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## LEE & MAN CHEMICAL COMPANY LIMITED

理文化工有限公司

*(Incorporated in the Cayman Islands with limited liability)*

Website: <http://www.leemanchemical.com>

(Stock Code: 746)

### VOLUNTARY ANNOUNCEMENT

This announcement is made by Lee & Man Chemical Company Limited (the “**Company**”) on a voluntary basis.

The Company was notified by Mr. Lee Man Yan, an executive director of the Company, and Mr. Lee Wan Keung that (i) the Transfers (as defined below) was completed on 12 June 2018; and (ii) a waiver under Note 6(a) to Rule 26.1 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) in connection with the Transfers was granted by the Securities and Futures Commission (the “**SFC**”).

#### **Shareholding structure of the Company before completion of the Transfers**

As at the date of this announcement, the Company has 825,000,000 shares in issue. Immediately before the completion of the Transfers, (i) Fortune Star Tradings Ltd. (“**Fortune Star**”) held 340,312,500 issued shares of the Company (representing approximately 41.25% of the total issued shares of the Company); (ii) Mr. Lee Man Yan held 278,437,500 issued shares of the Company (representing approximately 33.75% of the total issued shares of the Company); and (iii) other than the indirect shareholding through his wholly-owned company Fortune Star, Mr. Lee Wan Keung was not a registered shareholder of the Company.

Mr. Lee Man Yan is a son of Mr. Lee Wan Keung. Fortune Star is a company incorporated in the British Virgin Islands and is wholly owned by Mr. Lee Wan Keung.

#### **The Transfers**

As part of the wealth planning of Mr. Lee Wan Keung, on 12 June 2018 Fortune Star transferred 216,562,500 shares of the Company to Mr. Lee Man Yan and 123,750,000 shares of the Company to Mr. Lee Wan Keung (the “**Transfers**”). The said shares were transferred for no consideration as gift.

## **Shareholding structure of the Company after completion of the Transfers**

Immediately after the completion of the Transfers and as at the date of this announcement, Mr. Lee Man Yan held 495,000,000 issued shares of the Company (representing approximately 60% of the total issued shares of the Company), Mr. Lee Wan Keung held 123,750,000 issued shares of the Company (representing approximately 15% of the total issued shares of the Company), and Fortune Star ceased to hold any issued shares of the Company.

## **Waiver under Note 6(a) to Rule 26.1 of the Takeovers Code**

The SFC has waived the obligation of Mr. Lee Man Yan to make a general offer for the shares of the Company arising as a result of the Transfers pursuant to Note 6(a) to Rule 26.1 of the Takeovers Code.

By Order of the Board  
**Lee & Man Chemical Company Limited**  
**Wai Siu Kee**  
*Chairperson*

Hong Kong, 12 June 2018

*As at the date of this announcement, the board of directors of the Company comprises four executive directors, namely Ms. Wai Siu Kee, Mr. Lee Man Yan, Professor Chan Albert Sun Chi and Mr. Yang Zuo Ning and three independent non-executive directors, namely Mr. Wong Kai Tung, Tony, Mr. Wan Chi Keung, Aaron and Mr. Heng Victor Ja Wei.*