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Lee & Man Holding Limited
理文集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 746)

**APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR,
A MEMBER OF THE AUDIT COMMITTEE
AND THE REMUNERATION COMMITTEE**

The Board is pleased to announce that Mr. Heng has been re-appointed as an independent non-executive director, a member of the audit committee and the remuneration committee of the Company with effect from 8 April 2009.

Reference is made to an earlier announcement of Lee & Man Holding Limited (the “Company”) dated 1 August 2008 regarding the resignation of Mr. Heng Kwo Seng (“Mr. Heng”) , one of our independent non-executive directors and the member of the audit committee, which rendered us non-compliant with the number of independent non-executive directors as required under The Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The Board of Directors (the “Board”) of the Company is pleased to announce that Mr. Heng has been re-appointed as an independent non-executive director and a member of the audit committee and the remuneration committee of the Company with effect from 8 April 2009.

Mr. Heng had previously acted as an independent director for the company from 3 November 2003 to 29 April 2008. He resigned in 2008 so as to spend more time on other business engagements. Due to our sincere and continuous invitations during this period for him to reconsider re-joining the Board, Mr. Heng has now agreed to devote more time to the Company and has accepted his re-appointment to the Board.

Mr. Heng, aged 61, is the managing Partner of Morison Heng, Certified Public Accountants. Mr. Heng is a fellow member of the Institute of Chartered Accountants in England and Wales and an associate member of the Hong Kong Institute of Certified Public Accountants. He has worked with a number of companies listed on the Stock Exchange of Hong Kong Limited either in the capacity of company secretary or as an independent non-executive director.

Pursuant to an appointment letter with the Company dated 7 April 2009, Mr. Heng’s appointment shall be for an initial term of one year and shall continue unless and until terminated by either the Company or Mr. Heng giving to the other not less than three months’ notice in writing to terminate the appointment . He is also subject to retirement by

rotation and re-election in accordance with the articles of association of the Company. Mr. Heng will be entitled to receive an annual remuneration of HK\$80,000. His remuneration has been determined by the Board by reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibility within the Group.

Other than the directorship in the Company, currently, Mr. Heng is also an independent non-executive director of SCUD Group Limited and Zhong An Real Estate Limited whose shares are listed on the main board of the Stock Exchange. Mr. Heng was an independent non-executive director of Winfair Investment Company Limited, Tack Fat Group International Limited, Lee & Man Paper Manufacturing Limited, Soundwill Holdings Limited, SIM Technology Group Limited, Minth Group Limited, China Fire Safety Enterprise Group Holdings Limited, The United Laboratories International Holdings Limited, GCL-Poly Energy Holdings Limited, all of which are companies whose shares are listed on the main board of the Stock Exchange.

Save as set out above, Mr. Heng has not held any directorships in any listed public companies in the last three years and he is not related to any director, senior management or substantial or controlling shareholder of the Company. As at the date of this announcement, Mr. Heng does not have any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed above, Mr. Heng has confirmed that he is not aware of any other information relating to his appointment which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) Listing Rules or matter which needs to be brought to the attention of the shareholders of the Company in relation to his appointment.

The Company will be in compliance with Rules 3.10 and 3.21 of the Listing Rules after the appointment of Mr. Heng. The Board now has three independent non-executive directors, audit committee and remuneration committee members after the appointment.

The Board takes this opportunity to welcome Mr. Heng to join the Board.

By Order of the Board
Lee & Man Holding Limited
Wong Yuet Ming
The Company Secretary

Hong Kong, 8 April 2009

At the date hereof, the Board is comprised of four executive Directors, namely Ms. Wai Siu Kee, Ms. Poon Lai Ming, Mr. Lee Man Yan and Mr. Kung Phong, and three independent non-executive Directors, namely Mr. Heng Kwoo Seng, Mr. Wong Kai Tung, Tony and Mr. Wan Chi Keung, Aaron JP.

** For identification only*