



# LEE & MAN HOLDING LIMITED

理文集團有限公司\*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 746)

## Form of proxy for use at the annual general meeting (and at any adjournment thereof) to be held on 1 June 2009 (“Annual General Meeting”)

I/We<sup>(Note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ shares<sup>(Note 2)</sup> of HK\$0.10 each in the share capital of Lee & Man Holding Limited (the “Company”) HEREBY APPOINT THE CHAIRMAN OF THE MEETING <sup>(Note 3)</sup> or \_\_\_\_\_

\_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to vote and act for me/us and on my/our behalf at the Annual General Meeting (and any adjournment thereof) of the Company to be held at Granville Room, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 1 June 2009 at 11:45 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the Notice convening the said meeting and as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit <sup>(Note 4)</sup>.

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	To receive, consider and adopt the audited financial statements and the reports of the directors and of the auditors of the Company for the year ended 31 December 2008.		
2.	(i) to declare a final dividend for the year ended 31 December 2008.		
	(ii) to re-elect Mr. Kung Phong as an executive director of the Company.		
	(iii) to re-elect Ms. Poon Lai Ming as an executive director of the Company.		
	(iv) to re-elect Mr. Heng Kwoo Seng as an independent non-executive director of the Company.		
	(v) to authorize the board of directors the Company to fix the remuneration of all directors of the Company, including those who are re-elected at the Annual General Meeting, in terms as set out in ordinary resolution number 2(iv) in the Company’s notice dated 30 April 2009 (the “Notice”) convening the Annual General Meeting.		
	(vi) To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors for the ensuing year and to authorize the board of directors of the Company to fix their remuneration.		
3.	(i) To grant a general mandate to the board of directors of the Company to allot, issue and deal with the Company’s shares, in terms as set out in ordinary resolution number 3(i) in the Notice.		
	(ii) To grant a general mandate to the board of directors of the Company to repurchase the Company’s shares, in terms as set out as ordinary resolution number 3(ii) in the Notice.		
	(iii) To approve the extension of the general mandate to be granted to the board of directors of the Company to allot, issue and deal with the Company’s shares, in terms as set out as ordinary resolution number 3(iii) in the Notice.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2009 Signed \_\_\_\_\_

### Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out “THE CHAIRMAN OF THE MEETING or” here inserted and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE APPROPRIATE BOXES MARKED “AGAINST”. Failure to tick any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the Notice convening the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
6. Every member of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
7. In the case of joint holders of a share if more than one of such joint holder be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.
8. To be valid, this form of proxy together with the power of attorney (if any) or other authority under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s Hong Kong branch share registrar, Tricor Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen’s Road East, Hong Kong, not less than 48 hours before the time for holding the meeting.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish, in such event, the instrument appointing a proxy shall be deemed to be revoked.

\* for identification purposes only