

# LINMARK

## LINMARK GROUP LIMITED

林麥集團有限公司\*  
(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 Friday, 19 August 2005 at 3:00 p.m. at 20th Floor, Office Tower One, The Harbourfront, 18 Tak Fung Street, Hunghom, Kowloon, 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 2005;
- 2.1 each as a separate resolution, to re-elect the following retiring directors as directors:
  - 2.1.1 WONG Wai Ming
  - 2.1.2 KWOK Chi Kueng
  - 2.1.3 TSE Hau Yin, Aloysius
- 2.2 to authorise the directors to fix the directors’ remuneration;
3. to re-appoint PricewaterhouseCoopers as the 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 4.8 HK cents per share of the Company for the year ended 30 April 2005;

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

### ORDINARY RESOLUTIONS

5. 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. 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; and
7. subject to the passing of the resolutions numbered 5 and 6, to extend the general mandate granted by resolution numbered 5 by adding thereto the shares repurchased pursuant to the general mandate granted by resolution numbered 6.

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

Hong Kong, 27 July 2005

*Head office and principal place  
of business in Hong Kong:*  
20th Floor, Office Tower One  
The Harbourfront  
18 Tak Fung Street  
Hungghom, 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. A form of proxy for use at the meeting is enclosed with a circular of the Company dated 27 July 2005.
- (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 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/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.

As at the date of this notice, the board of directors of the Company comprises six executive directors, being Mr. WANG Lu Yen (Chairman), Mr. Steven Julien FENIGER (Chief Executive Officer), Mr. FU Jin Ming, Patrick, Mr. WONG Wai Ming, Mr. KHOO Kim Cheng and Mr. KWOK Chi Kueng and three independent non-executive directors, being Mr. WANG Arthur Minshiang, Dr. WOON Yi Teng, Eden and Mr. TSE Hau Yin, Aloysius.

\* *For identification purpose only*

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