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LEE & MAN CHEMICAL COMPANY LIMITED

理文化化工有限公司

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

Website: www.leemanchemical.com

(Stock Code: 746)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Lee & Man Chemical Company Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in relation to the proposed amendments to the memorandum and articles of association of Company (the “**Memorandum and Articles of Association**”).

On 1 January 2022, the Listing Rules were amended by, among others, adopting a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 to the Listing Rules. Furthermore, the Company proposes to modernize and provide flexibility to the Company in relation to the conduct of general meetings.

The board of directors of the Company (the “**Board**”) proposes to make certain amendments to the Memorandum and Articles of Association to (i) conform to the said core standards for shareholder protections; (ii) allow a general meeting to be held as an electronic meeting or a hybrid meeting; (iii) bring the Memorandum and Articles of Association in line with amendments made to the Listing Rules and the applicable law and procedures in the Cayman Islands; and (iv) to incorporate certain housekeeping changes. The Board also proposes to adopt the new Memorandum and Articles of Association in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

The proposed amendments to the Memorandum and Articles of Association shall be subject to the passing of a special resolution by the shareholders of the Company at the forthcoming extraordinary general meeting of the Company (the “EGM”). A circular containing, among others, details of the proposed amendments to the Memorandum and Articles of Association and a notice convening the EGM will be despatched to the Company’s shareholders as soon as practicable.

By Order of the Board
Lee & Man Chemical Company Limited
Ho Chun Ho Jason
Company Secretary

Hong Kong, 3 May 2022

As at the date of this announcement, the Board of Directors of the Company comprises four Executive Directors, namely Ms. Wai Siu Kee, Mr. Lee Man Yan, Mr. Yang Zuo Ning and Professor Chan Albert Sun Chi, 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.