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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you have sold or otherwise transferred** all your shares in Linmark Group Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities.

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**PROPOSED SHARE SUBDIVISION,  
PROPOSED CHANGE OF BOARD LOT SIZE,  
PROPOSED CHANGE OF COMPANY NAME,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening a special general meeting of Linmark Group Limited (the “SGM”) to be held on Monday, 22 June 2015 at 3:00 p.m. at Showroom 1A, 1123, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong is set out on pages 15 to 17 of this circular. Whether or not you are able to attend the SGM in person, you are requested to complete and return the accompanying form of proxy to the Hong Kong branch share registrar of the Company, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the SGM or any adjournment thereof (as the case may be) should you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.

\* *for identification purpose only*

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Expected Timetable</b> .....	3
<b>Letter from the Board</b> .....	5
Introduction .....	5
Proposed share subdivision .....	6
Proposed change of board lot size .....	7
Reasons for the proposed share subdivision and change of board lot size .....	7
Arrangements for odd lot trading .....	8
Free exchange of share certificates .....	8
Trading arrangement for subdivided shares .....	9
Proposed change of company name .....	9
Re-election of Directors .....	10
Special general meeting .....	10
Listing Rules requirements .....	10
Recommendation .....	11
Responsibility statement .....	11
General .....	11
<b>Appendix – Details of Directors subject to re-election</b> .....	12
<b>Notice of Special General Meeting</b> .....	15

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context otherwise requires:*

“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company adopted pursuant to the written resolution of the then sole Shareholder passed on 22 April 2002, as amended from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“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
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	27 May 2015, being the latest practicable date prior to the issue of this circular for ascertaining certain information contained herein
“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

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## DEFINITIONS

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“PRC”	the People’s Republic of China
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be held at Showroom 1A, 1123, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Monday, 22 June 2015 at 3:00 p.m. for the purpose of considering and, if thought fit, approving, among other things, the Share Subdivision, the Change of Company Name and the re-election of the retiring Directors
“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.

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## EXPECTED TIMETABLE

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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)**

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

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## EXPECTED TIMETABLE

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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

Further announcement will be made by the Company for changes, if any, in the expected timetable for implementation of the Share Subdivision, change of board lot size and the associated trading arrangements as mentioned in this circular.

If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 12:00 noon on the date of the SGM, the SGM will be postponed. The Company will post an announcement on the respective websites of the Company ([www.linmark.com](http://www.linmark.com)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify Shareholders of the date, time and place of the rescheduled SGM.

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LETTER FROM THE BOARD

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**LINMARK GROUP LIMITED**

**林麥集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 915)**

*Non-executive Director:*

Mr. ZHOU Xijian (*Chairman*)

*Executive Directors:*

Mr. ZHANG Qi (*Chief Executive Officer*)

Mr. WONG Hing Lin, Dennis

*(President and Chief Financial Officer)*

Mr. HWANG Han-Lung, Basil

*(General Counsel and Head of Development  
and Investments)*

*Independent Non-executive Directors:*

Mr. WANG Arthur Minshiang

Mr. TSE Hau Yin, Aloysius

Mr. Jakob Jacobus Koert TULLENERS

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place of  
business in Hong Kong:*

1123, Kowloonbay International  
Trade & Exhibition Centre

1 Trademart Drive, Kowloon Bay

Kowloon, Hong Kong

29 May 2015

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED SHARE SUBDIVISION,  
PROPOSED CHANGE OF BOARD LOT SIZE,  
PROPOSED CHANGE OF COMPANY NAME,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information relating to (i) the Share Subdivision and the proposed change of board lot size; (ii) the trading arrangements in respect of the Subdivided Shares; (iii) the procedure for the free exchange of the Existing Share Certificates for the New Share Certificates of the Subdivided Shares; (iv) the proposed Change of Company Name; and (v) the re-election of the retiring Directors; and (vi) the notice of the SGM.

\* *for identification purpose only*

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## LETTER FROM THE BOARD

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

	<b>As at the Latest Practicable Date and before completion of the Share Subdivision</b>	<b>Immediately after completion of the Share Subdivision</b>
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 Latest Practicable Date, the Company did 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.



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## LETTER FROM THE BOARD

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### **Application for listing of Subdivided Shares**

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

Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or the Subdivided Shares or any other securities of the Company to be listed or dealt in on any other 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 Latest Practicable Date of HK\$2.68 per Share, the current board lot value amounts to HK\$5,360. 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\$5,360 (based on the closing price of the Shares on the Latest Practicable Date and adjusted for the effect of 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 of 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 Latest Practicable Date, the Company was still negotiating the terms of the Potential Subscription with the potential investors and no agreement had 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.

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## LETTER FROM THE BOARD

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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.

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## LETTER FROM THE BOARD

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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.

### **TRADING ARRANGEMENT FOR SUBDIVIDED SHARES**

Subject to the Share Subdivision becoming effective, dealings in the Subdivided Shares are expected to commence on Tuesday, 23 June 2015 at 9:00 a.m.. Parallel trading in the Subdivided Shares (in the form of Existing Share Certificates and New Share Certificates) will be operated from Wednesday, 8 July 2015 to Tuesday, 28 July 2015 (both dates inclusive). Full details of the expected timetable and trading arrangement of the Shares are set out in the section headed "Expected Timetable" in this circular.

### **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 the 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).

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## LETTER FROM THE BOARD

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### 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 the 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.

### RE-ELECTION OF DIRECTORS

In accordance with bye-law 86(2) of the Bye-laws, Mr. ZHOU Xijian, Mr. ZHANG Qi and Mr. HWANG Han-Lung, Basil, being Directors appointed on 5 February 2015, will retire at the SGM and being eligible, offer themselves for re-election.

Details of the retiring Directors that are required to be disclosed under the Listing Rules are set out in the Appendix to this circular.

### SPECIAL GENERAL MEETING

Notice of the SGM to be held at Showroom 1A, 1123, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Monday, 22 June 2015 at 3:00 p.m. is set out on pages 15 to 17 of this circular. At the SGM, ordinary resolutions will be proposed to approve the Share Subdivision and the re-election of the retiring Directors and a special resolution will be proposed to approve the Change of Company Name. A proxy form for use at the SGM is enclosed herein. Whether or not you are able to attend the SGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the office of the Hong Kong branch share registrar of the Company, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

### LISTING RULES REQUIREMENTS

According to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, the Chairman will demand a poll for all the resolutions put to the vote at the SGM pursuant to the bye-law 66 of the Bye-laws.

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## LETTER FROM THE BOARD

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After the SGM, the poll results will be published on the respective websites of the Stock Exchange and the Company.

### **RECOMMENDATION**

The Board considers that the Share Subdivision, the Change of Company Name and the re-election of the retiring Directors are in the interests of the Company and its Shareholders as a whole and therefore recommends that the Shareholders vote in favor of the relevant resolutions to be proposed at the SGM.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### **GENERAL**

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

The following are the particulars of the three Directors proposed to be re-elected at the SGM:

**1. Mr. ZHOU Xijian**

Mr. Zhou, aged 40, was appointed as a non-executive Director and the chairman of the Board with effect from 5 February 2015. Mr. Zhou is also a member and the chairman of the nomination committee of the Board. Mr. Zhou has over 20 years of business experience. Mr. Zhou is the president of 廣東道和投資產業集團有限公司 (Guangdong Daohe Investment Group LLC\*) (“**Guangdong Daohe**”). Guangdong Daohe is a multi-industry company which is engaged in a wide range of businesses including but not limited to liquor, drinking water, film and television, catering and Internet technology. Mr. Zhou obtained a master’s degree in business administration from the Business School of Nanjing Normal University (南京師範大學) in 2011.

There is no service contract entered into between the Company and Mr. Zhou. Pursuant to a letter of appointment entered into between the Company and Mr. Zhou, Mr. Zhou has been appointed as a non-executive Director and chairman of the Board for a term of three years commencing on 5 February 2015 which will continue thereafter. During the tenure, the appointment may be terminated by either party giving the other not less than six months’ notice in writing. The director’s fee of Mr. Zhou is HK\$360,000 per annum and Mr. Zhou is also entitled to participate in a profit-based bonus scheme and a share option scheme to be determined at the discretion of the Board or a committee thereof established for such purpose. The director’s fee of Mr. Zhou was determined by the Board mainly based on Mr. Zhou’s qualifications, experience, level of responsibilities undertaken and prevailing market conditions.

As at the Latest Practicable Date, Mr. Zhou was deemed to be interested in 442,747,619 Shares under the SFO. The 442,747,619 Shares comprise (a) 341,500,000 Shares held by Sino Remittance Holding Limited; (b) 39,793,691 Shares held by Fame City Developments Limited; (c) 61,361,928 Shares held by Oceanic Force Limited; and (d) 92,000 Shares held by Winning Port International Limited. Each of Sino Remittance Holding Limited, Fame City Developments Limited, Oceanic Force Limited and Winning Port International Limited is wholly-owned by Daohe Global Investment Holding Limited (“**Daohe Global Investment**”), which is in turn 80%-owned by Mr. ZHOU Xijian and 20%-owned by Mr. ZHANG Qi. Save as disclosed, as at the Latest Practicable Date, Mr. Zhou did not have, and was not deemed to have, any interests in any other Shares or underlying Shares within the meaning of Part XV of the SFO.

## 2. Mr. ZHANG Qi

Mr. Zhang, aged 40, was appointed as an executive Director and the chief executive officer of the Group with effect from 5 February 2015. Mr. Zhang is also a member and the chairman of the executive committee of the Board and a member of the remuneration committee of the Board. Mr. Zhang has over 16 years of business experience, and is currently the global executive president of 南京中脈科技發展有限公司 (Nanjing Joymain Sci & Tech Development Co., Ltd.\*) (“**Nanjing Joymain**”). Nanjing Joymain is principally engaged in the research and development, production, sale and service of healthcare products. Mr. Zhang obtained a master’s degree in business administration from the Business School of Nanjing Normal University (南京師範大學) in 2011.

There is a service agreement between the Company and Mr. Zhang for an initial term of three years commencing on 5 February 2015 which will continue thereafter. During the tenure, the appointment may be terminated by either party giving the other not less than six months’ notice in writing. Under the service agreement, the base salary of Mr. Zhang is HK\$360,000 per annum and Mr. Zhang is also entitled to participate in a profit-based bonus scheme and a share option scheme to be determined at the discretion of the Board or a committee thereof established for such purpose. The remuneration of Mr. Zhang was determined by the remuneration committee of the Board mainly based on Mr. Zhang’s qualifications, experience, level of responsibilities undertaken and prevailing market conditions.

As at the Latest Practicable Date, Mr. Zhang did not have, and was not deemed to have, any interests in any Shares or underlying Shares within the meaning of Part XV of the SFO.

## 3. Mr. HWANG Han-Lung, Basil

Mr. Hwang, aged 43, was appointed as an executive Director and general counsel and head of development and investments of the Group with effect from 5 February 2015. Mr. Hwang is also a member of the executive committee of the Board and a director of certain subsidiaries of the Company. Mr. Hwang is an independent director of First Sponsor Group Limited, a company listed on the Mainboard of the Singapore Exchange Securities Trading Limited, and a partner of Zhong Lun Law Firm. Mr. Hwang was admitted as an advocate and solicitor in Singapore in 1998, as a solicitor in England and Wales in 2000 and as a solicitor in Hong Kong in 2004. He was previously the founder and managing partner of a US law firm’s Hong Kong office. Mr. Hwang has over 16 years’ experience in advising on financial regulatory matters, corporate finance and mergers and acquisitions transactions. Mr. Hwang has a LL.B. (Honours) degree from the National University of Singapore, and a Master of Science degree in Global Finance jointly granted by New York University’s Stern School of Business and the Hong Kong University of Science and Technology. He holds a solicitor’s practising certificate with the Law Society of Hong Kong.



There is a service agreement between the Company with Mr. Hwang for an initial term of three years commencing on 5 February 2015 which will continue thereafter. During the tenure, the appointment may be terminated by either party giving the other not less than six months' notice in writing. Under the service agreement, the base salary of Mr. Hwang is US\$420,000 (equivalent to approximately HK\$3,255,000) per annum. Mr. Hwang is also entitled to participate in a profit-based bonus scheme and a share option scheme to be determined at the discretion of the Board or a committee thereof established for such purpose. The remuneration of Mr. Hwang was determined by the remuneration committee of the Board mainly based on Mr. Hwang's qualifications, experience, level of responsibilities undertaken and prevailing market conditions.

As at the Latest Practicable Date, Mr. Hwang did not have, and was not deemed to have, any interests in any Shares or underlying Shares within the meaning of Part XV of the SFO.

#### **4. General**

Mr. Zhou and Mr. Zhang are business partners and are directors and shareholders of Daohe Global Investment.

Save as disclosed, each of Mr. Zhou, Mr. Zhang and Mr. Hwang does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed, Mr. Zhou, Mr. Zhang and Mr. Hwang have not held any directorship in the last three years in other listed public companies and do not have any other major appointments and professional qualifications. Saved as disclosed, they do not hold any other position with the Company or any of its subsidiaries.

Save as disclosed, there are no other matters or information relating to the above Directors that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.



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## NOTICE OF SPECIAL GENERAL MEETING

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### LINMARK GROUP LIMITED

林麥集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 915)**

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the special general meeting (the “SGM”) of Linmark Group Limited (the “Company”) will be held at Showroom 1A, 1123, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Monday, 22 June 2015 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

#### ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subdivided Shares (as hereinafter defined), each of the issued and unissued shares of par value US\$0.02 each in the share capital of the Company be and is hereby subdivided into five (5) shares of par value US\$0.004 each (the “**Subdivided Shares**”) with effect from the business day immediately following the date on which this resolution is passed (the “**Share Subdivision**”) and that any director (the “**Director**”) of the Company be and is authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by the Director in his absolute discretion to be incidental to, ancillary to or in connection with the matters contemplated in, for completion of the Share Subdivision including but not limited to, to cancel any existing share certificates and to issue new share certificates in respect of the Subdivided Shares to holders of the existing shares of the Company pursuant to the Share Subdivision, and that any matters that have been done on or before the date of this resolution in connection with the transactions contemplated under this resolution be and are hereby ratified, confirmed and approved.”

\* *for identification purpose only*

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## NOTICE OF SPECIAL GENERAL MEETING

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### SPECIAL RESOLUTION

2. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda, the English name of the Company be changed from “Linmark Group Limited” to “Daohe Global Group Limited” and “道和環球集團有限公司” be adopted as the Company’s 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 and that any Director of the Company be and is hereby authorized for and on behalf of the Company to do all such acts, deeds and things and to sign, seal and execute and deliver all such documents as he may, in his absolute discretion, deem fit in order to effect and implement such change of name, and that any matters that have been done on or before the date of this resolution in connection with the transactions contemplated under this resolution be and are hereby ratified, confirmed and approved.”

### ORDINARY RESOLUTIONS

3. each as a separate resolution, to re-elect the following retiring directors as directors of the Company:
  - 3.1 Mr. ZHOU Xijian
  - 3.2 Mr. ZHANG Qi
  - 3.3 Mr. HWANG Han-Lung, Basil

By order of the Board  
**Linmark Group Limited**  
**CHEUNG Hoi Yin, Brenda**  
*Company Secretary*

Hong Kong, 29 May 2015

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of  
business in Hong Kong:*  
1123, Kowloonbay International  
Trade & Exhibition Centre  
1 Trademart Drive, Kowloon Bay  
Kowloon, Hong Kong

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## NOTICE OF SPECIAL GENERAL MEETING

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*Notes:*

1. Any member of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. Any member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the SGM. A proxy need not be a member of the Company.
2. To be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, 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 less than 48 hours before the time appointed for holding the SGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a member from attending and voting in person at the SGM and in such event, the form of proxy shall be deemed to be revoked.
3. Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the SGM 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, and 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.
4. For the purpose of ascertaining the rights of the members of the Company 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.
5. A form of proxy for the SGM is enclosed with this circular.
6. The voting on the resolutions at the SGM will be conducted by way of poll.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 12:00 noon on the date of the SGM, the SGM will be postponed. The Company will post an announcement on the respective websites of the Company ([www.linmark.com](http://www.linmark.com)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify members of the Company of the date, time and place of the rescheduled SGM.
8. As at the date hereof, the board of Directors of the Company 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.