



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 Thursday, 26 June 2008 at 9:30 a.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions of the Company:

### ORDINARY RESOLUTION

1. **“THAT** the finished goods agreement (the “Finished Goods Agreement”) dated 21 May 2008 between Dongguan Lee & Man Paper Factory Co., Ltd. and Lee & Man Industrial Manufacturing Limited for the supply of finished goods and waste paper by-products and the annual caps transactions contemplated thereunder be and are hereby approved and any one director be and are hereby authorised to exercise all the powers of the Company and take all other steps as they may in their opinion to be desirable for necessary in connection with the Finished Goods Agreement and generally to exercise all the powers of the Company as they deem desirable or necessary in connection with the foregoing.”
2. **“THAT** the steam and electricity agreement (the “Steam and Electricity Agreement”) dated 21 May 2008 between Dongguan Lee & Man Paper Factory Co., Ltd. and Lee & Man Industrial Manufacturing Limited for the supply of steam and electricity and the transactions and the annual caps contemplated thereunder be and are hereby approved and any one director be and are hereby authorised to exercise all the powers of the Company and take all other steps as they may in their opinion to be desirable for necessary in connection with the Steam and Electricity Agreement and generally to exercise all the powers of the Company as they deem desirable or necessary in connection with the foregoing.”

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

10 June 2008

*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.

*As at the date of this notice, 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 two independent non-executive directors, namely Mr. Wong Kai Tung, Tony and Ms. Law Kar Shui, Elizabeth.*

*\* for identification purposes only*