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LINMARK GROUP LIMITED

林麥集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 915)

PROPOSED SHARE SUBDIVISION, PROPOSED CHANGE OF BOARD LOT SIZE AND PROPOSED CHANGE OF COMPANY NAME

PROPOSED SHARE SUBDIVISION

The Board proposes that each of the existing issued and unissued Shares of US\$0.02 each in the share capital of the Company be subdivided into five (5) Subdivided Shares of US\$0.004 each. The Share Subdivision is conditional upon, among other things, the passing of an ordinary resolution by the Shareholders at the SGM, and the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares. The Subdivided Shares will rank *pari passu* with each other in all respects and the Share Subdivision will not result in any changes in the relative rights of the Shareholders.

PROPOSED CHANGE OF BOARD LOT SIZE

The Board proposes to change the board lot size of trading in the Shares from 2,000 Shares to 10,000 Subdivided Shares as soon as possible after the Share Subdivision becomes effective.

PROPOSED CHANGE OF COMPANY NAME

At the SGM, the Board will propose a special resolution to the Shareholders to change the registered primary name of the Company from “Linmark Group Limited” to “Daohe Global Group Limited” and to adopt “道和環球集團有限公司” as its secondary name to replace the existing Chinese name of “林麥集團有限公司” which has been used for identification purposes only.

GENERAL

A circular containing, among other things, details of the Share Subdivision, the change of board lot size, the trading arrangements in respect of the Subdivided Shares, the procedure for the free exchange of the Existing Share Certificates, the Change of Company Name and the notice of the SGM, will be despatched to the Shareholders on or before Friday, 29 May 2015.

PROPOSED SHARE SUBDIVISION

The Board proposes that each of the existing issued and unissued Shares of US\$0.02 each in the share capital of the Company be subdivided into five (5) Subdivided Shares of US\$0.004 each. The Share Subdivision will become effective upon the fulfilment of the conditions set out in the paragraph headed “Conditions of the Share Subdivision” below.

As at the date of this announcement, the authorized share capital of the Company is US\$40,000,000 divided into 2,000,000,000 Shares, of which 684,705,279 Shares are in issue and fully paid or credited as fully paid. Assuming that no further Shares will be issued or repurchased after the date of this announcement and prior to the Share Subdivision becoming effective, the effect of the Share Subdivision is set out as follows:

	As at the date of this announcement and before completion of the Share Subdivision	Immediately after completion of the Share Subdivision
Par value of each Share	US\$0.02	US\$0.004
Number of authorized Shares	2,000,000,000	10,000,000,000
Authorized share capital	US\$40,000,000	US\$40,000,000
Number of Shares in issue	684,705,279	3,423,526,395
Issued share capital	US\$13,694,105.58	US\$13,694,105.58

The Subdivided Shares will rank *pari passu* with each other in all respects and the Share Subdivision will not result in any changes in the relative rights of the Shareholders.

As at the date of this announcement, the Company does not have any options outstanding under any share option scheme of the Company or any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares.

Conditions of the Share Subdivision

The Share Subdivision is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the SGM to approve the Share Subdivision;
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares; and
- (c) compliance with the relevant legal procedures and requirements under the Listing Rules and the laws of Bermuda (if any) to effect the Share Subdivision.

Application for listing of Subdivided Shares

An application will be made to the Stock Exchange for the listing of and permission to deal in the Subdivided Shares on the Stock Exchange.

PROPOSED CHANGE OF BOARD LOT SIZE

The Board proposes to change the board lot size of trading in the Shares from 2,000 Shares to 10,000 Subdivided Shares as soon as possible after the Share Subdivision becomes effective. Based on the closing price of the Shares as at the date of this announcement of HK\$3.16 per Share, the current board lot value amounts to HK\$6,320. The proposed new board lot of 10,000 Subdivided Shares, together with the Share Subdivision, will effectively maintain the current board lot value of HK\$6,320 (based on the closing price of the Shares as at the date of this announcement and adjusted for the effect of the Share Subdivision).

REASONS FOR THE PROPOSED SHARE SUBDIVISION AND CHANGE OF BOARD LOT SIZE

The Share Subdivision will decrease the nominal value per Share and increase the total number of shares of the Company in issue. The Share Subdivision will also result in a downward adjustment to the trading price of each Share. The Board believes that the Share Subdivision will result in improved liquidity in trading of the Subdivided Shares, attract more investors and widen the Shareholder base. In addition, the Board believes that a reduction in the nominal value of each Share will allow the Company more quickly to respond to prevailing market conditions when raising capital by providing greater flexibility to the Company in pricing future capital raising exercises in a timely manner.

In this connection, as disclosed in the announcement published by the Company on 27 May 2015, the Company is in discussion with potential investors in relation to a possible subscription of new Shares under general mandate (the “**Potential Subscription**”). As at the date of this announcement, the Company is still negotiating the terms of the Potential Subscription with the potential investors and no agreement has yet been reached. The Company believes that the Potential Subscription, if it materialises, will strengthen the capital base of the Company and help the Company prepare for any development opportunities as and when they arise.

The Board considers that with a smaller nominal value per Share, the Company will have more flexibility in determining the number of Shares to be issued to any potential investors. The Company will then be able to attract those potential investors who would like to receive a greater number of new Shares for a given percentage equity interest and amount of investment.

The Board also considers that the proposed change of board lot size will result in Subdivided Shares being traded at a value per board lot which is similar to that of the current value per board lot.

Other than the expenses, including professional fees and printing charges to be incurred in relation to the Share Subdivision and the proposed change of board lot size, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Group or the shareholdings, rights and interests of the Shareholders. The Board considers that the Share Subdivision and the proposed change of board lot size are in the interests of the Company and its Shareholders as a whole.

ARRANGEMENTS FOR ODD LOT TRADING

The proposed change of board lot size after the Share Subdivision becomes effective may result in odd lots of the Subdivided Shares.

In order to alleviate the difficulties arising from the odd lots of Subdivided Shares arising from the Share Subdivision and the proposed change of board lot size, the Company has appointed China Galaxy International Securities (Hong Kong) Co., Limited as an agent to provide matching services for sale and purchase of odd lots of Subdivided Shares of Shareholders. Shareholders who wish to take advantage of the matching services to dispose or top up odd lots of Subdivided Shares may directly or through their broker contact Mr. Choy Ho Yin of China Galaxy International Securities (Hong Kong) Co., Limited at Units 3501-7 & 3513-14, 35/F, Cosco Tower, 183 Queen's Road Central, Hong Kong (telephone: (852) 3698 6820 and facsimile: (852) 3698 6999) during office hours of the period from Wednesday, 8 July 2015 to Tuesday, 28 July 2015 (both dates inclusive).

Holders of the Shares in odd lots should note that successful matching of the sale and purchase of odd lots of the Subdivided Shares is not guaranteed. Shareholders should consult their professional advisers if they are in doubt about the above facility.

FREE EXCHANGE OF SHARE CERTIFICATES

The Existing Share Certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on Tuesday, 28 July 2015 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the Existing Share Certificates will continue to be good evidence of legal title to the Subdivided Shares on the basis of one (1) Share for five (5) Subdivided Shares.

The Existing Share Certificates will be exchanged free of charge for the New Share Certificates for Subdivided Shares between 9:00 a.m. and 4:30 p.m. on any business day from Tuesday, 23 June 2015 to Thursday, 30 July 2015 (both dates inclusive) at the Hong Kong branch share registrar of the Company, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. It is expected that New Share Certificates will be available for collection within 10 business days after the submission of the Existing Share Certificates for exchange. The New Share Certificates will be pink in color so as to distinguish them from the Existing Share Certificates which are blue in color.

EXPECTED TIMETABLE FOR PROPOSED SHARE SUBDIVISION AND CHANGE OF BOARD LOT SIZE

The expected timetable relating to the Share Subdivision, change of board lot size and the associated trading arrangement are as follows:

2015
(Hong Kong time)

Despatch of the circular regarding, among other things,
the Share Subdivision, proposed change of board lot size,
proposed change of Company name and notice of SGM Friday, 29 May

Latest time for lodging transfers of Shares for entitlements to
attend and vote at the SGM 4:30 p.m. on
Wednesday, 17 June

Closure of register of members of the Company Thursday, 18 June to
Monday, 22 June
(both dates inclusive)

Latest time for lodging the form of proxy for the SGM 3:00 p.m. on Saturday, 20 June

SGM 3:00 p.m. on Monday, 22 June

Publication of poll results of the SGM Monday, 22 June

The following events are conditional on the fulfilment of the conditions for the implementation of the Share Subdivision

Effective date of the Share Subdivision.	Tuesday, 23 June
Dealing in the Subdivided Shares commence on	9:00 a.m. on Tuesday, 23 June
Original counter for trading in existing Shares in board lots of 2,000 temporarily closes.	9:00 a.m. on Tuesday, 23 June
Temporary counter for trading in board lots of 10,000 Subdivided Shares (in the form of Existing Share Certificates) opens.	9:00 a.m. on Tuesday, 23 June
Free exchange of Existing Share Certificates for the New Share Certificates for the Subdivided Shares commences	Tuesday, 23 June
Original counter for trading in Subdivided Shares in board lots of 10,000 Subdivided Shares (in the form of New Share Certificates) re-opens.	9:00 a.m. on Wednesday, 8 July
Parallel trading in Subdivided Shares (in the form of Existing Share Certificates and New Share Certificates) commences	9:00 a.m. on Wednesday, 8 July
Designated broker starts to stand in the market for providing the matching services for the odd lots of the Subdivided Shares	9:00 a.m. on Wednesday, 8 July
Temporary counter for trading in board lots of 10,000 Subdivided Shares (in the form of Existing Share Certificates) closes	4:00 p.m. on Tuesday, 28 July
Parallel trading in Subdivided Shares (in the form of Existing Share Certificates and New Share Certificates) ends.	4:00 p.m. on Tuesday, 28 July
Designated broker ceases to stand in the market for providing the matching services for the odd lots of the Subdivided Shares	4:00 p.m. on Tuesday, 28 July
Free exchange of Existing Share Certificates for the New Share Certificates for the Subdivided Shares ends.	Thursday, 30 July

The Company will make further announcements if there are any changes in the expected timetable for implementation of the Share Subdivision, change of board lot size and the associated trading arrangements as mentioned in this announcement.

PROPOSED CHANGE OF COMPANY NAME

At the SGM, the Board will propose a special resolution to the Shareholders to change the registered primary name of the Company from “Linmark Group Limited” to “Daohe Global Group Limited” and adopt “道和環球集團有限公司” as its secondary name to replace the existing Chinese name of “林麥集團有限公司” which has been used for identification purposes only.

Reasons for the Change of Company Name

The Board considers that the proposed Change of Company Name will provide the Company with a fresh new corporate image and identity which will be in the interests of the Company and its future development.

Conditions

The Change of Company Name is subject to (i) the passing of a special resolution by the Shareholders at the SGM to approve the proposed Change of Company Name; and (ii) the approval of the proposed new primary name and secondary name of the Company by the Registrar of Companies in Bermuda.

Once the special resolution approving the proposed Change of Company Name has been passed, the Company will file a certified copy of the said resolution with the Registrar of Companies in Bermuda to effect the change. The proposed Change of Company Name will take effect from the date on which the Registrar of Companies in Bermuda enters the new primary name and secondary name of the Company on the register maintained by the Registrar of Companies in Bermuda in place of the existing name. Upon the Change of Company Name taking effect and the receipt of the Certificate of Incorporation on Change of Name, the Company will carry out the necessary filing procedures with the Companies Registry in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622, Laws of Hong Kong).

Effects of the Change of Company Name

The Change of Company Name, once approved and upon becoming effective, will not in any way affect any of the rights of Shareholders and all the share certificates of the Company then in issue (including the Existing Share Certificates and the New Share Certificates) bearing the present name of the Company will, even after the change has become effective, continue to be effective as evidence of title to the shares of the Company and will be valid for trading, settlement and registration purposes. The Company will make arrangement for free exchange of share certificates then in issue (including the Existing Share Certificates and the New Share Certificates), within a specific period of time, for new share certificates under the new name of the Company. Should the Change of Company Name become effective, all new share certificates of the Company will be issued in the new name of the Company thereafter and the English and Chinese stock short names of the Company will also be changed.

The Company will make further announcements on the Change of Company Name, the change in stock short names and the details for the arrangement on free exchange of share certificates once the proposed Change of Company Name has become effective.

CLOSURE OF REGISTER OF MEMBERS FOR THE SGM

The SGM is expected to be held on Monday, 22 June 2015. For the purpose of ascertaining the Shareholders' rights of attending and voting at the SGM, the register of members of the Company will be closed from Thursday, 18 June 2015 to Monday, 22 June 2015, both dates inclusive. In order to be entitled to attend the SGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4.30 p.m. on Wednesday, 17 June 2015.

GENERAL

A circular containing, among other things, details of the Share Subdivision, the change of board lot size, the trading arrangements in respect to the Subdivided Shares, the procedure for the free exchange of the Existing Share Certificates, the Change of Company Name and the notice of the SGM, will be despatched to the Shareholders on or before Friday, 29 May 2015.

DEFINITIONS

Unless the context requires otherwise, the following expressions shall have the following meanings in this announcement:

“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “Linmark Group Limited” to “Daohe Global Group Limited” and the adoption of a new Chinese name “道和環球集團有限公司” as its secondary name to replace the existing Chinese name of “林麥集團有限公司” which has been used for identification purposes only
“Company”	Linmark Group Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Existing Share Certificate(s)”	existing form of certificate(s) of Shares in blue
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“New Share Certificate(s)”	form of certificate(s) of Subdivided Shares in pink
“PRC”	the People’s Republic of China
“SGM”	the special general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving, among other things, the Share Subdivision and the Change of Company Name
“Share(s)”	ordinary share(s) of US\$0.02 each in the share capital of the Company immediately before the Share Subdivision becoming effective
“Share Subdivision”	the proposed subdivision of each Share into five (5) Subdivided Shares
“Shareholder(s)”	holder(s) for the time being of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	subdivided ordinary share(s) of US\$0.004 each in the share capital of the Company upon the Share Subdivision becoming effective
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

By order of the Board
Linmark Group Limited
ZHOU Xijian
Chairman and non-executive Director

Hong Kong, 28 May 2015

As at the date of this announcement, the Board comprises one non-executive Director, being Mr. ZHOU Xijian (Chairman); three executive Directors, being Mr. ZHANG Qi (Chief Executive Officer), Mr. WONG Hing Lin, Dennis (President and Chief Financial Officer) and Mr. HWANG Han-Lung, Basil (General Counsel and Head of Development and Investments); and three independent non-executive Directors, being Mr. WANG Arthur Minshiang, Mr. TSE Hau Yin, Aloysius and Mr. Jakob Jacobus Koert TULLENERS.

* For identification purpose only