



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 31 July 2012 (“Annual General Meeting”)**

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 Annual General Meeting (and any adjournment thereof) of the Company to be held at 2/F, InterContinental Hotel Hong Kong, 18 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong on 31 July 2012 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 to vote for me/us in my/our name(s) in respect of the ordinary resolutions 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 2012.		
2.	To declare a final dividend for the year ended 31 March 2012.		
3.	To re-elect Mr Wong Kai Tung Tony, as an independent non-executive director of the Company and approve, confirm and ratify the terms of his appointment with the Company.		
4.	To re-elect Mr Peter A Davies, as an independent non-executive director of the Company and approve, confirm and ratify the terms of his appointment with the Company.		
5.	To re-elect Mr Chau Shing Yim David, as an independent non-executive director of the Company and approve, confirm and ratify the terms of his appointment with the Company.		
6.	To approve, confirm and ratify the remuneration paid to directors for the year ended 31 March 2012 as set out in the annual report of the Company for the financial year ended 31 March 2012		
7.	To authorise the board of directors (“Directors”) to fix the remuneration of the Directors for the year ending 31 March 2013 in accordance with their service contracts or letters of appointment provided that the total amount (excluding bonuses in favour of Directors) shall not exceed the amount of HK\$10 million. The bonuses in favour of the Directors shall 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 Company and its subsidiaries for the relevant year.		
8.	To re-appoint Messrs Deloitte Touche Tohmatsu as Auditors for the ensuing year and to authorise the board of directors to fix their remuneration.		
9.	To grant the general mandate to the board of directors to allot, issue and deal with the Company’s shares not exceeding 20% of the issued share capital of the Company, in terms as set out in ordinary resolution number 9 in the Notice.		
10.	To grant a general mandate to the board of directors to repurchase the Company’s shares not exceeding 10% of the issued share capital of the Company, in terms as set out in ordinary resolution number 10 in the Notice.		
11.	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 by an amount not exceeding the amount of the Company’s shares repurchased by the Company, in terms as set out in ordinary resolution number 11 in the Notice.		

Dated this _____ day of _____ 2012

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).
- 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.**
- 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.
- Any member entitled to attend and vote at the AGM 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 AGM. 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.
- 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer 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.
- 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 share registrar, Tricor Investor Services Limited, 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 and in such event, the instrument appointing a proxy shall be deemed to be revoked.

* for identification purposes only