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LEE & MAN HOLDING LIMITED

理文集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

Website: <http://www.leeman.com.hk>

(Stock Code: 746)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of the shareholders of Lee & Man Holding Limited (the “Company”) will be held at 8th Floor, Liven House, 61-63 King Yip Street, Kwun Tong, Kowloon, Hong Kong, on 1st June, 2010 at 11:00 a.m. to consider, and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

“THAT:

(a) the grant to Mr Lee Man Yan of options under the share option scheme of the Company adopted on 14 December 2001 (the “Share Option Scheme”) to subscribe for 82,500,000 ordinary shares of HK\$0.10 each (the “Shares”) at the subscription price of HK\$6.69 per Share, further information of which was set out in the circular of the Company dated 7 May 2010 (the “Circular”), be and is hereby approved, and (b) any one director or the secretary of the Company be and is thereby authorised to sign such documents and take all steps on behalf of the Company which he considers necessary or desirable in connection with, the aforesaid grant of options pursuant to the Share Option Scheme.

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

Hong Kong, 7 May 2010

At the date hereof, the Board comprises 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 BBS JP.

Notes:

1. Any member entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead. Any member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM.
2. A proxy need not be a member of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
3. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting and in default the instrument of proxy shall not be treated as valid.
4. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders 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 holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register in respect of the joint holding.
6. A form of proxy for use at the EGM is enclosed.

** for identification purposes only*