



理文造紙有限公司*

Lee & Man Paper Manufacturing Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2314)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Lee & Man Paper Manufacturing Limited (the “Company”) will be held at 5th Floor, Liven House, 61 – 63 King Yip Street, Kwun Tong, Kowloon, Hong Kong on 6 October 2006 at 9.30 a.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolution of the Company:

ORDINARY RESOLUTION

“**THAT,**

- (a) the transactions contemplated under the new steam agreement (the “New Steam Agreement”) dated 25 August 2006 between Lee & Man Industrial Manufacturing Limited and Dongguan Lee & Man Paper Factory Co., Ltd. in relation to the provision of steam, including, without limitation, to the caps of the transactions under the New Steam Agreement (the details of which are set out in the circular of the Company dated 18 September 2006) be and are hereby approved;
- (b) the transactions contemplated under the new finished goods supply agreement (the “New Finished Goods Agreement”) dated 25 August 2006 between Lee & Man Industrial Manufacturing Limited and Dongguan Lee & Man Paper Factory Co., Ltd. in relation to the supply of finished goods, including, without limitation, to the caps of the transactions under the New Finished Goods Agreement (the details of which are set out in the circular of the Company dated 18 September 2006) be and are hereby approved;
- (c) that the directors of the Company be and are hereby authorised to take all actions and execute all documents which is deemed necessary, required and appropriate conditions, in order to implement and validate anything related to the New Steam Agreement and the New Finished Goods Agreement.”

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

18 September 2006

Principal Office:

5th Floor Liven House
61 – 63 King Yip Street
Kwun Tong
Kowloon
Hong Kong

Registered Office:

Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681 GT
George Town
Grand Cayman
British West Indies

As at the date of this notice, the board of directors of the Company comprises five executive directors, namely Mr. Lee Wan Keung Patrick, Mr Lee Man Chun Raymond, Mr Lee Man Bun, Mr Li King Wai Ross and Mr Tan Siak Him Alexander, 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.

Notes:

1. Shareholders entitled to attend and vote at the extraordinary general meeting are entitled to appoint one or more persons (whether or not a shareholder of the Company) as their proxy to attend and vote on behalf of themselves. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent a shareholder.
2. The form of proxy must be signed by a shareholder or an attorney duly authorized in writing by a shareholder 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 authorized to sign the same.
3. 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.
4. In order to be valid, the 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.
5. Completion and delivery of the form of proxy will not preclude a shareholder from attending and voting at the Extraordinary General Meeting if such shareholder so wishes. In such event, the instrument appointing a proxy shall be deemed to be revoked.

* *For identification purposes only*

“Please also refer to the published version of this announcement in The Standard.”