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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 I, 18 Harcourt Road, Hong Kong on Thursday, 23 December 2021 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 agreement (the “**Buying Agent Agreement**”) dated 17 November 2021 entered into among Lee Kwok Trading Limited, Winfibre B.V., Winfibre (U.K) Company Limited and Winfibre (U.S.) Incorporated and the transactions contemplated thereunder (including the proposed annual caps) be and are hereby approved, confirmed and ratified; 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 considers necessary or desirable in connection with or to give effect to the Buying Agent Agreement and the transactions contemplated thereunder.”

(2) “**THAT**

- (a) the pulp purchase agreement (the “**Pulp Purchase Agreement**”) dated 17 November 2021 entered into among Vantage Dragon Limited, Best Eternity Recycle Pulp And Paper Company Limited, Shun Yi International Trading Company Limited and Ms. Lee Man Ching and the transactions contemplated thereunder (including the proposed annual caps) be and are hereby approved, confirmed and ratified; and

\* *For identification purposes only*

- (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 considers necessary or desirable in connection with or to give effect to the Pulp Purchase Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 2 December 2021

*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, 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.*

*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, Level 54, Hopewell Centre, 183 Queen's Road East, 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, which is to be held on Thursday, 23 December 2021, the register of members of the Company will be closed from Monday, 20 December 2021 to Thursday, 23 December 2021, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 17 December 2021.