
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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

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 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong and online on Thursday, 23 May 2024 at 9:00 a.m. (or (i) as 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, a tropical cyclone warning signal no. 8 or above, or “extreme conditions” as announced by the Hong Kong Government is/are in force in Hong Kong at 7:00 a.m. on that day, at the same time and place on Tuesday, 28 May 2024) is set out on pages 21 to 25 of this circular.

A proxy form for use at the AGM can 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>. Whether shareholders of the Company (“Shareholders”) are able to attend the AGM physically or online via the Online Platform, they are encouraged to appoint the Chairman of the AGM as their proxy by completing, signing and: (i) sending a legible image of the signed proxy form to the Company’s Branch Share Registrar, Computershare Hong Kong Investor Services Limited, by email at ckls.eproxy@computershare.com.hk; (ii) returning the proxy form to the Company’s Branch Share Registrar at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong; or (iii) 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 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 at the AGM (or at any adjournment or postponement thereof) in person or via the Online Platform 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 Thursday, 23 May 2024 at 9:00 a.m., the deadline to submit completed proxy forms is Tuesday, 21 May 2024 at 9:00 a.m.**

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

19 April 2024

CONTENTS

	<i>Page</i>
GUIDANCE FOR THE ANNUAL GENERAL MEETING	3
LETTER FROM THE BOARD	7
1. Introduction	7
2. Proposed Election of Directors	8
3. Proposed General Mandate to Issue New Shares	10
4. Proposed General Mandate to Buy Back Shares	11
5. Annual General Meeting	11
6. Recommendation	12
APPENDIX I – DETAILS OF DIRECTORS	13
APPENDIX II – EXPLANATORY STATEMENT	17
APPENDIX III – NOTICE OF ANNUAL GENERAL MEETING	21

GUIDANCE FOR THE ANNUAL GENERAL MEETING

The AGM will be held as a hybrid meeting. In addition to the traditional physical attendance at the AGM, Shareholders have the option of attending, participating, raising questions and voting at the AGM through online access by visiting the website at <https://web.lumiagm.com> (“Online Platform”). Shareholders participating in the AGM via 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 via the Online Platform.

No refreshments or drinks will be provided to attendees at the AGM.

ATTENDING THE AGM VIA 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 8:30 a.m. on 23 May 2024) 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=2024AGM> 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”).

Login details for non-registered Shareholders

Non-registered Shareholders who wish to attend, participate and vote at the AGM via 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 proxies or corporate representatives to attend the AGM and (2) provide their email addresses 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 addresses 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 Wednesday, 22 May 2024 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 at the AGM via the Online Platform. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (1) and (2) above.

GUIDANCE FOR THE ANNUAL GENERAL MEETING

Login details for duly appointed proxies or corporate representatives

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 addresses of the proxies provided in the relevant proxy forms.

For corporate Shareholders which wish to appoint representatives to attend, participate and vote at the AGM on their behalf via the Online Platform, please call the Company's Branch Share Registrar at (852) 2862 8558 for the necessary arrangements.

Any proxy or corporate representative who has not received the login details by email by 12:00 noon on Wednesday, 22 May 2024 should reach out to the Company's Branch Share Registrar for assistance.

Login details required for submission of votes and questions

All votes and questions must be submitted via the Online Platform at the AGM regardless of whether the attendance is in person at the AGM venue or not. Accordingly, registered and non-registered Shareholders (including their respective proxies or corporate representatives) attending the AGM in person are reminded to bring their smart phones, tablet devices or computers, as well as the Shareholder Notifications or notifications from the Company's Branch Share Registrar (containing personalised login details), to the AGM venue. Only one device is allowed per login. Login details must be kept in safe custody for use at the AGM and must not be disclosed to any third parties. Neither the Company nor its agent will assume any obligation or liability whatsoever in connection with the transmission of the login details or the use of the login details for voting or otherwise.

The votes submitted via 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 email addresses or other information provided by the 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 via the Online Platform

The Online Platform permits a "split vote" on a resolution. Registered and non-registered Shareholders who wish to cast their votes via 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 proxies or corporate representatives. 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.

GUIDANCE FOR THE ANNUAL GENERAL MEETING

Votes cast via 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 via 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 via the Online Platform will be able to submit online during the AGM questions relevant to the proposed resolutions. Shareholders can also send their questions by email from Thursday, 16 May 2024 (9:00 a.m.) to Tuesday, 21 May 2024 (5:00 p.m.) to AGM2024@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 at the AGM (or any adjournment or postponement thereof) in person or via the Online Platform should they subsequently so wish.

Submission of proxy forms for registered Shareholders

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

The deadline to submit completed proxy forms is Tuesday, 21 May 2024 at 9:00 a.m. Completed proxy forms must be (i) sent in a legible image to the Company’s Branch Share Registrar, Computershare Hong Kong Investor Services Limited, by email at ckls.eproxy@computershare.com.hk; (ii) returned to the Company’s Branch Share Registrar at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong; or (iii) 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 before the above deadline.

GUIDANCE FOR THE ANNUAL GENERAL MEETING

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.

In case the Company needs to change the AGM arrangements at short notice, 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=2024AGM> 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>

LETTER FROM THE BOARD



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*

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

19 April 2024

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 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong and online on Thursday, 23 May 2024 at 9:00 a.m. (or (i) as 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

LETTER FROM THE BOARD

rainstorm warning signal, a tropical cyclone warning signal no. 8 or above, or “extreme conditions” as announced by the Hong Kong Government is/are in force in Hong Kong at 7:00 a.m. on that day, at the same time and place on Tuesday, 28 May 2024), 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 19 April 2024 (“Notice of AGM”) will be proposed.

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. Ip Tak Chuen, Edmond, Mr. Peter Peace Tulloch, Mrs. Kwok Eva Lee and Mr. Donald Jeffrey Roberts (“Retiring Directors”) have been proposed to the Board for recommendation to the Shareholders for re-election at the AGM. Mr. Donald Jeffrey Roberts, 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.

Each of Mrs. Kwok Eva Lee and Mr. Donald Jeffrey Roberts (“Retiring Independent Non-executive Directors”), both being Independent Non-executive Directors of the Company eligible for re-election at the AGM, has made an annual confirmation of independence taking into account the factors referred to in Rule 3.13 of the Listing Rules.

Mrs. Kwok Eva Lee has served as an Independent Non-executive Director of the Company for more than 9 years. During her tenure on the Board, she has demonstrated her ability to provide independent opinion and constructive views with respect to the Company’s matters. Mrs. Kwok Eva Lee has consistently brought in fresh perspectives, skills and knowledge gained from her other directorships and appointments on an ongoing basis. Her wealth of skills, knowledge and experience has enabled her to contribute meaningfully and objectively to the Board as an Independent Non-executive Director and her independence from management has not been considered impaired by her years of service.

LETTER FROM THE BOARD

Mrs. Kwok Eva Lee has in-depth and diverse international business knowledge and experience from her service on boards of other companies and involvement in businesses across private and non-profit sectors (included listed companies) in different countries which enable her to bring invaluable insight to the Group's international businesses and investments. Mr. Donald Jeffrey Roberts is a Chartered Accountant and has extensive experience in the fields of corporate accounting and financing matters which enable him to provide valuable perspective and contribution to the Board on matters relating to the business of the Group. According to the self-evaluation conducted by the Board of its own performance and the performance of the Board Committees for the year ended 31 December, 2023, the Directors are of the view that the Board has an appropriate balance of competencies, experiences, skills as well as sufficient knowledge of the Group.

The Nomination Committee had taken into account the respective contributions of Mrs. Kwok Eva Lee and Mr. Donald Jeffrey Roberts to the Board and their commitment to their roles as Independent Non-executive Directors. The Nomination Committee is satisfied that each of Mrs. Kwok Eva Lee and Mr. Donald Jeffrey Roberts possesses the required integrity and wealth of skills, knowledge and experience that have enabled them to continue contributing meaningfully and objectively to the Board as an Independent Non-executive Director, and that the independence of each of the Retiring Independent Non-executive Directors from the management has not been impaired by the years of service. Based on the biographical information disclosed to the Company, none of the Retiring Independent Non-executive Directors holds seven or more directorship of listed companies. The Board is satisfied that each of Mrs. Kwok Eva Lee and Mr. Donald Jeffrey Roberts meets the independence factors set out in Rule 3.13 of the Listing Rules and is independent. During their tenure as Independent Non-executive Directors, none of them has been involved in the daily management of the Company nor has been financially dependent on the Company which would materially interfere with their exercise of independent judgement. There is no evidence that their tenure has compromised their continued independence.

The Board 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. A director who has over time gained in-depth insight into the Company's operations and its markets is well-positioned to offer his/her perspectives and advice for discussions on the Board. Long serving directors can bring valuable contributions to the Company with their comprehensive 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, Mrs. Kwok Eva Lee and Mr. Donald Jeffrey Roberts were considered to be independent and nominated to be so appointed accordingly.

LETTER FROM THE BOARD

The nominations of the Retiring Directors have been made in accordance with the Director Nomination Policy of the Company. Having considered the background and experience of the Retiring Directors (including but not limited to Mrs. Kwok Eva Lee and Mr. Donald Jeffrey Roberts as Independent Non-executive Directors as mentioned above) as set out in **Appendix I** to this circular, the Nomination Committee is of the view that the Retiring Directors are able to continue to fulfill their roles as required and are appropriate to stand for re-elections and that their re-appointments will enhance the Board's diversity and performance, and thus accordingly recommends them for re-elections at the AGM.

The Board, having considered the recommendation of the Nomination Committee, is of the view that the Retiring Directors are able to continue to generate significant contribution to the Company and the Shareholders as a whole. 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. On 19 March 2024, the Board accepted the nominations by the Nomination Committee and resolved to recommend the Retiring Directors to stand for re-elections by the Shareholders at the AGM. The Retiring Directors abstained from 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 Monday, 22 April 2024 to Sunday, 28 April 2024, 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.

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 (excluding treasury shares (as defined in the Listing Rules as amended from time to time)) 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. 4(1) in the Notice of AGM ("Ordinary Resolution No. 4(1)").

LETTER FROM THE BOARD

In respect of Ordinary Resolution No. 4(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 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 18 May 2023, 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. 4(2) as set out in the Notice of AGM (“Ordinary Resolution No. 4(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. 4(2) (excluding treasury shares and 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.

5. ANNUAL GENERAL MEETING

A notice convening the AGM to be held as a hybrid meeting at 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong and online on Thursday, 23 May 2024 at 9:00 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 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.

LETTER FROM THE BOARD

A proxy form for use at the AGM can 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>. Whether the Shareholders are able to attend the AGM physically or online via the Online Platform, they are encouraged to appoint the Chairman of the AGM as their proxy by completing, signing and: (i) sending a legible image of the signed proxy form to the Company's Branch Share Registrar, Computershare Hong Kong Investor Services Limited, by email at ckls.eproxy@computershare.com.hk; (ii) returning the proxy form to the Company's Branch Share Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong; or (iii) 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 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 at the AGM in person or via the Online Platform for the AGM (or any adjournment or postponement thereof) should they subsequently so wish, and, in such event, the proxy shall be deemed to be revoked.

Shareholders can also attend the AGM and vote via the Online Platform. Please 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.

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 vote in favour of all such resolutions at the AGM.

Yours faithfully,

VICTOR T K LI

Chairman

The following are the particulars (as at 15 April, 2024, being the latest practicable date to ascertaining information prior the printing of this circular (“Latest Practicable Date”)) of the four Directors (as required by the Listing Rules) proposed to be elected at the AGM:

1. **IP Tak Chuen, Edmond**, aged 71, is the Senior Vice President and Chief Investment Officer of the Company. He has been the Chairman of the Sustainability Committee of the Company since December 2020 and has been an Executive Committee Member of the Company since February 2021. Mr. Ip joined the CK Group in 1993 and the Group in December 1999. He is Deputy Managing Director of CK Hutchison Holdings Limited. Mr. Ip is the Deputy Chairman and Executive Committee Member of CK Asset Holdings Limited (“CK Asset”) from April 2024. He also acted as Deputy Managing Directors of CK Asset until March 2024. He is also an Executive Director and Deputy Chairman of CK Infrastructure Holdings Limited. All the companies mentioned above are listed companies. Mr. Ip is also a Non-executive Director of Hui Xian Asset Management Limited, the manager of Hui Xian Real Estate Investment Trust which is listed in Hong Kong. He holds a Bachelor of Arts degree in Economics and a Master of Science degree in Business Administration.

Mr. Ip is a director of certain substantial shareholders of the Company within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”), and a director of certain companies controlled by certain substantial shareholders of the Company. Save as disclosed above, Mr. Ip does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Ip 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. Ip as an Executive Director, Senior Vice President and Chief Investment Officer of the Company under his appointment letter is HK\$75,000 per annum and an additional fee for being the Chairman of the Sustainability 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). The emoluments of Directors are determined by reference to the Company’s performance and profitability, as well as the prevailing market conditions.

Mr. Ip 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 completed on 27 September 2007.

Save as disclosed above, there are no other matters concerning Mr. Ip 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. **TULLOCH, Peter Peace**, aged 80, 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 of the Company nor any information to be disclosed pursuant to the requirements of of Rule 13.51(2) of the Listing Rules.

3. **KWOK Eva Lee**, aged 82, has been an Independent Non-executive Director of the Company since June 2002. She has been a member of the Remuneration Committee of the Company since January 2005 and the Chairperson of the Remuneration Committee of the Company since January 2012. She acted as a member of the Audit Committee of the Company from June 2002 to June 2019. Mrs. Kwok currently serves as the Chair and Chief Executive Officer of Amara Holdings Inc. (“Amara”). Mrs. Kwok also acts as a Director for Cenovus Energy Inc. (“Cenovus Energy”). Mrs. Kwok currently serves as an Independent Non-executive Director of CK Asset Holdings Limited, an Independent Non-executive Director and the Chairperson of the Nomination Committee of CK Infrastructure Holdings Limited, and a Director of Li Ka Shing (Canada) Foundation (“LKS Canada Foundation”). She also sits on the Governance Committee of Cenovus Energy. Except for Amara and LKS Canada Foundation, all the companies mentioned above are listed companies. Mrs. Kwok was a Director of Husky Energy Inc. (“Husky Energy”) which was delisted on 5th January, 2021 following its combination with Cenovus Energy. In addition, she was an Independent Director of Bank of Montreal, a listed company, and previously sat on the Human Resources and Compensation Committee of Cenovus Energy, the Compensation Committee, Corporate Governance Committee and the Audit Committee of Husky Energy, the Audit Committee of CK Infrastructure Holdings Limited, the Audit Committee and Pension Fund Society of the Bank of Montreal, the Nominating and Governance Committee of Shoppers Drug Mart Corporation, the Independent Committee of Directors and Human Resources Committee of Telesystems International Wireless (TIW) Inc., the Independent Committee of Directors and the Corporate Governance Committee of Fletcher Challenge Canada Ltd., the Audit and Corporate Governance Committees of Clarica Life Insurance Company, the Corporate Governance Committee of Air Canada, the Innovation Saskatchewan (IS) Board of Directors and the Saskatchewan-Asia Advisory Council of Saskatchewan.

She is a director of 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 an additional fee for being the Chairperson 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 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. **ROBERTS, Donald Jeffrey**, aged 72, has been an Independent Non-executive Director, a member of the Audit Committee and a member of the Nomination Committee of the Company since July 2020. He has been a member of the Remuneration Committee of the Company since September 2022. Mr. Roberts is an Independent Non-executive Director of CK Asset Holdings Limited (listed in Hong Kong); an Independent Non-executive Director of HK Electric Investments Manager Limited, which is the trustee-manager of HK Electric Investments (“HKEI”), and HK Electric Investments Limited, a company listed together with HKEI in Hong Kong; and an Independent Non-executive Director of Queen’s Road Capital Investment Ltd. (listed in Canada) ; and an Independent Non-executive Director of NexGen Energy Ltd. (listed in the U.S.A., Canada and Australia). He is also a Director of The Hongkong Electric Company, Limited, and an Independent Non-executive Director of Welab Bank Limited and Welab Capital Limited. He joined the Hutchison Whampoa Limited (“HWL”) Group in 1988 and was the Group Deputy Chief Financial Officer of HWL from 2000 until his retirement in 2011. Mr. Roberts was a Member of the Listing Committee of the Main Board and GEM of The Stock Exchange of Hong Kong Limited from July 2015 to July 2020. He was previously a member of the Executive Committee of The Canadian Chamber of Commerce (the “Chamber”) in Hong Kong and is currently Governor of the Chamber. He previously served as a Governor of the Canadian International School of Hong Kong for the periods between 1998 to 2004, and between 2006 to 2012, and also a member on its Finance & Administration Committee. Mr. Roberts served as a member, including as the Deputy Chairman, of the Professional Conduct Committee of the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for 9 years. Mr. Roberts holds a Bachelor of Commerce degree. He is a Chartered Accountant with the Chartered Professional Accountants of Canada, Alberta and British Columbia, and also a Fellow of the HKICPA.

Mr. Roberts is a director of certain companies controlled by a substantial shareholder of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Roberts does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Roberts has an other interest of 816,000 shares of the Company within the meaning of Part XV of the SFO. The Director’s fee of Mr. Roberts as an Independent Non-executive Director of the Company under his appointment letter is HK\$75,000 per annum and additional fees for being a member of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee of the Company are HK\$80,000, 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).

Save as disclosed above, there are no other matters concerning Mr. Roberts 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. ISSUED SHARES

As at the Latest Practicable Date, the total number of Shares in issue was 9,611,072,400.

Subject to the passing of Ordinary Resolution No. 4(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 (excluding treasury shares) as at the date of the passing of that ordinary resolution.

Under the existing Listing Rules, the Company is required to cancel any Shares purchased by the Company as soon as reasonably practicable following such purchase. The Company notes that with effect from 11 June 2024, the Listing Rules will be amended to remove the requirement to cancel repurchased shares and to adopt a framework to govern the resale of treasury shares. In view of the changes to the Listing Rules, if the Company purchases any Shares pursuant to the Buy-back Proposal, the Company will either cancel the repurchased Shares and/or hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares held in treasury will be subject to the terms of the share issuance mandate in Ordinary Resolution No. 4(1) and made in accordance with the Listing Rules and applicable laws and regulations of Cayman Islands.

To the extent that any treasury shares are deposited with the Central Clearing and Settlement System ("CCASS") pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

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 2023 contained in the Company's annual report for the year ended 31 December 2023. 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:

		Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
April	2023	0.820	0.760
May	2023	0.820	0.770
June	2023	0.780	0.720
July	2023	0.790	0.750
August	2023	0.800	0.720
September	2023	0.750	0.680
October	2023	0.740	0.640
November	2023	0.730	0.620
December	2023	0.630	0.600
January	2024	0.620	0.495
February	2024	0.570	0.475
March	2024	0.490	0.335
1 April — 15 April	2024	0.415	0.300

5. FURTHER EXPLANATION

The Directors will exercise the power of the Company to make buy-backs pursuant to Ordinary Resolution No. 4(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.

Neither the explanatory statement nor the Buy-back Proposal has unusual features.

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. 4(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 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong and online on **Thursday, 23 May 2024** at 9:00 a.m. (or (i) as 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, a tropical cyclone warning signal no. 8 or above, or “extreme conditions” as announced by the Hong Kong Government is/are in force in Hong Kong at 7:00 a.m. on that day, at the same time and place on Tuesday, 28 May 2024) 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 2023.
2. To elect Directors.
3. To appoint Auditor and authorise the Directors to fix their remuneration.
4. 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 (excluding treasury shares and 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:
- (I) “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.
- (II) “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.”
- (III) Any reference to an allotment, issue, grant, offer or disposal of shares of the Company shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for shares in the Company) to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and applicable laws and regulations.”

- (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 (excluding treasury shares and 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, 19 April 2024

Notes:

- a. The Annual General Meeting will be held as a hybrid meeting. Shareholders of the Company (“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> (“Online Platform”). Shareholders attending the Annual General Meeting via 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 via 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 but the number of proxies shall not exceed three. 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) sent in a legible image to the Company’s Branch Share Registrar, Computershare Hong Kong Investor Services Limited, by email at ckls.eproxy@computershare.com.hk; (ii) returned to the Company’s Branch Share Registrar at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong; or (iii) 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 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) (as the case may be).
- 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 at the Annual General Meeting in person or via the Online Platform for the Annual General Meeting (or any adjournment or postponement thereof) (as the case may be) 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 Monday, 20 May 2024 to Thursday, 23 May 2024 (or Tuesday, 28 May 2024, in the event that the Annual General Meeting is to be held on Tuesday, 28 May 2024 because of a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above, or “extreme conditions” as announced by the Hong Kong Government is/are 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 Friday, 17 May 2024.
- h. In relation to item No. 2 above, Mr. Ip Tak Chuen, Edmond, Mr. Peter Peace Tulloch, Mrs. Kwok Eva Lee and Mr. Donald Jeffrey Roberts 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 19 April 2024 (“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 10 of the Circular.

- i. In relation to Ordinary Resolution No. 4(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.
- j. In case the Company needs to change the Annual General Meeting arrangements at short notice, the Board 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=2024AGM> for future announcements and updates on the Annual General Meeting arrangements.
- k. No refreshments or drinks will be provided to attendees at the Annual General Meeting.

1. BAD WEATHER ARRANGEMENTS

The Annual General Meeting will be held at the 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong and online on Thursday, 23 May 2024, 9:00 a.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, a tropical cyclone warning signal no. 8 or above, or "extreme conditions" as announced by the Hong Kong Government is/are in force in Hong Kong at 7:00 a.m. on Thursday, 23 May 2024, 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 Tuesday, 28 May 2024 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.

Shareholders should make their own decision as to whether they would attend the Annual General Meeting physically 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.

- 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 (“Circular”), which is available in both English and Chinese versions, has been published on the Company’s website (<https://www.ck-lifesciences.com>) and the website of Hong Kong Exchanges and Clearing Limited (<https://www.hkexnews.hk>).

If a shareholder wishes to receive the Company’s corporate communications (including but not limited to the Circular) from the Company in printed form, please follow the instructions set out in the “Dissemination of Corporate Communications” under the “Investor Relations” section of the Company’s website to complete and return the relevant Request Form to the Company’s Branch Share Registrar, Computershare Hong Kong Investor Services Limited.

Any such request from a shareholder will cease to be valid after one year, or such shorter period if the original request is revoked in writing, or superseded by a subsequent written request, by such shareholder, prior to the expiry date of the original request. A shareholder wishing to continue to receive corporate communications in printed form after expiry of the original request must complete and return a fresh Request Form.

Shareholders may at any time choose to change their choice as to the language of the Company’s corporate communications (including but not limited to the Circular) by reasonable prior notice in writing to the Company c/o the Company’s Branch Share Registrar by email to cklife.ecom@computershare.com.hk or by post to 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

Shareholders who have requested receiving the Company’s corporate communications in printed form 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.

If a shareholder wishes to receive actionable corporate communications by email, please follow the relevant instructions set out in the “Dissemination of Corporate Communications” under the “Investor Relations” section of the Company’s website, to complete and return the relevant Request Form to the Company’s Branch Share Registrar.