

# LINMARK

## LINMARK GROUP LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 915)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Linmark Group Limited (“**Company**”) will be held on Monday, 16 August 2004 at 3:00 p.m. at Chater Room II & III, Function Room Level, B1, The Ritz-Carlton, 3 Connaught Road Central, Hong Kong to transact the following ordinary businesses:

1. “To receive and approve the audited consolidated financial statements and the reports of the directors and auditors for the year ended 30 April 2004.”
2. “To re-elect the retiring directors and to authorise the directors to fix the directors’ remuneration.” *(See Note (6))*
3. “To appoint Messrs. PricewaterhouseCoopers as new auditors of the Company to hold office until conclusion of the next annual general meeting at a fee to be agreed with the directors.”
4. “To approve the payment of the final dividend of 4.5 HK cents per share of the Company for the year ended 30 April 2004.”

and, as special businesses, to consider and, if thought fit, pass the following resolutions, with or without modifications:

5. “As an ordinary resolution, to grant a general mandate to the board of directors of the Company to allot, issue and deal with additional shares in the Company not exceeding 20% of the issued share capital of the Company as at the date of passing of this resolution.”
6. “As an ordinary resolution, to grant a general mandate to the board of directors of the Company to purchase shares in the Company not exceeding 10% of the issued share capital of the Company as at the date of passing of this resolution.”
7. “As an ordinary resolution, subject to the passing of the Resolutions Nos. 5 and 6, to extend the general mandate granted by Resolution No. 5 by adding thereto the shares repurchased pursuant to the general mandate granted by Resolution No. 6.”
8. “As an ordinary resolution, to amend certain rules of the share option scheme of the Company.”
9. “As a special resolution, to amend certain provisions of the bye-laws of the Company.”

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

Hong Kong, 21 July 2004

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

20th Floor, Office Tower One  
The Harbourfront  
18 Tak Fung Street  
Hung Hom, Kowloon  
Hong Kong

**Notes:**

- (1) A member entitled to attend and vote at the above meeting may appoint one or, if he is the holder of two or more shares, more than one proxy to attend and vote on his behalf and such proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy, together with any power of attorney or authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrars in Hong Kong, Standard Registrars Limited of 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 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. WANG Lu Yen, together with his associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited), will abstain from voting in relation to the Resolution No. 8 as set out in the notice convening this meeting.
- (6) In relation to the Resolution No. 2 above, each of Messrs. FU Jin Ming, Patrick and WANG Arthur Minshiang will retire from his office of director at the annual general meeting pursuant to the bye-laws of the Company and being eligible, offers himself for re-election.

As at the date hereof, the board of directors of the Company comprises Mr. WANG Lu Yen, Mr. Steven Julien FENIGER, Mr. FU Jin Ming, Patrick, Mr. KHOO Kim Cheng, Mr. KWOK Chi Kueng, Mr. WANG Arthur Minshiang, Mr. WONG Wai Ming and Dr. WOON Yi Teng, Eden.

*Please also refer to the published version of this announcement in the (**The Standard**)*