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理文造紙有限公司*

Lee & Man Paper Manufacturing Limited

(Incorporated in the Cayman Islands and its members' liability is limited)

(Stock Code: 2314)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Lee & Man Paper Manufacturing Limited (the “**Company**”) will be held at SPRG Office, 24/F, Admiralty Centre Tower I, 18 Harcourt Road, Hong Kong on Monday, 25 November 2024 at 2:00 p.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

(1) “THAT

- (a) the buying agent framework agreement (the “**2024 Buying Agent Agreement**”) dated 8 October 2024 entered into among Lee Kwok Trading Limited (“**Lee Kwok Trading**”), Winfibre (U.K) Company Limited and Winfibre (U.S.) Incorporated (together, the “**Buying Agents**”), pursuant to which Lee Kwok Trading appointed the Buying Agents to act as its buying agents for sourcing recovered paper for itself (and other members of the Company and its subsidiaries (the “**Group**”), in the United States and the United Kingdom, and the transactions contemplated thereunder (including the proposed annual caps) be and are hereby approved; and
- (b) any one director of the Company be and is hereby authorised to do all such acts and things and execute all such documents for and on behalf of the Company which he/she considers necessary or desirable in connection with or to give effect to the 2024 Buying Agent Agreement and the transactions contemplated thereunder.”

* For identification purposes only

(2) “**THAT**

- (a) the pulp purchase agreement (the “**2024 Pulp Purchase Agreement**”) dated 8 October 2024 entered into among Vantage Dragon Limited (“**Vantage Dragon**”), Best Eternity Recycle Pulp And Paper Company Limited, Shun Yi International Trading Company Limited and Ms. Lee Man Ching (together, the “**Vendors**”), pursuant to which Vantage Dragon has conditionally agreed to buy (for itself and other members of the Group), and the Vendors have conditionally agreed (or to procure other members of the Vendors’ group, respectively) to sell pulp products to the Group, and the transactions contemplated thereunder (including the proposed annual caps) be and are hereby approved; and
- (b) any one director of the Company be and is hereby authorised to do all such acts and things and execute all such documents for and on behalf of the Company which he/she considers necessary or desirable in connection with or to give effect to the 2024 Pulp Purchase Agreement and the transactions contemplated thereunder.”

By order of the Board of
Lee & Man Paper Manufacturing Limited
Ms. Law Kit Yu
Company Secretary

Hong Kong, 5 November 2024

As at the date of this notice, the board of directors of the Company comprises five executive directors, namely Dr. Lee Man Chun Raymond, Mr. Lee Man Bun, Mr. Li King Wai Ross, Mr. Lee Jude Ho Chung and Mr. Yip Heong Kan and three independent non-executive directors, namely Mr. Chau Shing Yim David, Ms. Lo Wing Sze and Mr. Chan Wai Yan Ronald.

Notes:

- 1. Any member entitled to attend and vote at the EGM 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 EGM. 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.
- 2. 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.

3. 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.
4. 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 branch share registrar, Tricor Investor Services Limited, 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the EGM, and in default the form of proxy shall not be treated as valid.
5. The completion and return of the form of proxy shall not preclude members from attending and voting in person at the EGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. A form of proxy for use at the EGM is enclosed.

CLOSURE OF REGISTER OF MEMBERS IN RELATION TO THE EGM

For ascertaining shareholders' right to attend and vote at the EGM to be held on Monday, 25 November 2024, the register of members of the Company will be closed from Wednesday, 20 November 2024 to Monday, 25 November 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 19 November 2024.