

LINMARK

LINMARK GROUP LIMITED

林麥集團有限公司*

(Incorporated in Bermuda with limited liability)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Linmark Group Limited (the “**Company**”) will be held at Conference Room, Units 1704-5, Nine Queen’s Road Central, Hong Kong on 11 March 2003 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolution:

“**THAT** the grant of an option to Mr. Steven Julien FENIGER pursuant to the share option scheme of the Company adopted on 22 April 2002 which would entitle him to subscribe for an additional 4,700,000 shares of US\$0.02 each of the Company in excess of the Specified Limit (as such term is defined in a circular of the Company dated 14 February 2003, a copy of which marked “A” is produced to this meeting and for the purposes of identification signed by the Chairman hereof) be and is hereby approved, confirmed and ratified and the directors of the Company be and are authorised to do all such acts as may be necessary or expedient in order to give full effect to such grant of option.”

By Order of the Board
CHEUNG Hoi Yin, Brenda
Company Secretary

14 February 2003

Principal place of business in Hong Kong:

10th Floor, Tower II
South Seas Centre
75 Mody Road, Tsimshatsui
Kowloon, Hong Kong

Notes:

- (1) A member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and vote on his behalf and such proxy need not be a member of the Company. A form of proxy for use at the meeting is enclosed.
- (2) In order to be valid, the form of proxy, together with any power of attorney or authority under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch registrar in Hong Kong, Standard Registrars Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (3) Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjournment thereof and in such event, the authority of the proxy shall be deemed to be revoked.
- (4) In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto but if more than one of such joint holders are 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. 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.
- (5) Mr. Steven Julien FENIGER, together with his associates, will abstain from voting in relation to the resolution as set out in the notice convening this meeting.

* for identification purpose only