



# 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)

### Form of proxy for use at the Extraordinary General Meeting (and at any adjournment thereof) to be held on 22 March 2024 ("EGM")

I/We (Note 1) \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of \_\_\_\_\_ shares (Note 2) of HK\$0.10 each in the share capital of Lee & Man Chemical Company Limited (the "Company") HEREBY APPOINT THE CHAIRMAN OF THE MEETING (Note 3) or \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote and act for me/us and on my/our behalf at the EGM (and any adjournment thereof) of the Company to be held at SPRG office, 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 22 March 2024 at 11:30 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the Notice convening the said meeting and as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit (Note 4).

	ORDINARY RESOLUTIONS	FOR	AGAINST
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."		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024 Signed \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to tick any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the Notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- 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.
- 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.
- 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.
- 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.
- 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.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Privacy Compliance Officer of Tricor Secretaries Limited at the above address.