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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 (“EGM”) of Lee & Man Holding Limited (the “Company”) will be held on Tuesday, 11 October 2011 at 10:30am at 8th Floor, Liven House, 61-63 King Yip Street, Kwun Tong, Kowloon, Hong Kong for the following purposes:

As special business, to consider and if thought fit, pass the following special resolution:

**SPECIAL RESOLUTION**

1. **“THAT** subject to and conditional upon approval of the Registrar of Companies in the Cayman Islands, the change of the name of the Company from “Lee & Man Holding Limited” to “Lee & Man Chemical Company Limited 理文化工有限公司” of which the Chinese name also replaces the existing Chinese name “理文集團有限公司” (which has been used by the Company for identification purposes only) be approved, and that the directors of the Company be and are hereby authorised to do all such acts and things and execute all documents that they consider necessary or expedient to give effect to the foregoing and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board  
**Lee & Man Holding Limited**  
**Wai Siu Kee**  
*Chairman*

Hong Kong, 16 September 2011

*Registered Office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Principal Office:*  
8th Floor Liven House  
61-63 King Yip Street  
Kwun Tong  
Kowloon  
Hong Kong

*At the date hereof this announcement, the Board comprises four executive directors, namely, Ms Wai Siu Kee, Mr Lee Man Yan, Mr Yang Zuo Ning and Ms Wong Yuet Ming, and three independent non-executive directors, namely, Mr Wong Kai Tung, Tony, Mr Wan Chi Keung, Aaron BBS JP and Mr Heng Victor Ja Wei.*

*Notes:*

1. Any member entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A 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. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
2. 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 the EGM, 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 of members of the Company in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer 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.
4. 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 Hong Kong branch share registrar, Tricor Secretaries Limited, 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong in or by way of note to or in any document accompanying the notice convening the meeting not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned EGM at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. A form of proxy for use at the EGM is enclosed.

\* *for identification purposes only.*