



理文造紙有限公司*

Lee & Man Paper Manufacturing Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2314)

DISCLOSURE PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made pursuant to Rule 13.18 of the Listing Rules. The Company has on 15 January 2008 entered into a Note Purchase Agreement with the Purchasers that contains certain requirements in respect of the obligations of the controlling shareholder of the Company.

This announcement is made pursuant to Rule 13.18 of the Listing Rules. The Company has on 15 January 2008 entered into a Note Purchase Agreement with the Purchasers. Under the Note Purchase Agreement, the Company has agreed to issue and the Purchasers have agreed to purchase an aggregate principal amount of US\$100,000,000 of the Company's Notes. The Notes comprise series A senior notes due 15 January 2015 in the aggregate principal amount of US\$35,000,000 and series B senior notes due 15 January 2018 in the aggregate principal amount of US\$65,000,000 and are subject to prepayment before maturity in accordance with the terms of the Note Purchase Agreement.

Under the Note Purchase Agreement, early repayment of the unpaid principal amount of the Notes together with accrued interest may be triggered if, among other things:-

- Gold Best does not or ceases to beneficially own, directly or indirectly, not less than 51% of the issued share capital of the Company free from any security; or
- Gold Best does not exercise, or is not or ceases to be entitled to exercise management control over the Company; or
- the Lee Family does not or ceases to beneficially own, directly or indirectly, 100% of the shares of and equity interests in, Gold Best free from any security; or
- the Lee Family does not exercise, or is not or ceases to be entitled to exercise, management control over Gold Best.

DEFINITIONS

The following defined terms are used in this announcement:-

"Company" Lee & Man Paper Manufacturing Limited

"Gold Best" Gold Best Holdings Ltd., a company incorporated under the laws of the British Virgin Islands and the controlling shareholder (as defined in the Listing Rules) of the Company

"Lee Family"	Mr. Patrick Lee Wan Keung, Mr. Lee Man Chun Raymond, Mr. Lee Man Bun, each of their respective family members and trustees of trusts whose principal beneficiaries and/or principal discretionary objects are Mr. Patrick Lee Wan Keung Mr. Lee Man Chun Raymond, Mr. Lee Man Bun and/or their respective family members
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
"Note Purchase Agreement"	the note purchase agreement dated 15 January 2008 among the Company (as issuer) and the Purchasers (as purchasers)
"Notes"	guaranteed senior notes in the aggregate principal amount of US\$100,000,000
"Purchasers"	purchasers of the Notes under Note Purchase Agreement

By order of the Board
Lee & Man Paper Manufacturing Limited
Cheung Kwok Keung
Company Secretary

Hong Kong, 16 January 2008

As at the date of this announcement, the board of directors of the Company comprises four executive directors, namely Mr. Lee Wan Keung Patrick, 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. Heng Kwo Seng and Ms. Law Kar Shui Elizabeth.

**For identification purposes only*