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理文造紙有限公司*

Lee & Man Paper Manufacturing Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2314)

**FACILITY AGREEMENT
GENERAL DISCLOSURE UNDER RULE 13.18 OF THE LISTING RULES**

This announcement is made in accordance with Rule 13.18 of the Listing Rules.

On 23 November 2015, the Company entered into a Facility Agreement pursuant to which a specific performance obligation is imposed on the Lee Family to legally and beneficially own, directly or indirectly and free from any security whatsoever, in aggregate at least 51% of the entire issued share capital of and equity interest in the Company and to otherwise exercise management control over the Company.

The board of directors (“**Board**”) of Lee & Man Paper Manufacturing Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) makes the following disclosures in accordance with Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

FACILITY AGREEMENT

Pursuant to a facility agreement (the “**Facility Agreement**”) dated 23 November 2015 and entered into between, among others, Million Profit Corporation Limited (an indirect wholly-owned subsidiary of the Company) as borrower (the “**Borrower**”), and a consortium of lenders with Bank of China (Hong Kong) Limited as agent, in relation to a HK\$2,400,000,000 term loan facility (the “**Loan**”) for the purposes of refinancing the Group’s existing facilities and other general corporate funding requirements of the Group.

The final repayment date of all outstanding amounts under the Facility Agreement will be 23 November 2019.

Under the Facility Agreement, it will be an event of default if at any time, on or after the date of the Facility Agreement, any one or all of Mr Lee Wan Keung Patrick, Mr Lee Man Chun

** For identification purposes only*

Raymond and Mr Lee Man Bun (the “**Lee Family**”) do not, or cease to legally and beneficially own, directly or indirectly and free from any security whatsoever, in aggregate at least 51% of the entire issued share capital of and equity interest in the Company or do not, or cease to, exercise management control over the Company.

Upon the occurrence of such an event of default which is continuing, the agent under the Facility Agreement may, and shall if so directed by the majority of the lending banks:

- (i) cancel the commitments (and reduce them to zero), whereupon they shall immediately be cancelled (and reduced to zero); or
- (ii) cancel any part of any commitment (and reduce such commitment accordingly), whereupon the relevant part shall immediately be cancelled (and the relevant commitment shall be immediately reduced accordingly); and/or
- (iii) declare that all or part of the Loans, together with accrued interest, and all other amounts accrued or outstanding under the Facility Agreement and any other finance documents be immediately due and payable, whereupon they shall become immediately due and payable; and/or
- (iv) declare that all or part of the Loans be payable on demand, whereupon they shall immediately become payable on demand by the agent under the Facility Agreement on the instructions of the majority of the lending banks.

GENERAL

As at the date of this announcement, the Lee Family, together, directly or indirectly, hold approximately 68.2% of the issued share capital of the Company.

This announcement is made pursuant to Rule 13.18 of the Listing Rules. In accordance with the requirements pursuant to Rule 13.21 of the Listing Rules, disclosure will be included in the interim and annual reports of the Company for so long as the said specific performance obligation imposed on the Lee Family under the Facility Agreement continues to exist.

By order of the Board
Lee & Man Paper Manufacturing Limited
Lee Man Chun Raymond
Chairman

Hong Kong, 23 November 2015

As at the date of this announcement, the board of directors of the Company comprises three executive directors, namely Mr Lee Man Chun Raymond, Mr Lee Man Bun and Mr Li King Wai Ross, one non-executive director, namely Professor Poon Chung Kwong, and three independent non-executive directors, namely Mr Wong Kai Tung Tony, Mr Peter A Davies and Mr Chau Shing Yim David.