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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)

### **PROPOSALS FOR ELECTION OF DIRECTORS AT THE ANNUAL GENERAL MEETING, GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES AND NOTICE OF ANNUAL GENERAL MEETING**

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A letter from the Board is set out on pages 7 to 12 of this circular.

The notice convening the forthcoming annual general meeting (“AGM”) of CK Life Sciences Int'l., (Holdings) Inc. (“Company”) to be held as a hybrid meeting at 9th Floor, Cheung Kong Center, 2 Queen’s Road Central, Hong Kong (“Principal Meeting Place”) and online on Tuesday, 17 May 2022 at 3:45 p.m. (or (i) due to any reduced gathering restrictions imposed by law, the directors of the Company (“Directors”) may, in their absolute discretion in accordance with the Company’s Articles of Association, change the place of the AGM at the same time and on the same date by way of an announcement without the need to give a new notice of the AGM or (ii) in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 9:00 a.m. on that day, at the same time and place on Monday, 23 May 2022) is set out on pages 21 to 25 of this circular. A proxy form for use at the AGM is enclosed with this circular. The proxy form can also be downloaded from the websites of the Company at <https://www.ck-lifesciences.com> and Hong Kong Exchanges and Clearing Limited at <https://www.hkexnews.hk>.

Due to the legal restrictions under the Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Cap. 599F of the Laws of Hong Kong) and the Prevention and Control of Disease (Prohibition on Gathering) Regulation (Cap. 599G of the Laws of Hong Kong) (“Regulations”) which have been implemented to deal with the health risks of the COVID-19 pandemic and which limit the number of people permitted for group gatherings in public places (including any meeting of shareholders), shareholders of the Company (“Shareholders”) will not be able to attend the AGM physically at the Principal Meeting Place but will be able to attend online only.

Shareholders are encouraged to exercise their rights to attend online and vote at the AGM electronically or to appoint the Chairman of the AGM as their proxy by completing, signing and: (i) returning the proxy form in accordance with the instructions printed thereon to 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 (ii) depositing the completed and signed proxy form at the Company’s principal place of business in Hong Kong at 7th Floor, Cheung Kong Center, 2 Queen’s Road Central, Hong Kong; or (iii) sending a legible image of the signed proxy form to the Company’s Branch Share Registrar by email at [ckls.eproxy@computershare.com.hk](mailto:ckls.eproxy@computershare.com.hk) 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 or postponement thereof). **Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM (or at any adjournment or postponement thereof) through the online facilities provided for the AGM should they subsequently so wish, and, in such event, the proxy shall be deemed to be revoked. For the AGM convened to be held on Tuesday, 17 May 2022 at 3:45 p.m., the deadline to submit completed proxy forms is Sunday, 15 May 2022 at 3:45 p.m.**

In the event of any inconsistency, the English version of this circular shall prevail over the Chinese version.

11 April 2022

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## **GUIDANCE FOR THE ANNUAL GENERAL MEETING**

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The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to attend, participate and vote in person at the AGM. However, due to the legal restrictions under the Regulations which have been implemented to deal with the health risks of the COVID-19 pandemic and which limit the number of people permitted for group gatherings in public places (including any meeting of shareholders), **Shareholders will not be able to attend the AGM physically at the Principal Meeting Place but will be able to attend online only. In compliance with the Regulations in holding the AGM, the Company regrets that it will be required to refuse admission to any Shareholder who arrives at the Principal Meeting Place and wishes to attend the AGM physically at the Principal Meeting Place. The Company encourages Shareholders to: (i) attend the AGM and vote by means of electronic facilities; or (ii) exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy.**

### **ATTENDING THE AGM BY MEANS OF ELECTRONIC FACILITIES**

The AGM will be held as a hybrid meeting. Although the Shareholders will not be able to attend physically at the Principal Meeting Place of the AGM, they can instead attend, participate, raise questions and vote at the AGM through online access by visiting the website at <https://web.lumiagm.com> (“Online Platform”). Shareholders participating in the AGM using the Online Platform will be deemed present at, and will be counted towards the quorum of, the AGM and they will be able to cast their votes and submit questions through the Online Platform.

The Online Platform will be open for registered Shareholders and non-registered Shareholders (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the AGM (i.e. from 3:15 p.m. on 17 May 2022) and can be accessed from any location with internet connection by a smart phone, tablet device or computer. Shareholders should allow ample time to check into the Online Platform to complete the related procedures. Please refer to the Online User Guide for the AGM at <https://www.ck-lifesciences.com/eng/content.php?page=2022AGM> for assistance.

#### **Login details for registered Shareholders**

Details regarding the AGM arrangements including login details to access the Online Platform are included in the Company’s notification letter to registered Shareholders (“Shareholder Notification”) sent together with this circular.

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## GUIDANCE FOR THE ANNUAL GENERAL MEETING

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### **Login details for non-registered Shareholders**

Non-registered Shareholders who wish to attend, participate and vote at the AGM using the Online Platform should (1) contact and instruct their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (together, “Intermediary”) to appoint themselves as proxy or corporate representative to attend the AGM and (2) provide their email address to their Intermediary before the time limit required by the relevant Intermediary. Details regarding the AGM arrangements including login details to access the Online Platform will be sent by the Company’s Branch Share Registrar, Computershare Hong Kong Investor Services Limited, to the email address of the non-registered Shareholders provided by the Intermediary. Any non-registered Shareholder who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by email by 12:00 noon on Monday, 16 May 2022 should reach out to the Company’s Branch Share Registrar for assistance. Without the login details, non-registered Shareholders will not be able to participate and vote using the Online Platform. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (1) and (2) above.

**Registered and non-registered Shareholders should note that only one device is allowed per login. Please also keep the login details in safe custody for use at the AGM and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.**

The votes submitted through the Online Platform using the login details provided to the registered or non-registered Shareholders will be conclusive evidence that such votes were validly cast by such registered or non-registered Shareholders.

The Company is not required to, and will not, independently verify the accuracy of the e-mail addresses or other information provided by registered or non-registered Shareholders. The Company and its agents take no responsibility for any loss or other consequence caused by or resulting from any inaccuracy and/or deficiency in the information provided or any unauthorised use of the login details.

### **Voting through the Online Platform**

**The Online Platform permits a “split vote” on a resolution. Registered and non-registered Shareholders who wish to cast their votes through the Online Platform should note that the Online Platform permits them to submit their votes in respect of part or all of the Shares held by them or in respect of which they have been appointed as a proxy or corporate representative. In the case of a proxy or corporate representative, he/she can vote such number of shares in respect of which he/she has been appointed as a proxy or corporate representative.**

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## GUIDANCE FOR THE ANNUAL GENERAL MEETING

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**Votes cast through the Online Platform are irrevocable once the voting session at the AGM ends. Further, once the online voting has closed, the votes which a registered Shareholder has submitted through the Online Platform will supersede any votes which may be cast by his/her proxy (if any) at the AGM.**

### **QUESTIONS AT AND PRIOR TO THE AGM**

Shareholders attending the AGM using the Online Platform will be able to submit questions relevant to the proposed resolutions online during the AGM. Shareholders can also send their questions by email from Tuesday, 10 May 2022 (9:00 a.m.) to Sunday, 15 May 2022 (5:00 p.m.) to AGM2022@ck-lifesciences.com. For registered Shareholders, please state the 10-digit shareholder reference number starting with “C” (SRN) which is printed on the top right corner of the Shareholder Notification.

Whilst the Company will endeavour to respond to as many questions as possible at the AGM, due to time constraints, the Company may respond to any unanswered questions after the AGM as appropriate.

### **VOTING BY PROXY IN ADVANCE OF THE AGM**

Shareholders are encouraged to submit their completed proxy forms well in advance of the AGM. Return of a completed proxy form will not preclude Shareholders from attending and voting in person at the AGM (or any adjournment or postponement thereof) through the Online Platform should they subsequently so wish.

### **Submission of proxy forms for registered Shareholders**

A proxy form for use at the AGM is enclosed with this circular. A copy of the proxy form can also be downloaded from the websites of the Company at <https://www.ck-lifesciences.com/eng/content.php?page=shareholder#2022> and Hong Kong Exchanges and Clearing Limited at <https://www.hkexnews.hk>.

**The deadline to submit completed proxy forms is Sunday, 15 May 2022 at 3:45 p.m.** Completed proxy forms must be (i) returned to 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 (ii) deposited at the Company’s principal place of business in Hong Kong at 7th Floor, Cheung Kong Center, 2 Queen’s Road Central, Hong Kong; or (iii) returned electronically in a legible image to the Company’s Branch Share Registrar by email at [ckls.eproxy@computershare.com.hk](mailto:ckls.eproxy@computershare.com.hk) before the above deadline.

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## GUIDANCE FOR THE ANNUAL GENERAL MEETING

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### **Appointment of proxy for non-registered Shareholders**

Non-registered Shareholders should contact their Intermediary as soon as possible for assistance in the appointment of proxy.

**Due to the constantly evolving COVID-19 pandemic situation in Hong Kong and the related changes in the legal restrictions or requirements under the Regulations, the Company may be required to change the AGM arrangements at short notice. Accordingly, the Board of Directors of the Company (“Board”) may, in its absolute discretion in accordance with the Company’s Articles of Association, change the place of the AGM at the same time and on the same date by way of an announcement without the need to give a new notice of the AGM. Shareholders should check the Company’s website at <https://www.ck-lifesciences.com> or the Company’s AGM website at <https://www.ck-lifesciences.com/eng/content.php?page=2022AGM> for future announcements and updates on the AGM arrangements.**

If Shareholders have any questions relating to the AGM, please contact Computershare Hong Kong Investor Services Limited, the Company’s Branch Share Registrar, as follows:

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre  
183 Queen’s Road East  
Hong Kong  
Telephone: (852) 2862 8558  
Facsimile: (852) 2865 0990  
Website: <https://www.computershare.com/hk/contact>

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## LETTER FROM THE BOARD

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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*

IP Tak Chuen, Edmond *Senior Vice President and Chief Investment Officer*

YU Ying Choi, Alan Abel *Vice President and Chief Executive Officer*

TOH Kean Meng, Melvin *Vice President and Chief Scientific Officer*

##### *Non-executive Directors*

Peter Peace TULLOCH *Non-executive Director*

KWOK Eva Lee *Independent Non-executive Director*

Colin Stevens RUSSEL *Independent Non-executive Director*

KWAN Kai Cheong *Independent Non-executive Director*

Paul Joseph TIGHE *Independent Non-executive Director*

Donald Jeffrey ROBERTS *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

11 April 2022

Dear Shareholder(s),

**PROPOSALS FOR  
ELECTION OF DIRECTORS AT THE ANNUAL GENERAL MEETING,  
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 some of the resolutions to be proposed at the AGM to be held as a hybrid meeting at the Principal Meeting Place and online on Tuesday, 17 May 2022 at 3:45 p.m. (or (i) due to any reduced gathering restrictions imposed by law, the Directors may, in their absolute discretion in accordance with the Company's Articles of Association, change the place of the AGM at the same time and on the same date by way of an announcement without the need to give a new notice of the AGM or (ii) in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 9:00 a.m. on that day, at the same time and place on Monday, 23 May 2022), including (i) the ordinary resolutions proposing the election of Directors who are due to retire at the AGM; and (ii) the ordinary resolutions granting the Board general mandates to issue and buy back shares of HK\$0.10 each in the capital of the Company ("Shares"); and to give you notice of the AGM at which the ordinary resolutions as set out in the notice of the AGM dated 11 April 2022 ("Notice of AGM") will be proposed.

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## LETTER FROM THE BOARD

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### 2. PROPOSED ELECTION OF DIRECTORS

In accordance with Article 116 of the Company's Articles of Association and following the review of the Board's composition by the nomination committee of the Company ("Nomination Committee"), Mr. Li Tzar Kuoi, Victor, Mr. Yu Ying Choi, Alan Abel, Mr. Peter Peace Tulloch, and Mr. Colin Stevens Russel ("Retiring Directors") were nominated to the Board for it to recommend to the shareholders for re-election at the AGM. Mr. Li Tzar Kuoi, Victor, being a member of the Nomination Committee, abstained from voting on the resolutions of the Nomination Committee for considering his own nomination.

Biographical information of all of the Retiring Directors (including but not limited to their respective perspectives, skills and experience) 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") is 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. Colin Stevens Russel has served as an Independent Non-executive Director of the Company for more than 9 years. During his years of appointment, Mr. Colin Stevens 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, Mr. Colin Stevens Russel has continued to bring in fresh perspectives, skills and knowledge gained from his other directorships and appointments on an ongoing basis. Mr. Colin Stevens Russel has extensive experience from his years of public and government services with stations in many countries which put him in an advantageous position of contributing a worldwide perspective to the Group's international businesses. His wealth of skills, knowledge and experience have enabled him to contribute meaningfully and objectively to the Board as an Independent Non-executive Director and his independence from management was not considered to have been diminished by his years of service.

The Nomination Committee had taken into account the contribution of Mr. Colin Stevens Russel to the Board and his commitment to his role and was satisfied that Mr. Colin Stevens Russel has the required integrity, skills and experience to continue fulfilling the role of an Independent Non-executive Director, and that his long service on Board would not affect his exercise of independent judgement. Based on the biographical information disclosed to the Company, Mr. Colin Stevens Russel does not hold 7 or more listed company directorships. The Board was satisfied with the independence of Mr. Colin Stevens Russel with reference to the criteria set out in Rule 3.13 of the Listing Rules and in accordance with the terms of the guidelines. During his tenure as an Independent Non-executive Director, he has not involved in the daily management of the Company which would materially interfere with his exercise of independent judgement. There is no evidence that his tenure has compromised his continued independence.



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## LETTER FROM THE BOARD

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The Company is of the view that a director's independence should not be defined by his/her tenure on the Board. The Board assesses a director's independence on a case-by-case basis with reference to the director's business acumen, experience in related industries, professional qualification, international business exposure and the nature of the businesses of the Company in addition to tenure. A director who has over time gained in-depth insight into the Company's operations and its markets are well-positioned to offer his/her perspective and advice for discussion at the Board. Long serving directors can bring valuable contribution to the Company with their in-depth understanding of the operations of the Company, in particular the pharmaceutical businesses which involve a long product research and development (R&D) cycle before production, launch and distribution. Taking into account all of the circumstances described in this section, Mr. Colin Stevens Russel was considered to be independent and nominated to be so appointed accordingly.

The nomination of the Retiring Directors was in accordance with the Director Nomination Policy of the Company. Having considered the background and past experience of the Retiring Directors (including but not limited to Mr. Colin Stevens Russel as mentioned above) as set out in **Appendix I** to this circular, the Nomination Committee is of the view that he is able to continue to fulfill his role as required and is appropriate to stand for re-election and his re-appointment would enhance the Board's diversity and performance, and thus accordingly recommend him for re-election at the AGM.

The Board, having considered the recommendation of the Nomination Committee, is of the view that the diverse and invaluable knowledge, skill sets and experience of each of the Retiring Directors in the businesses of the Group and their general business acumen continue to generate significant contribution to the Company and the Shareholders as a whole. On 15 March 2022, the Board accepted the nomination by the Nomination Committee and recommended the Retiring Directors to stand for re-election by the Shareholders at the AGM. The Board considers that the re-election of the Retiring Directors as Directors is in the best interest of the Company and the Shareholders as a whole. The Retiring Directors abstained from the discussion and voting at the Board meeting regarding their respective nominations.

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 its principal place of business in Hong Kong at 7th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong within the period from Wednesday, 13 April 2022 to Tuesday, 19 April 2022, both days inclusive, (i) his/her written nomination of the candidate; (ii) notice in writing signed by such nominated candidate of his/her 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.

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## LETTER FROM THE BOARD

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### 3. PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

A general mandate is proposed to be unconditionally given to the Board to issue, allot and dispose of such number of additional Shares not exceeding 10% (instead of 20% as permitted under the Listing Rules) of the total number of Shares in issue at the date of the passing of the relevant resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of such Resolution) and the Shares to be allotted and issued pursuant to this general mandate shall not be at a discount of more than 10% (instead of 20% as permitted under the Listing Rules) to the Benchmarked Price (as described in Rule 13.36(5) of the Listing Rules) of such Shares until the next annual general meeting. The relevant resolution is set out in Ordinary Resolution No. 5(1) in the Notice of AGM (“Ordinary Resolution No. (1)”).

In respect of Ordinary Resolution No. (1), the Board wishes to state that it has no immediate plans to issue and allot any new Shares pursuant to the general mandate under that ordinary resolution. Approval is being sought from the shareholders of the Company at the AGM 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 13 May 2021, a general mandate was given to the Board to exercise the power of the Company to buy back Shares on the Stock Exchange. Such mandate will lapse at the conclusion of the forthcoming AGM. It is therefore proposed to seek your approval of 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 Shares on the Stock Exchange.

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 shares 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 Shares up to a maximum of 10% of the total number of Shares in issue at the date of the passing of Ordinary Resolution No. (2) (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of such Resolution) (“Buy-back Proposal”) is set out in **Appendix II** to this circular.

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## LETTER FROM THE BOARD

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### 5. ANNUAL GENERAL MEETING

A notice convening the AGM to be held at the Principal Meeting Place on Tuesday, 17 May 2022 at 3:45 p.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 Company's Articles of Association. If there are any procedural or administrative matters to be dealt with at the AGM, any resolution relating to such matters will also be taken by poll.

A proxy form for use at the AGM is enclosed with this circular. The proxy form can also be downloaded from the websites of the Company at <https://www.ck-lifesciences.com> and Hong Kong Exchanges and Clearing Limited at <https://www.hkexnews.hk>. Shareholders are encouraged to exercise their rights to attend online and vote at the AGM electronically or to appoint the Chairman of the AGM as their proxy by completing, signing and (i) returning the proxy form in accordance with the instructions printed thereon to 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 (ii) depositing the completed and signed proxy form at the Company's principal place of business in Hong Kong at 7th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong; or (iii) sending a legible image of the signed proxy form to the Company's Branch Share Registrar by email at [ckls.eproxy@computershare.com.hk](mailto:ckls.eproxy@computershare.com.hk) 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 or postponement thereof). Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM (or any adjournment or postponement thereof) through the online facilities provided for the AGM should they subsequently so wish and, in such event, the proxy shall be deemed to be revoked.

Due to the legal restriction under the Regulations, Shareholders will not be able to attend the AGM physically at the Principal Meeting Place but online only and vote by means of electronic facilities. See "Guidance for the Annual General Meeting" on pages 3 to 6 of this circular.

An announcement will be made by the Company following the conclusion of the AGM to inform you of the results of the AGM.

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## LETTER FROM THE BOARD

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### 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 the Shareholders as a whole. The Board also considers that it is in the interests of the Company and the Shareholders to elect the Retiring Directors proposed to be re-elected. Accordingly, the Board recommends you to vote in favour of all such resolutions at the AGM.

Yours faithfully,

**VICTOR T K LI**

*Chairman*

The following are the particulars of the four Directors (as required by the Listing Rules) proposed to be elected at the AGM:

1. **LI Tzar Kuoi, Victor**, aged 57, has been the Chairman of the Company since 2002. Mr. Li has been the Chairman of the Executive Committee of the Company since February 2021 and has been a member of the Remuneration Committee of the Company since March 2005. Mr. Li has been a member of the Nomination Committee of the Company since January 2019. Mr. Li is the Chairman and Group Co-Managing Director of CK Hutchison Holdings Limited, and the Chairman and Managing Director and the Chairman of the Executive Committee of CK Asset Holdings Limited. He is also the Chairman of CK Infrastructure Holdings Limited, a Non-executive Director of Power Assets Holdings Limited and HK Electric Investments Manager Limited (“HKEIM”) as the trustee-manager of HK Electric Investments, and a Non-executive Director and the Deputy Chairman of HK Electric Investments Limited. Except for HKEIM, all the companies/investment trust mentioned above are listed in Hong Kong. Mr. Li is also the Deputy Chairman of Li Ka Shing Foundation Limited and Li Ka Shing (Global) Foundation, the Member Deputy Chairman of Li Ka Shing (Canada) Foundation, and a Director of The Hongkong and Shanghai Banking Corporation Limited. He was previously a Director and the Co-Chairman of Husky Energy Inc., which was delisted on 5 January 2021 following its combination with Cenovus Energy Inc. He serves as a member of the Standing Committee of the 13th National Committee of the Chinese People’s Political Consultative Conference of the People’s Republic of China. He is also a member of the Chief Executive’s Council of Advisers on Innovation and Strategic Development of the Hong Kong Special Administrative Region and Vice Chairman of the Hong Kong General Chamber of Commerce. Mr. Li is the Honorary Consul of Barbados in Hong Kong. He holds a Bachelor of Science degree in Civil Engineering, a Master of Science degree in Civil Engineering and a degree of Doctor of Laws, honoris causa (LL.D.).

Mr. Li is the elder son 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 a nephew of Mr. Kam Hing Lam, the President of the Company. Mr. Li 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 certain substantial shareholders of the Company. Save as disclosed above, Mr. Li does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Li has a personal interest of 2,250,000 shares of the Company and a corporate interest of 2,835,759,715 shares of the Company within the meaning of Part XV of the SFO. The Director's fee of Mr. Li as an Executive Director and Chairman of the Company under his appointment letter is HK\$75,000 per annum and additional fees for being a member of the Remuneration Committee and a member of the Nomination Committee of the Company are HK\$25,000 and HK\$25,000 per annum respectively (subject to review by the Board of Directors of the Company from time to time). The emoluments of Directors are determined by reference to the Company's performance and profitability, as well as the prevailing market conditions.

Mr. Li previously held directorship in Star River Investment Limited ("Star River") (ceased to act as director on 4 June 2005), a company owned as to 50% by Cheung Kong (Holdings) Limited ("CKH") with its place of incorporation in Hong Kong and active in acquiring property for development. Star River commenced creditors' voluntary winding up on 28 September 2004, with a wholly-owned subsidiary of CKH being the petitioning creditor. The amount involved in the winding up was HK\$17,259,710.34 and Star River was dissolved on 4 June 2005.

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

2. **YU Ying Choi, Alan Abel**, aged 66, is the Vice President and Chief Executive Officer of the Company. Mr. Yu had been Vice President and Chief Operating Officer of the Company since June 2002 and was promoted to Vice President and Chief Executive Officer of the Company in September 2020. He has been an Executive Committee Member of the Company since February 2021. He holds a Bachelor of Arts degree and a Master's degree in Business Administration and is a fellow member of The Hong Kong Institute of Directors. Mr. Yu has held a number of positions in the consumer finance, food and fast-moving consumer goods sectors in Asia and Australasia. Prior to joining the Group in 2000, he was Worldwide Vice President in a leading US diversified healthcare multinational corporation.

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 SFO. The Director's fee of Mr. Yu as a Vice 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.

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

3. **TULLOCH, Peter Peace**, aged 78, has been a Non-executive Director of the Company since April 2002. Mr. Tulloch serves as the Chairman and Non-executive Director of each of Victoria Power Networks Pty Ltd, SA Power Networks and Australian Gas Networks Limited. He is also Chairman and a Non-executive Director of both Powercor Australia Limited and CitiPower Pty Ltd. Mr. Tulloch is a Fellow of the Institute of Canadian Bankers and has spent more than 30 years in Asia.

Mr. Tulloch 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, 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 Directors 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 22 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 27 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 19 June 2007 and completion on 27 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 nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.



4. **RUSSEL, Colin Stevens**, aged 81, has been an Independent Non-executive Director and a member of the Remuneration Committee of the Company since January 2005. He was a member of the Audit Committee of the Company from January 2005 to July 2020. He is also an Independent Non-executive Director of CK Asset Holdings Limited and CK Infrastructure Holdings Limited, both listed companies. He was previously an Independent Non-executive Director of Husky Energy Inc., which was delisted on 5 January 2021 following its combination with Cenovus Energy Inc. Mr. Russel 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. He is also Managing Director of EMAS (HK) Limited. 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 received his Bachelor's degree in Electronics Engineering and his Master's degree in Business Administration from McGill University, Canada. He is a Qualified Commercial Mediator.

Mr. Russel also holds directorships in certain companies controlled by a substantial shareholder of the Company within the meaning of Part XV of SFO. Save as disclosed above, 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 Remuneration Committee of the Company is HK\$25,000 per annum (subject to review by the Board of Directors 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 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. ISSUED SHARES**

As at 6 April 2022 (the latest practicable date for ascertaining certain information prior to the printing of this circular) (“Latest Practicable Date”), the total number of Shares in issue was 9,611,072,400.

Subject to the passing of Ordinary Resolution No. (2) and on the basis that no further Shares are issued or bought back prior to the AGM, the Company would be allowed under the Buy-back Proposal to buy back a maximum of 961,107,240 Shares, representing 10% of the total number of Shares in issue as at the date of the passing of that ordinary resolution.

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

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

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

Buy-back of Shares by the Company must be funded out of funds legally available for such purpose in accordance with its Memorandum and Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company may not buy back its Shares 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 as disclosed in the audited consolidated financial statements for the year ended 31 December 2021 contained in the Company’s annual report for the year ended 31 December 2021. However, the Directors do not propose to exercise the Buy-back Proposal to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing position 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 were 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	2021	0.840	0.790
May	2021	0.790	0.720
June	2021	0.980	0.740
July	2021	0.890	0.780
August	2021	0.850	0.750
September	2021	0.820	0.710
October	2021	0.750	0.700
November	2021	0.800	0.710
December	2021	0.780	0.710
January	2022	0.760	0.710
February	2022	0.730	0.680
March	2022	0.700	0.560
1 April – 6 April	2022	0.640	0.610

#### 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) only 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 it is approved by the Shareholders.

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.

## 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 Rules 26 and 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 total number of Shares in issue. Mr. Victor T K Li, as a Director of the Company, is interested in 2,250,000 Shares held personally. In addition, Mr. Li Ka-shing and Mr. Victor T K Li 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. Victor T K Li 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 2,838,009,715 Shares, representing approximately 29.52% of the total number of Shares in issue.

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 CK Hutchison in the Company would be increased to approximately 50.35% of the total number of Shares in issue and similarly, the deemed interests of Mr. Li Ka-shing and Mr. Victor T K Li in the Company would be increased to approximately 32.80% of the total number of Shares in issue. 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 such a mandatory offer obligation arising or the public holding of Shares being reduced to below 25% of the total number of Shares in issue.

## 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. (“Company”) will be held as a hybrid meeting at 9th Floor, Cheung Kong Center, 2 Queen’s Road Central, Hong Kong (“Principal Meeting Place”) and online on **Tuesday, 17 May 2022** at 3:45 p.m. (or (i) due to any reduced gathering restrictions imposed by law, the directors of the Company (“Directors”) may, in their absolute discretion in accordance with the Company’s Articles of Association, change the place of the Annual General Meeting at the same time and on the same date by way of an announcement without the need to give a new notice of the Annual General Meeting or (ii) in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 9:00 a.m. on that day, at the same time and place on Monday, 23 May 2022) 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 31 December 2021.
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) subject to paragraph (b) below, a general mandate be and is hereby unconditionally given to the Directors during the Relevant Period (as hereinafter defined) to issue, allot and dispose of such number of additional shares of the Company not exceeding ten per cent. of the total number of shares of the Company in issue at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this Resolution), such mandate to include the granting of offers, options, warrants or rights to subscribe for, or to convert any securities (including bonds and convertible debentures) into, shares of the Company which might be exercisable or convertible during or after the Relevant Period;

- (b) any shares of the Company to be allotted and issued (whether wholly or partly for cash or otherwise) pursuant to the mandate in paragraph (a) of this Resolution shall not be at a discount of more than ten per cent. to the Benchmarked Price (as hereinafter defined) of such shares of the Company; and
- (c) for the purpose of this Resolution:

“Benchmarked Price” means the price which is the higher of:

- (i) the closing price of the shares of the Company as quoted on The Stock Exchange of Hong Kong Limited on the date of the agreement involving the relevant proposed issue of shares of the Company; and
- (ii) the average closing price as quoted on The Stock Exchange of Hong Kong Limited of the shares of the Company for the five trading days immediately preceding the earlier of:
  - (A) the date of announcement of the transaction or arrangement involving the relevant proposed issue of shares of the Company;
  - (B) the date of the agreement involving the relevant proposed issue of shares of the Company; and
  - (C) the date on which the price of the shares of the Company that are proposed to be issued is fixed.

“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 of the Company in general meeting.”

(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 maximum number of issued 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 total number of shares of the Company in issue at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after 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 of the Company in general meeting.”

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

Hong Kong, 11 April 2022

*Notes:*

- a. The Annual General Meeting will be held as a hybrid meeting. However, due to the legal restrictions under the Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Cap. 599F of the Laws of Hong Kong) and the Prevention and Control of Disease (Prohibition on Gathering) Regulation (Cap. 599G of the Laws of Hong Kong) (“Regulations”) which have been implemented to deal with the health risks of the COVID-19 pandemic and which limit the number of people permitted for group gatherings in public places (including any meeting of shareholders), shareholders of the Company (“Shareholders”) will not be able to attend the Annual General Meeting physically at the Principal Meeting Place but will be able to attend online only. Shareholders have the option of attending, participating and voting at the Annual General Meeting through online access by visiting the website at <https://web.lumiagm.com> (the “Online Platform”). Shareholders attending the Annual General Meeting using the Online Platform will be deemed to be present at, and will be counted towards the quorum of the meeting and they will be able to cast their votes and submit questions through the Online Platform.
- b. At the Annual General Meeting, the Chairman of the Annual General 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.

- c. Any Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint more than one proxy in accordance with the relevant provisions of the Articles of Association of the Company to attend and on a poll, vote in his/her stead through the Online Platform. A proxy need not be a Shareholder.
- d. 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 (i) returned to 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 (ii) deposited at the Company's principal place of business in Hong Kong at 7th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong; or (iii) returned electronically in a legible image to the Company's Branch Share Registrar by email at [ckls.eproxy@computershare.com.hk](mailto:ckls.eproxy@computershare.com.hk) as soon as possible and in any event no less than 48 hours before the time appointed for the holding of the Annual General Meeting (or any adjournment or postponement thereof).
- e. In the case of joint holders of a share of the Company, any one of such joint holders may vote at the Annual General Meeting, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto. If more than one of such joint holders are present at the Annual General Meeting, the more senior shall alone be entitled to vote in respect of the relevant joint holding. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the Register of Members of the Company in respect of the relevant joint holding.
- f. Completion and return of the proxy form will not preclude a Shareholder from attending and voting in person at the Annual General Meeting (or any adjournment or postponement thereof) through the online facilities provided for the Annual General Meeting should the Shareholder so desire and, in such event, the proxy form shall be deemed to be revoked.
- g. For the purpose of determining the entitlement to attend and vote at the Annual General Meeting, the Register of Members of the Company will be closed from Thursday, 12 May 2022 to Tuesday, 17 May 2022 (or Monday, 23 May 2022, in the event that the Annual General Meeting is to be held on Monday, 23 May 2022 because of a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong (as detailed in note 1 below)), both days inclusive, during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the 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 Wednesday, 11 May 2022.
- h. The final dividend, when approved at the Annual General Meeting, is payable to Shareholders whose names appear on the Register of Members of the Company at the close of business on Monday, 23 May 2022, 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. on Monday, 23 May 2022. In the event that the Annual General Meeting is held on a date later than Tuesday, 17 May 2022 because of bad weather or for other reason, the record date for determination of entitlement to the final dividend will be deferred accordingly, further details of which will be announced in such case.
- i. In relation to item No. 3 above, Mr. Li Tzar Kuoi, Victor, Mr. Yu Ying Choi, Alan Abel, Mr. Peter Peace Tulloch 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 11 April 2022 ("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 in the section headed "Proposed Election of Directors" under "Letter from the Board" on pages 8 to 9 of the Circular.



- j. 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.

k. **COVID-19 PANDEMIC SITUATION**

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong and the related changes in the legal restrictions or requirements under the Regulations, the Company may be required to change the Annual General Meeting arrangements at short notice. Accordingly, the Board of Directors of the Company may, in its absolute discretion in accordance with the Company's Articles of Association, change the place of the Annual General Meeting at the same time and on the same date by way of an announcement without the need to give new notice of the Annual General Meeting. Shareholders should check the Company's website at <https://www.ck-lifesciences.com> or the Company's Annual General Meeting website at <https://www.ck-lifesciences.com/eng/content.php?page=2022AGM> for future announcements and updates on the Annual General Meeting arrangements.

l. **BAD WEATHER ARRANGEMENTS**

The Annual General Meeting will be held at the Principal Meeting Place on Tuesday, 17 May 2022, 3:45 p.m. as scheduled regardless of whether or not an amber or red rainstorm warning signal or a tropical cyclone warning signal no. 3 or below 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 9:00 a.m. on Tuesday, 17 May 2022, 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, 23 May 2022 instead.

Shareholders 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.

- m. 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 <https://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.*