No person other than a retiring Director shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting, unless notice in writing by a member of the Company (not being the person to be proposed) entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election as a Director and also notice in writing signed by the person to be proposed of his willingness to be elected shall have been lodged with the Secretary during such period as may from time to time be designated by the Company.
- (b) The period for lodgment of the notice(s) referred to in Article 120(a) above shall be at least 7 days, which shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.
- (u) deleting in the Memorandum and Articles of Association all references to the Companies Law (2001 Second Revision) and replacing them with references to the Companies Law (2003 Revision).”

By Order of the Board
Eirene Yeung
Company Secretary

Hong Kong, 9 March 2004

Notes:

1. At the Extraordinary General Meeting, the Chairman of the Meeting will exercise his power under Article 80 of the Company's Articles of Association to put the above resolution to the vote by way of a poll.
2. Any member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxy to attend and on a poll, vote in his stead. A proxy need not be a member of the Company.
3. The Directors wish to state that the above proposed Special Resolution is to mainly facilitate the compliance with the recent changes of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.
4. The translation into Chinese language of this notice (including the Special Resolution which contains the proposed new Articles) is for reference only. In case of any inconsistency, the English version shall prevail.

This 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 for at least 7 days from the date of its posting and on the website of the Company at www.ck-lifesciences.com.