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理文造紙有限公司\*

**Lee & Man Paper Manufacturing Limited**

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

(Stock Code: 2314)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the "EGM") of the shareholders of Lee & Man Paper Manufacturing Limited (the "Company") will be held at 5th Floor, Liven House, 61-63 King Yip Street, Kwun Tong, Kowloon, Hong Kong, on Friday, 26 September 2008 at 11:00 a.m. to consider as special business, and, if thought fit, to pass the following resolutions as ordinary resolutions of the Company:

**"THAT:**

- (a) the grant to Mr Lee Man Chun Raymond of the share options under the share option scheme of the Company adopted on 11 September 2003 (the "Share Option Scheme") to subscribe for 30,000,000 ordinary shares of HK\$0.10 each (the "Shares") at the subscription price of HK\$7.488 per Share, further information of which was set out in the circular of the Company dated 10 September 2008 (the "Circular") be and is hereby approved; and
- (b) the grant to Mr Lee Man Bun of the share options under the Share Option Scheme to subscribe for 20,000,000 Shares at the subscription price of HK\$7.488 per Share, further information of which was set out in the Circular be and is hereby approved."

By order of the board of  
**Lee & Man Paper Manufacturing Limited**  
Mr Cheung Kwok Keung  
Company Secretary

Hong Kong, 10 September 2008

*\* for identification purposes only*

*As at the date of this notice, the board of directors of the Company comprises four executive directors, namely Mr Lee Wan Keung Patrick, Mr Lee Man Chun Raymond, Mr Lee Man Bun and Mr Li King Wai Ross, one non-executive director, namely Professor Poon Chung Kwong and three independent non-executive directors, namely Mr Wong Kai Tung Tony, Ms Law Kar Shui Elizabeth and Mr Peter A Davies.*

Notes:

1. Any member entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead. Any 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.
2. A proxy need not be a member of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor 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.
3. 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 branch share registrar in Hong Kong, Tricor Investor Services Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
4. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. 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 any 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 in respect of the joint holding.
6. A form of proxy for use at the EGM is enclosed.