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



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

This circular includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries that, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

Notice convening the AGM (as defined herein) of Lee & Man Paper Manufacturing Limited to be held on 15 August 2006 at 11:30 a.m. in Salon 1, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong and 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 share registrar, Tricor Investor Services Ltd., at 26/F Tesbury Centre, 28 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 (or any adjournment thereof). 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.

CONTENT

	<i>Page</i>
Definitions	1
Letter from the Board of Directors	3
Appendix I – Explanatory Statement	6
Appendix II – Details of Directors Proposed to be Re-elected at the AGM	11
Notice of Annual General Meeting	14

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 Salon 1, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong, held on 15 August 2006 at 11:30 a.m.
“Articles “	means the articles of association of the Company adopted pursuant to written resolutions passed on 11 September 2003
“Associates”	bears the same meaning ascribed thereto in the Listing Rules
“CB Repurchase Mandate”	means a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Convertible Bonds on the terms set out in the Notice
“Company”	means Lee & Man Paper Manufacturing Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange
“Convertible Bonds”	means the zero coupon convertible bonds of an aggregate principal amount of HK\$1,000 million due 2011 listed on the Stock Exchange on 16 January 2006 with a stock code of 2533, details of which are set out in the announcement of the Company dated 21 December 2005
“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 14 July 2006, 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

DEFINITIONS

“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”	means the 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
“Share Option Scheme”	means the pre-IPO share option scheme and the share option scheme, both of which schemes were adopted by the Company on 11 September 2003
“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 32 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.

LETTER FROM THE BOARD OF DIRECTORS



理文造紙有限公司*

Lee & Man Paper Manufacturing Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2314)

Executive Directors:

Lee Wan Keung Patrick (Chairman)
Lee Man Chun Raymond
Lee Man Bun
Li King Wai Ross
Tan Siak Him Alexander

Non-Executive Director:

Professor Poon Chung Kwong

Independent Non-Executive Directors:

Wong Kai Tung Tony
Heng Kwo Seng
Law Kar Shui Elizabeth

Registered Office:

Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681 GT
George Town
Grand Cayman
British West
Indies

Principal Office:

5th Floor, Liven House
61-63 King Yip Street
Kwun Tong
Kowloon
Hong Kong

14 July 2006

To Shareholders of the Company

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING
PROPOSALS FOR GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES AND CONVERTIBLE BONDS
AND RE-ELECTION 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 Salon 1, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 15 August 2006 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 nominal value of the Shares in issue as at the date of passing such resolution;
- (b) issue new shares equivalent to 20% of the Shares in issue on the date of the passing the relevant resolution;
- (c) to 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;

* for identification purposes only

LETTER FROM THE BOARD OF DIRECTORS

- (d) repurchase Convertible Bonds not exceeding 10% of the outstanding principal amount of the Convertible Bonds as at the date of passing such resolution ; and
- (e) re-elect certain Directors.

PROPOSED GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, it will be proposed, by way of ordinary resolution, that the Directors be given a general mandate to (i) repurchase Shares, the aggregate nominal amount of which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the ordinary resolution; (ii) allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate nominal value of the issued share capital of the Company on the date of the passing of the ordinary resolution; (iii) to add to the new issue mandate in (ii) above those Shares repurchased by the Company pursuant to the Repurchase Mandate described in (i) above; and (iv) to authorize the Board to exercise the powers of the Company to repurchase Convertible Bonds not exceeding 10% of the outstanding principal amount of the Convertible Bonds as at the date of passing such resolution, at such price as the board of Directors from time to time determines during the period from the date of the AGM up to the next following annual general meeting of the Company.

An explanatory statement containing information relating to the Repurchase Mandate and the CB Repurchase Mandate as required pursuant to the Listing Rules, in particular Rule 10.06(1)(b), is set out on pages 6 to 10 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 and to the CB Repurchase Mandate.

PROPOSED RE-ELECTION OF CERTAIN DIRECTORS

In accordance with Article 86(3) and Article 87(1) of the Articles, each of Mr Lee Man Chun Raymond, Tan Siak Him Alexander and Li King Wai Ross will retire at the AGM and, being eligible, will offer himself for re-election. Information on such directors as required to be disclosed under the Listing Rules is set out in Appendix II to this circular.

THE AGM

The following are the details of the AGM:–

Date: 15 August 2006

Time: 11.30 a.m.

Venue: Salon 1, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong

LETTER FROM THE BOARD OF DIRECTORS

The Notice is set out on pages 14 and 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 share registrars, Tricor Investor Services Ltd., 26/F., Tesbury Centre, 28 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 or any adjournment thereof. 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.

POLL PROCEDURE

Where a resolution is put to the vote at the AGM, the resolution shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:-

- (a) by the chairman of the AGM; or
- (b) by at least three Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorized representative) or by proxy for the time being entitled to vote at the AGM; or
- (c) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorized representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the AGM; or
- (d) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorized representative) or by proxy and holding Shares conferring a right to vote at the AGM being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

On a poll votes may be given either personally or by proxy.

RECOMMENDATION

The Directors consider that the proposals referred to in this circular are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully
For and on behalf of
Lee & Man Paper Manufacturing Limited
Lee Wan Keung Patrick
Chairman

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

This explanatory statement contains all reasonable information required pursuant to Rule 10.06(1)(b) and other relevant provisions 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 972,058,000 Shares.

As at the Latest Practicable Date, there was an aggregate principal amount of HK\$1,000 million of the Convertible Bonds outstanding.

Subject to the passing of Ordinary Resolution No. 3(ii) 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 97,205,800 Shares.

Subject to the passing of the Ordinary Resolution No. 4 at the AGM and on the basis that none of the outstanding Convertible Bonds are exercised or redeemed, the Company would be allowed under the CB Repurchase Mandate to repurchase a maximum principal amount of HK\$100 million of Convertible Bonds.

The expiry of the Repurchase Mandate and the CB Repurchase Mandate will be the earlier of:-

- (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 of association of the Company or any applicable law to be held; and
- (c) the revocation or variation of the resolution (if passed) proposed at the AGM in relation to the Repurchase Mandate and the CB Repurchase Mandate by an ordinary resolution of the shareholders of the Company in a general meeting.

As at the Latest Practicable Date, none of the Convertible Bonds were converted or redeemed.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders 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.

Although the Company has the option under the terms of the Convertible Bonds to redeem them, there are timing restrictions and set premium which the Company is required to pay to redeem the Convertible Bonds. The proposed mandate to authorize the Board to exercise the powers of the Company to repurchase the Convertible Bonds from the market and will allow the Company to reduce the potentially dilutive effects on shareholding upon conversion and (depending on the price at which the Convertible Bonds are acquired) may allow the Company to profit from repurchases. Accordingly, the board of Directors considers that the proposed mandate to authorize the board of Directors to exercise the powers of the Company to repurchase the Convertible Bonds is in the best interests of the Company and Shareholders as a whole.

3. FUNDING OF REPURCHASES

Any repurchases will only be funded out of funds of the Company legally available for the purposes in accordance with the Company's memorandum of association and Articles 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 or the Convertible Bonds would be made out of capital paid up on the repurchased Shares, 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. The repurchase of Shares or the Convertible Bonds 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 AND THE REPURCHASED CONVERTIBLE BONDS

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. The repurchased Convertible Bonds will also be automatically cancelled and the certificates shall also be cancelled and destroyed.

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 financial year ended 31 March 2006) in the event that the Repurchase Mandate and/or the Convertible Bonds 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 associates, have any present intention, if the Repurchase Mandate is exercised, to sell any Shares to the Company.

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

As far as the Company is aware, no connected person (as defined in the Listing Rules) and none of the Directors and their respective associates holds any Convertible Bonds.

Accordingly, none of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective associates, have any present intention, if the Repurchase Mandate is exercised, to sell any Convertible Bonds (if any) to the Company.

Similarly, no connected person (as defined in the Listing Rules) has notified the Company that they have a present intention to sell any Convertible Bonds (if any) to the Company if the CB Repurchase Mandate is exercised and neither have any of the connected persons undertaken not to sell any Convertible Bonds (if any) to the Company in the event the Repurchase Mandate is exercised.

7. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate and the CB 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 Takeover 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, Gold Best Holdings Ltd, which is a controlling shareholder of the Company, held approximately 718,718,000 Shares, representing approximately 73.94% of the Shares issued by the Company. If the Repurchase Mandate is exercised in full, assuming that there are no further changes in the ownership structure of the Company and none of the Convertible Bonds are exercised, Gold Best Holdings Ltd. will be interested in approximately 82.15% of the Shares of the Company which will result in the Company not having sufficient public float. However, as at the Latest Practicable Date, the Company does not have any intention to exercise the Repurchase Mandate to the extent which would result in the Company not having sufficient public float. As at the Latest Practicable Date, the Directors are not aware of any consequences for Gold Best Holdings Ltd under the Takeover Code as a result, solely, of the Directors exercising the Repurchase Mandate in full.

9. SHARE OR CONVERTIBLE BONDS PURCHASE MADE BY THE COMPANY

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

10. SHARE OR CONVERTIBLE BOND 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 HK\$	Lowest HK\$
2005		
July	7.20	6.60
August	7.25	6.70
September	7.35	6.90
October	8.00	7.05
November	8.65	7.30
December	8.80	8.05
2006		
January	9.30	7.80
February	11.10	8.75
March	11.05	9.80
April	12.10	10.45
May	13.75	11.45
June	12.50	10.40

There has been no trading in the Convertible Bonds since they were listed on the Stock Exchange since 16 January 2006.

Pursuant to the Articles, 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) Mr Lee Man Chun Raymond BBS – Executive Director

Mr Lee Man Chun Raymond BBS, aged 35, Chief Executive Officer as well as founder of the Company, is primarily in charge of corporate planning, investment projects and acquisition of heavy production machines. Mr Lee has over ten years of operational experience in paper manufacturing and is experienced in professional formula of paper making and product development. He holds a bachelor's degree in applied science from the University of British Columbia. Mr Lee is also involved in a number of public engagements including being a standing member of the Political Consultative Committee of Hainan, the Vice-chairman of Rehabilitation Advisory Committee, the member of Yan Chai Hospital Advisory Board, the Honorary President of the Kowloon region of the Scout Association of Hong Kong and the President of the Hong Kong Road Safety Association. Mr Lee has also been awarded honorary citizenship of Dongguan and reputational citizenship of Changshu. In November 2002, Mr Lee was awarded the "Young Industrialist Award of HongKong 2002" by the Federation of the Hong Kong Industries. In addition, in November 2003, Mr Lee was also awarded the "2003 Hong Kong Ten Outstanding Young Persons Selection Awardee" by Hong Kong Junior Chamber. In 2005, Mr Lee received the "Bronze Bauhinia Star" (BBS) from the Government of the Hong Kong Special Administrative Region. Mr Lee is the eldest son of Mr Lee Wan Keung Patrick, Chairman of the Company. He is also related to Mr Lee Man Bun and Mr Li King Wai Ross, both of whom are Directors and the son and son-in-law respectively of Mr Lee Wan Keung Patrick.

Mr Lee entered into a service contract with the Company on 11 September 2003 for a term of 4 years from 1 September 2003 and such contract shall continue thereafter unless and until terminated by either the Company or Mr Lee giving to the other not less than 3 months' notice in writing to terminate the service contract. Pursuant to the service agreement with Mr Lee, he is entitled to receive an annual remuneration of HK\$2,016,000 and a discretionary bonus to be decided by the majority of the Directors 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. The Company's policy on remuneration for executive directors is based on that director's experience, responsibility, workload and the time devoted to the Group.

As at the Latest Practicable Date, Gold Best Holdings Ltd., the controlling shareholder of the company was wholly-owned by Trustcorp Limited as trustee for The Fortune Star 1992 Trust, a discretionary trust the discretionary objects of which includes Mr Lee. As at the Latest Practicable Date, Gold Best Holdings Ltd. held 718,718,000 Shares, representing approximately 73.94% of the Shares then in issue. In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, and save as disclosed herein, Mr Lee was not interested or deemed to be interested in the Shares or underlying Shares.

(2) Mr Tan Siak Him Alexander – Executive Director

Mr Tan Siak Him Alexander, aged 48, is stationed overseas responsible for the procurement of OCC businesses. Mr Tan joined the Group in October 2000. He has over 28 years of experience in the management of both multinational and local manufacturing companies in China.

Mr Tan entered into a service contract with the Company on 11 September 2003 for a term of 4 years from 1 September 2003 and such contract shall continue thereafter unless and until terminated by either the Company or Mr Tan giving to the other not less than 3 months' notice in writing to terminate the service contract. Pursuant to the service agreement with Mr Tan, he is entitled to receive an annual remuneration of HK\$1,066,000 and a discretionary bonus to be decided by the majority of the Directors 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. The Company's policy on remuneration for executive directors is based on that director's experience, responsibility, workload and the time devoted to the Group. Mr Tan is not related to any other Directors.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr Tan was interested or deemed to be interested in 1,566,000 Shares or underlying Shares.

(3) Mr Li King Wai Ross – Executive Director

Mr Li King Wai Ross, aged 31, is the executive manager of Huangyong factory responsible for the daily factory management of Huangyong factory, purchasing of OCC as well as maintaining relationship of various government departments in Dongguan. Mr Li holds a Masters Degree in Science (Electrical Engineering) from Stanford University in U.S.A. and a bachelor's degree of Applied Science (Computer Engineering) from University of British Columbia in Canada. Mr Li has over 7 years of experience in production management and in technological research & development. Prior to joining the group, Mr Li was involved in the management of computer graphics design at Sun Microsystems, Silicon Valley, U.S.A. He joined the Group in December 2002.

Mr Li entered into a service contract with the Company on 12 August 2005 for 3 years unless and until terminated by either the Company or Mr Li giving to the other not less than 3 months' notice in writing to terminate the service contract. Pursuant to the service agreement with Mr Li, he is entitled to receive an annual remuneration of HK\$600,000 and a discretionary bonus to be decided by the majority of the Directors 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. The Company's policy on remuneration for executive directors is based on that director's experience, responsibility, workload and the time devoted to the Group.

Mr Li is the husband of a daughter to the Chairman of the Company, Mr Lee Wan Keung Patrick (“Mr Patrick Lee”). As Mr Lee Man Chun Raymond and Mr Lee Man Bun (both of whom are executive directors) are the sons of Mr Patrick Lee, they are also relatives of Mr Li.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr Li was interested or deemed to be interested in 600,000 Shares or underlying Shares.

Save as disclosed above, each of Mr Lee Man Chun Raymond, Mr Tan Siak Him Alexander and Mr Li King Wai Ross and the Company are not aware of any information which needs to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any other matters regarding the appointment which need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN THAT an Annual General Meeting (“AGM”) of Lee & Man Paper Manufacturing Limited (the “Company”) will be held at Salon 1, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 15 August 2006 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 March 2006;
2.
 - (i) to declare a final dividend for the year ended 31 March 2006;
 - (ii) to re-elect Mr Lee Man Chun Raymond as an executive director of the Company;
 - (iii) to re-elect Mr Tan Siak Him Alexander as an executive director of the Company;
 - (iv) to re-elect Mr Li King Wai Ross as an executive director of the Company;
 - (v) to authorize the board of directors of the Company to fix the remuneration of all directors of the Company who are newly elected or re-elected at the AGM provided that the total amount (excluding bonuses in favour of executive directors) shall not exceed the amount of HK\$6,000,000 for the year ending 31 March 2007. The bonuses in favour of the executive directors shall be decided by the majority of the board of directors of the Company 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;
 - (vi) to re-appoint auditors for the ensuing year and authorize the board of directors to fix their remuneration; and

* for identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

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

ORDINARY RESOLUTIONS

3. (i) “THAT:-

- (a) subject to paragraph (c), the exercise by the board of directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and 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 nominal amount of share capital 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 or the exercise of the subscription rights under the share option scheme of the Company adopted on 11 September 2003, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue 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 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.

“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

NOTICE OF ANNUAL GENERAL MEETING

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).”

(ii) **“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, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount 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 nominal amount of the share capital of the Company in issue 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 earliest 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 a general meeting.”

(iii) **“THAT** conditional upon resolution number 3(ii) above being passed, the aggregate nominal amount of the 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 3(ii) above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the board of directors of the Company pursuant to resolution number 3(i) above.”

NOTICE OF ANNUAL GENERAL MEETING

4. "THAT:-

- (i) the exercise by the board of directors of the Company during the Relevant Period of all powers of the Company to purchase the zero coupon convertible bonds due 2011 (issued in an aggregate principal amount of HK\$1,000 million by the Company on 16 January 2006), subject to and in accordance with all applicable laws and the requirements of the Rules governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (ii) the aggregate principal amount of the convertible bonds of the Company to be purchased by the Company pursuant to the approval in paragraph (i) during the Relevant Period shall not exceed 10% of the aggregate outstanding principal amount of the convertible bonds of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (i) of this resolution shall be limited accordingly; and
- (iii) for the purpose of this resolution,

"Relevant Period" means the period from the date of the passing of this resolution until whichever is the earliest of:-

- (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 to be held by any other applicable law of the Cayman Islands or the articles of association of the Company; and
- (c) the revocation or variation of this resolution of the Shareholders in a general meeting."

By Order of the Board
Mr. Cheung Kwok Keung
Company Secretary

Hong Kong, 14 July 2006

NOTICE OF ANNUAL GENERAL MEETING

Principal Office:

5th Floor Liven House
61-63 King Yip Street
Kwun Tong
Kowloon
Hong Kong

Registered Office:

Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681 GT
George Town
Grand Cayman
British West Indies

As at the date of this notice, the board of directors of the Company comprises five executive directors, namely Mr Lee Wan Keung Patrick, Mr Lee Man Chun Raymond, Mr Lee Man Bun, Mr Li King Wai Ross and Mr Tan Siak Him Alexander, one non-executive director, namely Professor Poon Chung Kwong and three independent non-executive directors, namely Mr Wong Kai Tung Tony, Mr Heng Kwo Seng and Ms Law Kar Shui Elizabeth.

Notes:

1. Any member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his stead in accordance with the articles of association of the Company. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders shall be present at the meeting personally or by proxy, that one of the holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. 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 Investor Services Ltd, 26/F Tesbury Centre, 28 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. The completion and return of the form of proxy shall not preclude members from attending and voting in person at the AGM (or any adjourned meeting thereof) should they so wish.
4. In accordance with the Company's articles of association, the following categories of members may demand that the vote in respect of any resolution to be put to the general meeting should be taken on a poll:–
 - (a) at least three members present in person (or in the case of a member being a corporation by its duly authorized representative) or by proxy for the time being entitled to vote at the meeting; or
 - (b) any member or members present in person (or in the case of a member being a corporation by its duly authorized representative) or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - (c) any member or members present in person (or in the case of a Member being a corporation by its duly authorized representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right; or
 - (d) the chairman of such meeting.

A poll may be so demanded before or on the declaration of the result of the show of hands.