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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)

(the “Offeror”)

Tender offer to purchase for cash the U.S.\$300,000,000 5.50 per cent. senior perpetual capital securities issued by the Offeror on 29 May 2019 (ISIN: XS1993771325; Common Code: 199377132) (the “Securities”) (Stock Code: 4541)

LAUNCH OF TENDER OFFER

The board of directors (the “**Board**”) of the Offeror hereby announces that it has commenced a tender offer (the “**Offer**”) to purchase for cash Securities validly tendered by holders of the Securities (“**Holders**”) on the terms and conditions set forth in the tender offer memorandum dated 6 December 2022 (the “**Tender Offer Memorandum**”) in accordance with the procedures set out therein.

Capitalised terms used but not defined herein shall have the meanings given to them in the Tender Offer Memorandum. The Tender Offer Memorandum is available on the Tender Offer Website (<https://projects.morrowsodali.com/leeman>), subject to eligibility confirmation and registration.

* For identification purposes only

Summary of the Offer

Description of the Securities	Common Code/ISIN	Outstanding principal amount ¹	Purchase Price ²	Maximum Acceptance Amount ³
U.S.\$300,000,000 5.50 per cent. senior perpetual capital securities (the “Securities”)	199377132/ XS1993771325	U.S.\$300,000,000	U.S.\$860 per U.S.\$1,000 principal amount	Up to U.S.\$130,000,000 in aggregate principal amount of the Securities, subject to the right of the Offeror to amend such amount as provided in the Tender Offer Memorandum.

The Offer commenced today and will expire at 16:00 hours London time on 15 December 2022, 00:00 hours Hong Kong time on 16 December 2022 (subject to the right of the Offeror to extend, re-open, withdraw and/or terminate the Offer, as applicable) (the “**Expiration Deadline**”).

Rationale for the Offer

The Offer is being made as part of a proactive approach for the Offeror to optimise its capital structure and the Offer will be funded through the Offeror’s available liquidity sources. The Securities purchased by the Offeror pursuant to this Offer will be cancelled. Holders who do not participate in the Offer, or whose Securities are not accepted for purchase by the Offeror, will continue to hold their Securities subject to the terms and conditions of the Securities.

Maximum Acceptance Amount, Final Acceptance Amount and Scaling

The Offeror proposes to accept for purchase pursuant to the Offer up to a maximum of U.S.\$130,000,000 in aggregate principal amount of the Securities (the “**Maximum Acceptance Amount**”) on the terms and subject to the conditions contained in the Tender Offer Memorandum. The Offeror reserves the right, in its sole and absolute discretion, to change the Maximum Acceptance Amount or to accept less or more than the Maximum Acceptance Amount of Securities tendered for purchase pursuant to the Offer.

If the Offeror decides to accept valid tenders pursuant to the Offer, the aggregate principal amount of the Securities that is accepted for purchase by the Offeror (the “**Final Acceptance Amount**”) shall be determined by the Offeror in its sole discretion after the Expiration Deadline and will be announced to the Holders on or around 16 December 2022. See “*Indicative Timetable*” below. The Offeror reserves the right, in its sole and absolute discretion, to determine the Final Acceptance Amount and to accept less or more than the Maximum Acceptance Amount, or to accept none of such Securities, for purchase pursuant to the Offer.

¹ As at the date of the Tender Offer Memorandum.

² The Purchase Price (as defined below) is exclusive of distribution accrued and unpaid on the Securities from (and including) the Distribution Payment Date for such Securities immediately preceding the Settlement Date to (but excluding) the Settlement Date determined in accordance with the terms and conditions of the Securities (the “**Accrued Distribution**”). Any such Accrued Distribution in relation to the Securities accepted for purchase will be paid in addition to the Purchase Price (as defined below).

³ The Final Acceptance Amount will be determined after the Expiration Deadline and notified to Holders.

If the Offeror decides to accept valid tenders pursuant to the Offer and the aggregate principal amount of the Securities validly tendered for purchase is greater than the Final Acceptance Amount, the Offeror intends to accept such Securities for purchase on a *pro rata* basis such that the aggregate principal amount of such Securities accepted for purchase pursuant to the Offer is no greater than such Final Acceptance Amount. Such *pro rata* acceptance will be calculated by multiplying the aggregate principal amount of the Securities validly tendered by a Scaling Factor equal to (i) the Final Acceptance Amount divided by (ii) the aggregate principal amount of the Securities that have been validly tendered pursuant to the Offer (subject to adjustment resulting from the rounding of tenders of Securities and the intentions of the Offeror described in the next paragraph). See “*Terms and Conditions of the Offer – Scaling of Offer*” in the Tender Offer Memorandum.

Each tender of Securities that is scaled in this manner will be rounded down to the nearest U.S.\$1,000, being the permitted integral multiple of the Securities. In addition, in the event of any such scaling, the Offeror intends to apply *pro rata* scaling to each valid tender of Securities in such a manner as will result in both (a) the relevant Holder transferring Securities to the Offeror in an aggregate principal amount of at least the minimum denomination of U.S.\$200,000 and (b) the relevant Holder’s residual amount of Securities (being the principal amount of the Securities the subject of the relevant Tender Instruction that are not accepted for purchase by virtue of such scaling) amounting to at least the minimum denomination of U.S.\$200,000, and the Offeror therefore intends to adjust the relevant Scaling Factor applicable to any relevant Tender Instruction accordingly and the Offeror might accept all or reject all of the tendered Securities which do not fulfil criteria listed in (a) and (b). All Securities not accepted as a result of scaling will be returned to relevant Holder on the Settlement Date.

A separate Tender Instruction must be submitted on behalf of each beneficial owner due to potential scaling.

The Offeror is not under any obligation to accept for purchase any Securities tendered pursuant to the Offer. Tenders of Securities may be rejected in the sole and absolute discretion of the Offeror for any reason and the Offeror is not under any obligation to Holders to furnish any reason or justification for refusing to accept for purchase a tender of Securities. For example, tenders of Securities may be rejected if the Offer is withdrawn or terminated, if the Offer does not comply with the relevant requirements of a particular jurisdiction or for any other reason.

Purchase Consideration

If the Offeror decides to accept valid tenders of Securities pursuant to the Offer, the total amount that will be paid to each Holder on the Settlement Date for the Securities accepted for purchase from such Holder will be an amount (rounded to the nearest U.S.\$0.01, with half a cent rounded upwards) equal to the sum of (i) U.S.\$860 per U.S.\$1,000 in principal amount of the Securities (the “**Purchase Price**”) validly tendered in the Offer and accepted for repurchase by the Offeror and (ii) the Accrued Distribution Payment on such Securities.

In relation to the Accrued Distribution Payment, the Offeror will pay accrued and unpaid Distribution in respect of all Securities validly tendered and accepted for purchase by the Offeror pursuant to the Offer, from and including the Distribution Payment Date for the Securities immediately preceding the Settlement Date to but excluding the Settlement Date.

Indicative Timetable

This is an indicative timetable showing one possible outcome for the timing of the Offer based on the dates in the Tender Offer Memorandum. This timetable is subject to change and dates and times may be extended or amended by the Offeror in accordance with the terms of the Offer as described in the Tender Offer Memorandum. Accordingly, the actual timetable may differ significantly from the timetable below.

Date	Action
6 December 2022	<p><i>Commencement of the Offer</i></p> <p>Offer announced through the Clearing Systems and publication of the launch announcement on the websites of the Hong Kong Stock Exchange and the Offeror and on the Tender Offer Website.</p> <p>Tender Offer Memorandum available to Eligible Holders from the Information and Tender Agent.</p>
16:00 hours London time on 15 December 2022, 00:00 hours Hong Kong time on 16 December 2022	<p><i>Expiration Deadline</i></p> <p>Deadline for receipt by the Information and Tender Agent of all valid Tender Instructions in order for Eligible Holders to be able to participate in the Offer.</p>
On or around 16 December 2022	<p><i>Announcement of Results</i></p> <p>Announcement by the Offeror through the Clearing Systems and publication on the websites of the Hong Kong Stock Exchange and the Offeror and on the Tender Offer Website of: (i) the Final Acceptance Amount, (ii) any Scaling Factor that will be applied to the Securities, (iii) the aggregate principal amount of the Securities validly tendered for purchase pursuant to the Offer, (iv) the aggregate principal amount of the Securities that will remain outstanding after the Settlement Date, and (v) the Settlement Date.</p>
On or around 21 December 2022	<p><i>Settlement</i></p> <p>Expected Settlement Date for the Offer.</p> <p>Settlement of the Offer announced through the Clearing Systems and publication on the websites of the Hong Kong Stock Exchange and the Offeror and on the Tender Offer Website.</p>

Holders are advised to check with any bank, securities broker or other Intermediary through which they hold Securities when such Intermediary would require the receipt of instructions from a Holder in order for that Holder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Offer before the deadlines specified above. The deadlines set by any such Intermediary and each Clearing System for the submission of Tender Instructions will be earlier than the relevant deadlines specified above.

Under the Offer, Tender Instructions will be irrevocable except in the limited circumstances described in “Amendment and Termination – Revocation Rights” in the Tender Offer Memorandum.

A separate Tender Instruction must be submitted on behalf of each beneficial owner due to potential scaling.

Tender Instructions must be submitted in respect of a principal amount of Securities of no less than the Specified Denomination of the Securities and may be submitted in a minimum principal amount of U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereafter.

Further Details

The terms of the Offer are more fully described in the Tender Offer Memorandum. For additional information regarding the conditions of the Offer, please refer to the Tender Offer Memorandum.

The Offeror has appointed MUFG Securities Asia Limited as the Dealer Manager and Morrow Sodali Limited as the Information and Tender Agent with respect to the Offer.

Copies of the Tender Offer Memorandum and its related documents may be found on the Tender Offer Website or may be requested from the Information and Tender Agent at:

Morrow Sodali Limited

Phone (London): +44 20 4513 6933
Address (London): 103 Wigmore Street, W1U 1QS, London, United Kingdom
Phone (Hong Kong): +852 2319 4130
Address (Hong Kong): The Hive, 33-35 Hillier Street, Sheung Wan, Hong Kong
Email: leeman@investor.morrowsodali.com

Tender Offer Website: <https://projects.morrowsodali.com/leeman>

Any questions or requests for assistance concerning the Offer may be directed to the Dealer Manager at:

MUFG Securities Asia Limited

11/F, AIA Central
1 Connaught Road, Central
Hong Kong

Phone: +33 1709 14279/+852 2860 1656
Email: liabilitymanagement@mufgsecurities.com

Disclaimer

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If any Holder is in any doubt as to the action it should take, it is recommended to seek its own financial advice, including as to any tax consequences, from its stockbroker, bank manager, solicitor, accountant or other independent financial adviser. Any individual or company whose Securities are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to offer Securities in the Offer. None of the Offeror, the Dealer Manager or the Information and Tender Agent or any of their respective directors, employees or affiliates makes any recommendation whether Holders should offer Securities in the Offer.

Neither this announcement nor the Tender Offer Memorandum constitutes an invitation to participate in the Offer in or from any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such invitation under applicable securities laws. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Tender Offer Memorandum comes are required by each of the Offeror, the Dealer Manager and the Information and Tender Agent to inform themselves about and to observe, any such restrictions.

By order of the Board
Lee & Man Paper Manufacturing Limited
Lee Man Chun Raymond
Chairman

Hong Kong, 6 December 2022

As at the date of this announcement, 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.