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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)

Website: <http://www.leemanchemical.com>

(Stock Code: 746)

VOLUNTARY ANNOUNCEMENT

This announcement is made by Lee & Man Chemical Company Limited (the “**Company**”) on a voluntary basis.

The Company was notified by Mr. Lee Man Yan, an executive director of the Company, and Mr. Lee Wan Keung that (i) the Transfers (as defined below) was completed on 26 March 2018; and (ii) a waiver under Note 6(a) to Rule 26.1 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) in connection with the Transfers was granted by the Securities and Futures Commission (the “**SFC**”).

Shareholding structure of the Company before completion of the Transfers

As at the date of this announcement, the Company has 825,000,000 shares in issue. Immediately before the completion of the Transfers, (i) Fortune Star Tradings Ltd. (“**Fortune Star**”) held 618,750,000 issued shares of the Company (representing 75% of the total issued shares of the Company) and (ii) Fortune Star was owned by Mr. Lee Wan Keung and Mr. Lee Man Yan as to 55% and 45%, respectively. Mr. Lee Man Yan is the son of Mr. Lee Wan Keung.

The Transfers

As part of the wealth planning of Mr. Lee Wan Keung, on 26 March 2018 Fortune Star transferred 278,437,500 shares of the Company to Mr. Lee Man Yan in consideration of Mr. Lee Man Yan transferring his entire interest in the issued shares of Fortune Star to Mr. Lee Wan Keung (the “**Transfers**”).

Shareholding structure of the Company after completion of the Transfers

Immediately after completion of the Transfers and as at the date of this announcement, Fortune Star held 340,312,500 issued shares of the Company (representing approximately 41.25% of the total issued shares of the Company) and Mr. Lee Man Yan held 278,437,500 issued shares of the Company (representing approximately 33.75% of the total issued shares of the Company). Mr. Lee Wan Keung held all the issued shares of Fortune Star as at the date of the announcement.

Waiver under Note 6(a) to Rule 26.1 of the Takeovers Code

The SFC has waived the obligation of Mr. Lee Man Yan to make a general offer for the shares of the Company arising as a result of the Transfers pursuant to Note 6(a) to Rule 26.1 of the Takeovers Code.

By Order of the Board
Lee & Man Chemical Company Limited
Wai Siu Kee
Chairman

Hong Kong, 26 March 2018

As at the date of this announcement, the Board 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 and Mr. Heng Victor Ja Wei.