



理文造紙有限公司\*

**Lee & Man Paper Manufacturing Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2314)**

## DISCLOSURE PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made pursuant to Rule 13.18 of the Listing Rules. The Company together with the Subsidiaries (as warrantors) have on 31 July 2006 entered into a Facility Agreement with the Lenders which contains certain requirements in respect of the obligations of the controlling shareholder of the Company.

This announcement is made pursuant to Rule 13.18 of the Listing Rules. The Company, together with certain of its subsidiaries (as warrantors), have on 31 July 2006 entered into a Facility Agreement with the Lenders. Under the Facility Agreement, the Lenders have agreed to make available to the Company a Hong Kong dollar term loan facility in an aggregate amount of up to HK\$1,000,000,000.

Under the Facility Agreement, an event of default will arise if, among other things:

- Gold Best does not or ceases to beneficially own, directly or indirectly, not less than 51% of the issued share capital of the Company; or
- Gold Best does not exercise, or is not or ceases to be entitled to exercise management control over the Company; or
- the Lee Family does not or ceases to beneficially own, directly or indirectly, 100% of the shares of and equity interests in, Gold Best; or
- the Lee Family does not exercise, or is not or ceases to be entitled to exercise, management control over Gold Best.

### DEFINITIONS

The following defined terms are used in this announcement:

|                      |   |
|----------------------|---|
| “Company”            | Lee & Man Paper Manufacturing Limited   |
| “Directors”          | the directors of the Company  |
| “Facility Agreement” | the facility agreement dated 31 July 2006 between, among other parties, the Company (as borrower), certain of its subsidiaries (as guarantors), the Lenders and Citicorp International Limited (as agent)   |
| “Gold Best”          | Gold Best Holdings Ltd., a company incorporated under the laws of the British Virgin Islands  |
| “Lee Family”         | Mr. Patrick Lee Wan Keung, his family members and trustees of trusts whose principal beneficiaries and/or principal discretionary objects are Mr. Patrick Lee Wan Keung and/or his family members   |
| “Lenders”            | Citigroup; Agricultural Bank of China, Hong Kong Branch; Bank of Communications Co., Ltd. Hong Kong Branch; The Bank of Tokyo-Mitsubishi UFJ, Ltd., Hong Kong Branch; BNP Paribas Hong Kong Branch; China Construction Bank Corporation, Hong Kong Branch; Export Development Canada; Fortis Bank S.A./N.V. Hong Kong Branch; Industrial and Commercial Bank of China (Asia) Limited; Mizuho Corporate Bank Ltd., Hong Kong Branch; Sumitomo Mitsui Banking Corporation; United Overseas Bank Limited |
| “Listing Rules”      | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited  |
| “Stock Exchange”     | The Stock Exchange of Hong Kong Limited   |

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

Hong Kong, 31 July 2006

As at the date of this notice, the board of directors of the Company comprises five executive directors, namely Mr Lee Wan Keung Patrick, Mr Lee Man Chun Raymond, Mr Lee Man Bun, Mr Li King Wai Ross and Mr Tan Siak Him Alexander, one non-executive director, namely Professor Poon Chung Kwong and three independent non-executive directors, namely Mr Wong Kai Tung Tony, Mr Heng Kwoo Seng and Ms Law Kar Shui Elizabeth.

\* For identification purposes only