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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 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 24 June 2010 at 11:00 a.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions of the Company:

#### **ORDINARY RESOLUTION**

- “1. **THAT** the electricity services agreement (the “New Electricity Services Agreement”) dated 20 May 2010 between Jiangsu Lee & Man Chemical Limited (“Jiangsu Chemical”) and Jiangsu Lee & Man Paper Manufacturing Company Limited (“Jiangsu Paper”) pursuant to which Jiangsu Paper provides services to generate electricity for Jiangsu Chemical and the annual caps and the transactions contemplated thereunder be and are hereby approved and any one director be and are hereby authorised to exercise all the powers of the Company and take all other steps as they may in their opinion to be desirable or necessary in connection with the Electricity Services Agreement and generally to exercise all the powers of the Company as they deem desirable or necessary in connection with the foregoing.”
- “2. **THAT** the steam services agreement (the “New Steam Services Agreement”) dated 20 May 2010 between Jiangsu Lee & Man Chemical Limited (“Jiangsu Chemical”) and Jiangsu Lee & Man Paper Manufacturing Company Limited (“Jiangsu Paper”) pursuant to which Jiangsu Paper provides services to generate steam for Jiangsu Chemical and the annual caps and the transactions contemplated thereunder be and are hereby approved and any one director be and are hereby authorised to exercise all the powers of the Company and take all other steps as they may in their opinion

to be desirable or necessary in connection with the Steam Services Agreement and generally to exercise all the powers of the Company as they deem desirable or necessary in connection with the foregoing.”

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

4 June 2010

*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.

*At the date hereof this notice, 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.*

\* *for identification purposes only.*