
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Lee & Man Holding Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, licenced securities dealer or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

**LEE & MAN HOLDING LIMITED****理文集團有限公司****(incorporated in the Cayman Islands with limited liability)***(Stock Code: 746)****PROPOSED CHANGE OF NAME OF THE COMPANY
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice convening the extraordinary general meeting of Lee & Man Holding Limited to be held on 11 October 2011 at 10:30am at 8th Floor, Liven House, 61-63 King Yip Street, Kwun Tong, Kowloon, Hong Kong is set out on pages 5 to 6 of this circular.

Whether or not members are able to attend the extraordinary general meeting, they are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with Tricor Secretaries Limited, the share registrar of Lee & Man Holding Limited, at 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 above extraordinary general meeting not less than forty-eight (48) hours before the time appointed for holding the above extraordinary general meeting or any adjournment thereof. Delivery of an instrument appointing a proxy shall not preclude a member of Lee & Man Holding Limited from attending and voting in person at the extraordinary general meeting (or any adjournment thereof) and in such event, the instrument appointing a proxy shall be deemed to be revoked.

* *for identification purposes only*

16 September 2011

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	means the board of Directors
“Company”	means Lee & Man Holding Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange
“Director(s)”	means the director(s) of the Company
“EGM”	means the extraordinary general meeting of the Company to be convened and held at 8th Floor, Liven House, 61-63 King Yip Street, Kwun Tong, Kowloon, Hong Kong on 11 October 2011 at 10:30am or any adjournment thereof (as the case may be), to consider and, if it thought fit, approve the Proposed Change of Company Name
“HK\$”	means Hong Kong Dollars, the lawful currency of Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of the EGM”	means the notice convening the EGM as set out on pages 5 to 6 of this circular
“Proposed Change of Company Name”	means the proposed 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 replaces the existing Chinese name “理文集團有限公司” which has been used by the Company for identification purposes only
“Share(s)”	means the share(s) of par value of HK\$0.10 each in the capital of the Company
“Member(s)”	means the holder(s) of the Share(s)
“Special Resolution”	means the proposed special resolution on the Proposed Change of Company Name as referred to in the Notice of the EGM
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD OF DIRECTORS



LEE & MAN HOLDING LIMITED

理文集團有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 746)

Executive Directors:

Wai Siu Kee (*Chairman*)

Lee Man Yan

Yang Zuo Ning

Wong Yuet Ming

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Independent Non-Executive Directors:

Wong Kai Tung, Tony

Wan Chi Keung, Aaron *BBS JP*

Heng Victor Ja Wei

Principal Office in Hong Kong:

8th Floor, Liven House

61-63 King Yip Street

Kwun Tong

Kowloon

Hong Kong

16 September 2011

To the members of the Company

Dear Sir or Madam,

**PROPOSED CHANGE OF NAME OF THE COMPANY
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with Notice of the EGM, and information in respect of the Special Resolution to be proposed at the EGM to be held on 11 October 2011 at 10:30am at 8th Floor, Liven House, 61-63 King Yip Street, Kwun Tong, Kowloon, Hong Kong for the approval of the Proposed Change of Company Name.

* *for identification purposes only*

LETTER FROM THE BOARD OF DIRECTORS

2. CHANGE OF NAME OF THE COMPANY

The Board proposes to change 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 its existing Chinese name “理文集團有限公司” (which has been used by the Company for identification purposes only).

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to (i) the passing of the Special Resolution by the Members at the EGM approving the Proposed Change of Company Name; and (ii) the approval of the use of the proposed new English and Chinese names of the Company by the Registrar of Companies in the Cayman Islands.

The Company will carry out the necessary filing procedures with the Registrar of Companies in the Cayman Islands. The new names of the Company will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new names of the Company on the register in place of the former name. The Registrar of Companies in the Cayman Islands is expected to issue the certificate of incorporation on change of name thereafter and the Company will then complete the necessary filing procedures with the Companies Registry in Hong Kong and is expected to submit all relevant documents to The Stock Exchange of Hong Kong Limited.

Reason for the Proposed Change of Company Name

The Board considers that the Proposed Change of Company Name will better reflect the scope of the Company’s business of manufacturing and selling chemical products. Overall, the Board believes that the Proposed Change of Company Name is in the interest of the Company and the Members.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any of the rights of the Members. All existing share certificates of the Company in issue bearing the existing English name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to the Shares and will remain to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new English and Chinese names of the Company.

Upon the Proposed Change of Company Name becoming effective, any new share certificates of the Company will be issued under the new English and Chinese names of the Company, and the English and Chinese stock short names of the Company will also be changed.

The Company will make a further announcement to inform Members of the effective date of the Proposed Change of Company Name and the trading arrangement in respect of the new stock short names of the Company.

LETTER FROM THE BOARD OF DIRECTORS

3. EXTRAORDINARY GENERAL MEETING

The Notice of the EGM is set out on pages 5 to 6 of this circular. At the EGM, the Special Resolution will be proposed to approve the Proposed Change of Company Name.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkex.com.hk) and the Company (www.leeman.com.hk). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and 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, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. The completion and return of the form of proxy will not preclude a Member from attending and voting at the EGM if so wished, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. LISTING RULES REQUIREMENT

According to rule 13.39(4) of the Listing Rules, any vote of Members at a general meeting must be taken by poll. Therefore, the Special Resolution put to the vote at the EGM will be taken by way of poll.

5. RECOMMENDATION

The Directors consider that the Proposed Change of Company Name is in the best interests of the Company and the Members. The Directors therefore recommend the Members to vote in favour of the Special Resolution as set out in the Notice of the EGM on pages 5 to 6 of this circular.

Yours faithfully
For and on behalf of
Lee & Man Holding Limited
Wai Siu Kee
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



LEE & MAN HOLDING LIMITED

理文集團有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 746)

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

* *for identification purposes only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

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.