

Lee & Man Paper Manufacturing Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2314)

Procedures for shareholders to propose a person for election as a director

1. The procedures for the shareholders of the Company to propose a person for election as a director are generally governed by Article 88 of the Company's Articles of Association. Article 88 reads as follows:

88. No person other than a Director retiring at the meeting, shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless there shall have been lodged at the Office or at the head office of the Company within the period referred to in the next succeeding sentence a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected. The period for lodgment of such notices shall commence on (and include) the day after the dispatch of the notice of meeting appointed for such election and end on (and exclude) the date that is seven (7) days before the date appointed for the meeting.

2. Logistically it shall be as follows:
 - 2.1. The shareholder who recommends the person for appointment as director has to lodge at the registered office or the principal office of the Company a notice nominating the person with the person's written consent (the "**Nomination**").
 - 2.2. The Nomination should be lodged at the registered office or the principal office of the Company at least 7 clear days before the meeting date.
 - 2.3. The Company will have to include the resolution for the appointment of the person as director in the notice of the AGM if the Nomination is received in time.
 - 2.4. If the notice of the AGM has been sent out before the Nomination is received by the Company, then the Company will have to consider whether it is feasible or practical to send out a supplementary notice of AGM and amended form of proxy with the addition of the resolution to appoint the person as Director to shareholders.
3. In order to enable Shareholders to make an informed decision on the proposed election of Directors, the written notice under paragraph 2 shall be accompanied by the following biographical information of the nominated Director:
 - 3.1. the age and the full name;

- 3.2. positions held by the nominated Director with the Company and other members of the Group (if any);
- 3.3. previous experience of the nominated Director including (i) other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications;
- 3.4. current employment and such other information (which may include business experience and academic qualifications) of which the Shareholders should be aware, pertaining to the ability or integrity of the nominated Director;
- 3.5. length or proposed length of service with the Company (if any);
- 3.6. relationships with any Directors or senior management or substantial or controlling Shareholders, or an appropriate negative statement;
- 3.7. interests in the Company's shares within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;
- 3.8. if applicable, the amount of director's emoluments and the basis of determining the director's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the nominated Director has or does not have a service contract with any member of the Group and how much of these emoluments are covered by a service contract);
- 3.9. contact details; and
- 3.10. all information as required under Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements.