

LINMARK

LINMARK GROUP LIMITED

(Incorporated in Bermuda with limited liability)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD AT 3:00 P.M. ON 16 AUGUST 2004 *(or any adjournment thereof)*

I/We¹ _____
of _____
being the registered holder(s) of² _____
shares of US\$0.02 each in the share capital of Linmark Group Limited ("Company") **HEREBY APPOINT³ THE CHAIRMAN OF THE ANNUAL GENERAL MEETING OF THE COMPANY** ("Meeting") or _____
of _____

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Chater Room II & III, Function Room Level, B1, The Ritz-Carlton, 3 Connaught Road Central, Hong Kong on Monday, 16 August 2004 at 3:00 p.m., or any adjournment thereof, for the purpose of considering, if thought fit, passing, with or without modifications, the proposed ordinary resolutions and a special resolution as set out in the notice convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit and on any other resolutions properly put to the Meeting.

ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
1. To receive and approve the audited consolidated financial statements and the reports of the directors and the auditors for the year ended 30 April 2004		
2. 2.1 Each as a separate resolution, to re-elect the following retiring directors as directors:		
2.1.1 FU Jin Ming, Patrick		
2.1.2 WANG Arthur Minshiang		
2.2 To authorise the directors to fix the directors' remuneration		
3. To appoint Messrs. PricewaterhouseCoopers as the 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		
5. To grant a general mandate to the directors to allot, issue and otherwise deal with the Company's shares		
6. To grant a general mandate to the directors to purchase the Company's shares		
7. To add the nominal amount of the Company's shares purchased by the Company to the mandate granted to the directors under Resolution No. 5		
8. To amend the share option scheme of the Company		
SPECIAL RESOLUTION		
9. To amend the bye-laws of the Company		

Dated: _____ Signature(s)⁵: _____

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares of US\$0.02 each in the capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, delete the words "**THE CHAIRMAN OF THE ANNUAL GENERAL MEETING OF THE COMPANY**" or " and insert the name and address of the proxy desired in the space provided.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR" OPPOSITE TO SUCH PROPOSED RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST" OPPOSITE TO SUCH PROPOSED RESOLUTION.** Failure to tick a box will entitle your proxy to cast your vote at his discretion in respect of that particular resolution. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting (or any adjournment thereof) other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or other person duly authorised.
6. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrars 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 adjourned meeting.
7. Where there are joint holders of any share of the Company, any one of such persons may vote at the Meeting, either personally 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 are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
10. Completion and deposits of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you, having lodged this form of proxy, attend the Meeting, this form of proxy will be deemed to have been revoked.