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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 Chemical Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



LEE & MAN CHEMICAL COMPANY LIMITED

理文化工有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 746)

**NOTICE OF ANNUAL GENERAL MEETING
PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES
RE-ELECTION AND APPOINTMENT OF DIRECTORS**

A notice convening the Annual General Meeting (“AGM”) of Lee & Man Chemical Company Limited to be held on 9 May 2016 at 11:30 a.m. at Cherry, Second Floor, InterContinental Hong Kong, 18 Salisbury Road, Kowloon, Hong Kong is set out on pages 14 to 18 of this circular.

Whether or not shareholders are able to attend the AGM, they are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Company’s Hong Kong branch share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM (or any adjournment thereof) should they so desire.

1 April 2016

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DEFINITIONS

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

“AGM”	means the Annual General Meeting of the Company to be convened and held at Cherry, Second Floor, InterContinental Hong Kong, 18 Salisbury Road, Kowloon, Hong Kong on 9 May 2016 at 11:30 a.m.
“Articles”	means the articles of association of the Company adopted at the annual general meeting held on 12 August 2005
“Close Associates”	bears the same meaning ascribed thereto in the Listing Rules
“Company”	means Lee & Man Chemical Company Limited 理文化工有限公司, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange
“Director(s)”	means directors of the Company or the Board of Directors of the Company, as the context may require
“Group”	means the Company and its subsidiaries
“HK\$”	means Hong Kong Dollars, the lawful currency of Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	means 22 March 2016, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	means the notice convening the AGM
“Repurchase Mandate”	means a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares on the terms set out in the Notice
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	means share(s) of par value of HK\$0.10 each in the capital of the Company

DEFINITIONS

“Shareholder(s)”	means holders of the Shares
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“Subsidiary”	means a subsidiary within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) for the time being of the Company whether incorporated in Hong Kong or elsewhere and “Subsidiaries” shall be construed accordingly
“Takeovers Code”	means the Hong Kong Code on Takeovers and Mergers
“%”	per cent.



LEE & MAN CHEMICAL COMPANY LIMITED

理文化工有限公司

(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

Independent Non-executive Directors:

Wong Kai Tung, Tony

Wan Chi Keung, Aaron *BBS JP*

Heng Victor Ja Wei

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal Office in Hong Kong:

8th Floor, Liven House

61-63 King Yip Street

Kwun Tong

Kowloon

Hong Kong

1 April 2016

To Shareholders of the Company

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING
PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES
RE-ELECTION AND APPOINTMENT OF DIRECTORS**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM to be held at Cherry, Second Floor, InterContinental Hong Kong, 18 Salisbury Road, Kowloon, Hong Kong, on 9 May 2016 at 11:30 a.m. which, upon approval, would enable the Company to, among other things:

- (a) repurchase Shares not exceeding 10% of the aggregate number of Shares in issue as at the date of passing such resolution;
- (b) issue new Shares not exceeding 20% of the number of Shares in issue on the date of passing such resolution;

LETTER FROM THE BOARD OF DIRECTORS

- (c) add to the new issue mandate in (b) above those Shares repurchased by the Company pursuant to the Repurchase Mandate set out in (a) above;
- (d) re-elect certain Directors of the Company; and
- (e) appoint a new Director.

PROPOSED REPURCHASE MANDATE AND ISSUE MANDATE

At the AGM, it will be proposed, by way of ordinary resolutions, that the Directors be given general mandates to (i) repurchase Shares, the aggregate number of which does not exceed 10% of the number of the issued Shares as at the date of passing the ordinary resolution; and (ii) allot, issue or otherwise deal with Shares not exceeding 20% of the aggregate number of the issued Shares on the date of the passing of the ordinary resolution; (iii) add to the new issue mandate in (ii) above those Shares repurchased by the Company pursuant to the Repurchase Mandate described in (i) above, during the period from the date of the AGM up to the conclusion of the next following annual general meeting of the Company. Any issue of new Shares is subject to approval from the Stock Exchange for the listing of and permission to deal in such new Shares.

It is proposed that general mandate be granted to allot, issue or otherwise deal with additional Shares not exceeding 20% of the number of issued Shares as at the date of passing the ordinary resolution. On the basis of 825,000,000 Shares in issue as of the Latest Practical Date and assuming no further Shares will be allotted and issued or repurchased and cancelled prior to the AGM, the maximum number of Shares to be issued under the proposed general mandate is 165,000,000 Shares.

The Repurchase Mandate and the issue mandate would continue in force until (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; (c) the Repurchase Mandate and/or the issue mandate is/are revoked or varied by an ordinary resolution of the Company in general meeting, whichever is the earliest.

An explanatory statement containing information relating to the Repurchase Mandate and as required pursuant to the Listing Rules, in particular Rule 10.06(1)(b), is set out on pages 7 to 9 to this circular. This explanatory statement provides you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

PROPOSED RE-ELECTION OF CERTAIN DIRECTORS, APPOINTMENT OF DIRECTOR AND DETAILS OF SERVICES CONTRACTS RELATING TO DIRECTORS

In accordance with article 87 of the Articles, each of Ms. Wai Siu Kee and Mr. Wong Kai Tung, Tony will retire at the AGM and, being eligible, will each offer herself or himself for re-election. In addition, Professor Chan Albert Sun Chi is proposed to be appointed as Director.

LETTER FROM THE BOARD OF DIRECTORS

Details of Directors proposed to be re-elected and appointed in the AGM and details of service contracts relating to Directors are set out in Appendix II and Appendix III of this circular.

THE AGM

The following are the details of the AGM:

Date: 9 May 2016

Time: 11:30 a.m.

Venue: Cherry, Second Floor, InterContinental Hong Kong, 18 Salisbury Road, Kowloon, Hong Kong

The Notice is set out on pages 14 to 18 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event so as to arrive not less than 48 hours before the time appointed for holding the AGM. The return of a form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so desire.

CLOSURE OF REGISTER OF MEMBERS IN RELATION TO THE AGM

For ascertaining Shareholders' right to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 5 May 2016 to Monday, 9 May 2016, both dates inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:00 p.m. on Wednesday, 4 May 2016.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share held.

After the conclusion of the AGM, the poll results will be published on the website of Hong Kong Exchanges and Clearing Limited at www.hkex.com.hk and the website of the Company at www.leemanchemical.com.

LETTER FROM THE BOARD OF DIRECTORS

RECOMMENDATION

The Directors consider that the proposals referred to in this circular are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions to be proposed at the AGM to approve the general mandates to issue and repurchase Shares, the addition to the new issue mandate those shares repurchased pursuant to the Repurchase Mandate, the re-election and appointment of Directors.

Yours faithfully,
For and on behalf of
Lee & Man Chemical Company Limited
Ms. Wai Siu Kee
Chairman

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorizing the Repurchase Mandate.

This explanatory statement contains all reasonable information required pursuant to Rule 10.06(1)(b) of the Listing Rules which are set out as follows:

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprised 825,000,000 Shares.

Subject to the passing of the proposed resolution granting the Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased prior to the AGM nor outstanding options, if any, granted under the share option scheme being exercised, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 82,500,000 Shares.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and Shareholders as a whole for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and Shareholders as a whole. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and Shareholders as a whole.

3. FUNDING OF REPURCHASES

Any repurchases may only be effected out of funds of the Company legally available for the purposes in accordance with the Company's memorandum of association and articles of association and the applicable laws of the Cayman Islands. A listed company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

It is presently proposed that any repurchase of Shares would be made out of capital (subject to the Companies Law), profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose and, in the case of any premium payable on such repurchase, from profits of the Company or from the Company's share premium account or out of capital (subject to the Companies Law).

The repurchase of Shares made out of capital will be conditional upon the fact that immediately following the date on which payment out of capital is proposed to be made, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

4. STATUS OF REPURCHASED SHARES

The Listing Rules provide that the listing of all repurchased Shares is automatically cancelled and that the certificates for those Shares must be cancelled and destroyed. Under the law of the Cayman Islands, a company's repurchased shares shall be treated as cancelled and its issued share capital (but not the authorized share capital) will be reduced accordingly.

5. EFFECT OF EXERCISE OF THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report for the year ended 31 December 2015) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. DISCLOSURE OF INTERESTS

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective Close Associates, have any present intention, if the Repurchase Mandate is exercised, to sell any Shares to the Company.

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company if the Repurchase Mandate is exercised and neither has any of the connected persons undertaken not to sell his Shares to the Company in the event the Repurchase Mandate is exercised.

7. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

8. TAKEOVERS CODE CONSEQUENCES

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code. The Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, Fortune Star Tradings Ltd., which is the controlling Shareholder of the Company, held approximately 75% of the Shares. As at the Latest Practicable Date, the Directors are not aware of any consequences for Fortune Star Tradings Ltd. under the Takeovers Code as a result, solely, of the Directors exercising the Repurchase Mandate in full. However, if the Repurchase Mandate is exercised in full, the amount of Shares held by Fortune Star Tradings Ltd. will increase to approximately 83.33% and the amount of Shares held by the public will be reduced to less than 25% of the total issued share capital of the Company respectively. The Directors have no intention to repurchase Shares to such an extent which will result in the number of Shares held by the public being reduced to less than 25%.

9. SHARE PURCHASE MADE BY THE COMPANY

No repurchases of securities have been made by the Company in the previous six months, whether on the Stock Exchange or otherwise.

10. SHARE PRICES

The highest and lowest prices of the Shares as quoted by the Stock Exchange in each of the previous twelve months before the Latest Practicable Date were as follows:

	Shares	
	Highest price HK\$	Lowest price HK\$
2015		
March	3.89	3.50
April	4.24	3.79
May	4.85	4.23
June	4.83	4.33
July	4.40	3.82
August	4.30	3.00
September	3.75	3.10
October	3.40	3.11
November	3.14	2.49
December	2.59	2.18
2016		
January	2.40	1.85
February	1.98	1.76
March (as at the Latest Practicable Date)	2.65	1.90

DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

The details of the Directors who are required to retire at the AGM according to the Articles and who, being eligible, offer themselves for re-election at the AGM are as follows:

(1) **Ms. Wai Siu Kee – Executive Director**

Ms. Wai Siu Kee, aged 71, is the Chairman and Executive Director of the Group who joined the Group since its establishment in 1976. She is also the founder, chairman and chief executive officer of Lee & Man Handbags Holding Limited (Stock Code: 1488). Ms. Wai has more than 50 years of experience in the manufacturing industry. She is responsible for the development of corporate strategies, corporate planning and overall management of the Group and in particular the marketing and development of the business of the Group. Ms. Wai is the honorary permanent president of the Hong Kong Baptist University Foundation. Ms. Wai is the mother of Mr. Lee Man Yan, the executive Director of the Group who also held 45% shareholdings of Fortune Star Tradings Ltd., which is the controlling shareholder of the Company.

Ms. Wai entered into a service contract with the Company on 1 September 2014 for three years and which term shall continue thereafter unless and until terminated by either the Company or Ms. Wai giving to the other not less than three months' notice in writing or payment of salary in lieu of notice to terminate the service contract. Pursuant to the service contract with Ms. Wai, she is entitled to an annual remuneration of HK\$2,160,000 and a discretionary bonus to be decided by the majority of the Directors (with Ms. Wai abstaining from voting and not being counted in the quorum in respect of any resolution proposed to determine the amount payable to herself) provided that the total amount of bonus payable to all the Directors in respect of any one financial year shall not exceed 10% of the consolidated profit after taxation of the Group for the relevant year. Her remuneration was determined by the board of Directors by reference to the prevailing market rates, the Company's remuneration policy, her duties and responsibility within the Group and her expected contribution to the Group.

Save as disclosed above, Ms. Wai did not hold any directorships in other listed public companies in the last three years preceding the Latest Practicable Date. Other than that mentioned above, Ms. Wai does not have any relationship with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Ms. Wai does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Saved as disclosed above, there is no information relating to Ms. Wai that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Ms. Wai's re-election.

(2) Mr Wong Kai Tung, Tony – Independent Non-Executive Director

Mr. Wong Kai Tung, Tony, aged 73, has been an Independent Non-executive Director of the Company since 2004. He has been a practicing lawyer in Hong Kong since 1968 and has also been admitted as a solicitor in England and Wales. He is currently a consultant at Messrs. Hastings & Co., Solicitors and Notaries. Mr. Wong is also an Independent Non-executive Director of Lee & Man Paper Manufacturing Limited (Stock Code: 2314) and has been so since 2003.

Pursuant to an appointment letter to be entered into with the Company, Mr. Wong's appointment shall be for a term of approximately one year commencing from 9 May 2016 upon conclusion of the AGM and ending at the next annual general meeting of the Company but, in any event, no later than 30 June 2017. The appointment may be terminated by either party giving at least three months' prior notice in writing. Pursuant to the appointment letter, Mr. Wong will be entitled to receive an annual remuneration of HK\$150,000. His remuneration was determined by the board of Directors by reference to the prevailing market rates, the Company's remuneration policy, his duties and responsibility within the Group and his expected contribution to the Group.

Mr. Wong Kai Tung, Tony has been appointed as an independent non-executive Director of the Company for more than twelve years. The Company has received from Mr. Wong confirmation of independence according to Rule 3.13 of the Listing Rules. Mr. Wong has not engaged in any executive management of the Group. Taking into consideration of his independent scope of work in the past years, the Directors consider Mr. Wong to be independent under the Listing Rules despite the fact that he has served the Company for more than twelve years. The Board believes that Mr. Wong's continued tenure will bring considerable stability to the Board and the Board has benefited greatly from the presence of Mr. Wong who has over time gained valuable insight into the Group.

Save as disclosed above, Mr. Wong did not hold any directorships in other listed public companies in the last three years preceding the Latest Practicable Date. Mr. Wong does not have any relationship with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Wong does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Saved as disclosed above, there is no information relating to Mr. Wong that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Mr. Wong's re-election.

DETAILS OF DIRECTOR PROPOSED TO BE APPOINTED AT THE AGM

(1) Professor Chan Albert Sun Chi – Executive Director

Professor Chan Albert Sun Chi, aged 65, is a world-renowned organic chemist, Member of the Chinese Academy of Sciences, and Emeritus President and Vice-Chancellor of Hong Kong Baptist University. Professor Chan received his bachelor degree from International Christian University in Japan in 1975 and his MSc and PhD degrees from the University of Chicago respectively in 1976 and 1979. Upon graduation from the University of Chicago, he started an industrial career at the Monsanto Corporate Research Laboratories where he had worked for 13 years, rising through the ranks of Senior Research Chemist, Research Specialist, Senior Research Specialist and finally Monsanto Fellow. In 1992–1993 he taught at the National Taiwan University as a Visiting Expert. Since joining the Hong Kong Polytechnic University in 1994, Professor Chan had served as Chair Professor and Head of the Department of Applied Biology and Chemical Technology, Dean of the Faculty of Applied Science and Textiles, and Vice President (Research Development). He was the 4th President and Vice-Chancellor of Hong Kong Baptist University in 2010–2015. Professor Chan’s research areas include the application of chiral catalysts in asymmetric syntheses and their industrial applications, development of pharmaceutical products and related processes, pharmaceutical and nutritional products based on Chinese medicines, new organic chemical process and their industrial applications, research and industrial applications of green sciences, novel material discovery and development, etc. Elected as Member of the Chinese Academy of Sciences in 2001, Professor Chan has received numerous prestigious awards including the National Natural Science Award of China (second class), Japan Society of Synthetic Chemistry Lectureship Award, the Japan Society for the Promotion of Science Invitation Fellowship, and was appointed as Justice of Peace by the Hong Kong Government of Special Administrative Region. Professor Chan has enjoyed a very distinguished academic career, with seven books and more than 500 SCI journal papers published, as well as more than 11,000 citations on publications. In addition, he has 30 US patents and numerous Chinese patents granted, two series of technologies transferred to major global corporations for commercial application, one permit granted for the human clinical trial of new drug, and commercialization of a major invention (this is a practical and commercially attractive technology for converting the ozone-depleting chemical carbon tetrachloride to commercially useful chloroform. This technology is already successfully commercialized in China by the Company, and has made positive contribution to the sustainable development of chloroform industry as well as environmental protection.)

Pursuant to a service contract to be entered into with the Company, Professor Chan’s appointment shall be for a term of three years commencing from 9 May 2016 upon conclusion of the AGM and which term shall continue thereafter, unless and until terminated by either the Company or Professor Chan giving to the other not less than three months’ notice in writing or payment of salary in lieu of notice to terminate the service contract. Pursuant to the service contract to be entered into with Professor Chan, he is entitled to an annual remuneration of HK\$5,000,000 and a discretionary bonus to be decided by the majority of the Directors (with Professor Chan abstaining from voting and not being counted in the quorum in respect of any resolution proposed to determine the

amount payable to himself) provided that the total amount of bonus payable to all the Directors in respect of any one financial year shall not exceed 10% of the consolidated profit after taxation of the Group for the relevant year. His remuneration was determined by the board of Directors by reference to the prevailing market rates, the Company's remuneration policy, his duties and responsibility within the Group and his expected contribution to the Group.

Professor Chan did not hold any directorships in other listed public companies in the last three years preceding the Latest Practicable Date and does not have any relationship with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Professor Chan does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Saved as disclosed above, there is no information relating to Professor Chan that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Professor Chan's appointment.

NOTICE OF ANNUAL GENERAL MEETING



LEE & MAN CHEMICAL COMPANY LIMITED
理文化工有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 746)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting (“AGM”) of Lee & Man Chemical Company Limited (the “Company”) will be held at Cherry, Second Floor, InterContinental Hong Kong, 18 Salisbury Road, Kowloon, Hong Kong on 9 May 2016 at 11:30 a.m. for the following purposes:

As ordinary business, to consider and if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited financial statements and the reports of the Directors and of the auditors of the Company for the year ended 31 December 2015;
2. To declare a final dividend for the year ended 31 December 2015;
3. To re-elect Ms. Wai Siu Kee as an Executive Director of the Company;
4. To re-elect Mr. Wong Kai Tung, Tony as an Independent Non-executive Director of the Company;
5. To appoint Professor Chan Albert Sun Chi as an Executive Director of the Company;
6. To authorize the Board of Directors of the Company to fix the remuneration of all Directors of the Company for the year ending 31 December 2016 and bonuses in favour of Executive Directors to be decided by the majority of the Board provided that the total amount of bonus payable to all the Directors in respect of any one financial year shall not exceed 10% of the consolidated profit after taxation of the Group for the relevant year;
7. To re-appoint Messrs Deloitte Touche Tohmatsu as auditors of the Company for the ensuing year and authorize the Board of Directors of the Company to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

8. "THAT:

- (a) subject to paragraph (c), the exercise by the Board of Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the Board of Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board of Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue (as hereinafter defined) or the exercise of the subscription rights under the share option scheme of the Company (if any), shall not exceed 20% of the aggregate number of issued shares of the Company as at the date of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earlier of:

- (I) the conclusion of the next annual general meeting of the Company;
- (II) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; and
- (III) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares open for a period fixed by the Board of Directors of the Company to shareholders of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Board of Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

9. **“THAT:**

- (a) the exercise by the Board of Directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution,

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earlier of:

- (I) the conclusion of the next annual general meeting of the Company;
- (II) the expiration of the period within which the next annual general meeting of the Company is required to be held by any other applicable law of the Cayman Islands or the articles of association of the Company; and
- (III) the revocation or variation of this resolution of the Shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

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

10. “**THAT** conditional upon resolutions numbered 8 and 9 above being passed, the aggregate number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Board of Directors of the Company as mentioned in resolution number 9 above shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Board of Directors of the Company pursuant to resolution number 8 above.”

By Order of the Board
Ms. Wong Yuet Ming
Company Secretary

Hong Kong, 1 April 2016

Principal Office in Hong Kong:

8th Floor Liven House
61–63 King Yip Street
Kwun Tong
Kowloon
Hong Kong

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

As at the date of this notice, the Board of Directors of the Company 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.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member entitled to attend and vote at the AGM 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 AGM. 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 registered 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 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 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 form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the AGM, and in default the form of proxy shall not be treated as valid.
5. The completion and return of the form of proxy shall not preclude members from attending and voting in person at the AGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. A form of proxy for use at the AGM is enclosed.