



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 annual general meeting (and at any adjournment thereof) to be held on 7 September 2009 (“Annual General Meeting”)

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 Paper Manufacturing 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 Annual General Meeting (and any adjournment thereof) of the Company to be
held at Cypress Room, Lobby Level, InterContinental Hong Kong, 18 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong on 7 September 2009 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 (the
“Notice”) and as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit ^(Note 4) .

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and of the auditors of the Company for the year ended 31 March 2009.		
2.	(i) To re-elect Mr Lee Man Chun Raymond as an executive director of the Company.		
	(ii) To re-elect Mr Lee Man Bun as an executive director of the Company.		
	(iii) To re-elect Mr Li King Wai Ross as an executive director of the Company.		
	(iv) To re-elect Mr Chau Shing Yim David as an independent non-executive director of the Company.		
	(v) To authorise the board of the directors of the Company to fix the remuneration of the directors of the Company and to approve, confirm and ratify the terms of appointment of each of Professor Poon Chung Kwong, Mr Wong Kai Tung Tony, Mr Peter A Davies and Mr Chau Shing Yim, David.		
	(vi) To re-appoint Messrs Deloitte Touche Tohmatsu as Auditors for the ensuring year and to authorise the board of directors of the Company to fix its remuneration.		
3	(i) To grant a general mandate to the board of directors of the Company to allot, issue and deal with the Company's shares, in terms as set out in ordinary resolution number 3(i) in the Notice.		
	(ii) To grant a general mandate to the board of directors of the Company to repurchase the Company's shares, in terms as set out in ordinary resolution number 3(ii) in the Notice.		
	(iii) To approve the extension of the general mandate to be granted to the board of directors of the Company to allot, issue and deal with the Company's shares, in terms as set out in ordinary resolution number 3(iii) in the Notice.		

Dated this _____ day of _____ 2009 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**” here inserted 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 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.
- 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.
- Every member of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- In the case of joint holders of a share if more than one of such joint holder 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 holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time for holding the meeting.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

* for identification purpose only