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LEE & MAN CHEMICAL COMPANY LIMITED

理文化工有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 746)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of the shareholders of Lee & Man Chemical Company Limited (the “Company”) will be held at 8th Floor, Liven House, 61–63 King Yip Street, Kwun Tong, Kowloon, Hong Kong at 11:00 a.m. on Friday, 14 July 2017 for the purpose of considering and, if thought fit, to pass the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

- (A) “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the shares of the Company, representing 10% of the number of issued shares of the Company (“Shares”) on the date of the passing of this resolution (or such number of Shares as adjusted to the extent there is a change to the number of the total issued Shares after the date of passing of this resolution as a result of sub-division or consolidation of Shares), which may fall to be issued pursuant to the exercise of any options granted under the new share option scheme of the Company (the “New Share Option Scheme”) (a copy of which has been submitted to the meeting and signed by the Chairman of the meeting for the purpose of identification), the New Share Option Scheme be and is hereby approved and adopted on the date of this meeting and the directors of the Company be and are hereby authorised to grant options and to allot and issue shares of the Company thereunder and to take all such steps and do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme.”
- (B) “**THAT:**
- (i) subject to Resolution (A) above being approved and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the shares of the Company which may fall to be issued pursuant to the exercise of any options granted under the new share option scheme of the Company, the grant to Mr. Lee Man Yan under the New Share Option

Scheme (as defined in Resolution (A) above) of up to such number of options upon the exercise of which will result in the issue of shares representing 10% of the total issued shares of the Company as at the date of this resolution being passed, further information of which was set out in the circular of the Company dated 26 June 2017, be and is hereby approved; and

- (ii) any one director or the secretary of the Company be and is thereby authorised to sign such documents and take all steps on behalf of the Company which he considers necessary or desirable in connection with, the aforesaid grant of options pursuant to the New Share Option Scheme.”

By order of the board of
Lee & Man Chemical Company Limited
Cheung Kwok Keung
Company Secretary

Hong Kong, 26 June 2017

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

8th Floor, Liven House
61–63 King Yip Street
Kwun Tong
Kowloon
Hong Kong

As at the date of this notice, the Board of the Company comprises four executive directors, namely Ms. Wai Siu Kee, Mr. Lee Man Yan, Professor Chan Albert Sun Chi and Mr. Yang Zuo Ning and three independent non-executive directors, namely Mr. Wong Kai Tung, Tony, Mr. Wan Chi Keung, Aaron BBS JP and Mr. Heng Victor Ja Wei.

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 Secretaries Limited, Level 22, 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.