



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 extraordinary general meeting (and at any adjournment thereof)
to be held on 13 June 2011 (“Extraordinary General Meeting”)**

I/We^(Note 1) _____
of _____
being the registered holder(s) of _____ shares^(Note 2) of HK\$0.10 each in the share capital of Lee & Man Holding Limited (the “Company”) HEREBY APPOINT THE CHAIRMAN OF THE MEETING ^(Note 3) or _____
_____ of _____
as my/our proxy to vote and act for me/us and on my/our behalf at the Extraordinary General Meeting (and any adjournment thereof) of the Company to be held at Unit A, 29/F., Admiralty Centre 1, 18 Harcourt Road, Hong Kong on 13 June 2011 at 10:30 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^(Note 4).

Capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 19 May 2011.

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	To approve the Proposed Spin-off (together with the Distribution); and to authorise the Directors to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient to give effect to the Proposed Spin-off (together with the Distribution)		
2.	To approve the adoption of the New Listco Share Option Scheme and to authorise the Directors to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give effect to the New Listco Share Option Scheme		

Dated this _____ day of _____ 2011 Signed _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- 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).
- 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 INITIALLED BY THE PERSON WHO SIGNS IT.
- 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.
- 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.
- 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.
- 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.
- 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.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting if you so wish, in such event, the instrument appointing a proxy shall be deemed to be revoked.

* for identification purposes only