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LEE & MAN CHEMICAL COMPANY LIMITED

理文化工有限公司

(Incorporated in the Cayman Islands and its members' liability is limited)

Website: www.leemanchemical.com

(Stock Code: 746)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Lee & Man Chemical Company Limited (the “**Company**”) will be held at SPRG office, 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on 22 March 2024 at 11:30 a.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

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

- (1) “**THAT** the agreement dated 29 December 2023 entered into between Jiangsu Lee & Man Paper Manufacturing Company Limited (the “**Jiangsu Paper**”) and Jiangsu Lee & Man Chemical Limited (“**Jiangsu Chemical**”) (the “**2024 Jiangsu Steam and Electricity Agreement**”) pursuant to which Jiangsu Paper supplies steam and electricity to Jiangsu Chemical, and its annual caps and the transactions contemplated thereunder be and are hereby approved and any one director of the Company be and are hereby authorised to exercise all the powers of the Company and take all other steps as they may in their opinion to be desirable or necessary in connection with the 2024 Jiangsu Steam and Electricity Agreement and the transactions contemplated thereunder and generally to exercise all the powers of the Company as they deem desirable or necessary in connection with the foregoing.”

- (2) “**THAT** the agreement dated 29 December 2023 entered into between Jiangxi Lee & Man Chemical Limited (the “**Jiangxi Chemical**”) and Lee & Man Paper Manufacturing Limited (“**LMP**”) (the “**2024 Jiangxi Steam and Electricity Agreement**”) pursuant to which Jiangxi Chemical supplies steam and electricity to LMP (or LMP’s group companies), and its annual caps and the transactions contemplated thereunder be and are hereby approved and any one director of the Company be and are hereby authorised to exercise all the powers of the Company and take all other steps as they may in their opinion to be desirable or necessary in connection with the 2024 Jiangxi Steam and Electricity Agreement and the transactions contemplated thereunder and generally to exercise all the powers of the Company as they deem desirable or necessary in connection with the foregoing.”
- (3) “**THAT** the agreement dated 29 December 2023 entered into between the Company and LMP (the “**2024 Chemicals Purchase Agreement**”) pursuant to which the Company sells (or procure its subsidiaries to sell) industrial chemical products to LMP (or LMP’s group companies), and its annual caps and the transactions contemplated thereunder be and are hereby approved and any one director of the Company be and are hereby authorised to exercise all the powers of the Company and take all other steps as they may in their opinion to be desirable or necessary in connection with the 2024 Chemicals Purchase Agreement and the transactions contemplated thereunder and generally to exercise all the powers of the Company as they deem desirable or necessary in connection with the foregoing.”

By Order of the Board
Lee & Man Chemical Company Limited
Ho Chun Ho Jason
Company Secretary

Hong Kong, 7 March 2024

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 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 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 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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the EGM, and in default the form of proxy shall not be treated as valid.
5. The register of members of the Company will be closed from Tuesday, 19 March 2024 to Friday, 22 March 2024, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 18 March 2024.
6. The completion and return of the form of proxy shall not preclude members from attending and voting in person at the EGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. A form of proxy for use at the EGM is enclosed.

At the date of this notice, the Board 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. Wan Chi Keung, Aaron BBS JP, Mr. Heng Victor Ja Wei and Mr. Wong King Wai Kirk.