



理文造紙有限公司*

Lee & Man Paper Manufacturing Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2314)

**Form of proxy for use at the extraordinary general meeting
(and at any adjournment thereof) to be held on Friday, 28 June 2019 (“EGM”)**

I/We (Note 1) of _____
being the registered holder(s) of _____ shares (Note 2) of HK\$0.025 each in the share capital of Lee & Man Paper Manufacturing Limited (the “Company”) HEREBY APPOINT _____,
of _____
or failing him/her, the CHAIRMAN OF THE MEETING (Note 3) 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, 28 June 2019 at 3:00 p.m. for the purposes of considering and, if thought fit, passing the resolution as set out in the notice convening the said meeting (the “Notice”) and as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR (Note 4)	AGAINST (Note 4)
To approve, confirm and ratify the master agreement (the “ Master Agreement ”) dated 30 May 2019 entered into among Vantage Dragon Limited, Best Eternity Recycle Pulp And Paper Company Limited, Ms. Lee Man Ching and Ms. Lee Rosanna Man Lai and the transactions contemplated thereunder (including the proposed annual caps) and to authorise any one director of the Company to do all such acts and things and execute all such documents for and on behalf of the Company which he considers necessary or desirable in connection with or to give effect to the Master Agreement and the transactions contemplated thereunder.		

Dated this _____ day of _____ 2019

Signed _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. Please insert the name of the proxy desired. If no name is inserted, the Chairman of the Meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to tick any or all the boxes will entitle your proxy to cast your votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting in addition to those referred to in the Notice convening the meeting.
5. 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 seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
6. 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.
7. 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.
8. 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 Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, 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.
9. 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.

* for identification purposes only