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**DAOHE GLOBAL INVESTMENT
HOLDING LIMITED**
道和環球投資控股有限公司
(Incorporated in the Republic of Seychelles with limited liability)


LINMARK GROUP LIMITED
林麥集團有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 915)

**(1) JOINT ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS
CODE IN RELATION TO UNCONDITIONAL MANDATORY CASH
OFFERS BY CHINA GALAXY INTERNATIONAL
SECURITIES (HONG KONG) CO., LIMITED
FOR AND ON BEHALF OF THE OFFEROR FOR
ALL THE ISSUED SHARES IN THE COMPANY (OTHER THAN THOSE
SHARES ALREADY OWNED AND/OR AGREED TO BE ACQUIRED BY
THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT) AND FOR
THE CANCELLATION OF ALL OUTSTANDING OPTIONS OF
THE COMPANY**

UPDATE OF NUMBER OF RELEVANT SECURITIES IN ISSUE; AND

(2) FURTHER INFORMATION ON THE COMPOSITE DOCUMENT

This joint announcement is jointly made by Linmark Group Limited (“**Company**”) and Daohe Global Investment Holding Limited (“**Offeror**”) pursuant to Rule 3.8 of the Codes on Takeovers and Mergers and Share Buy-backs (“**Takeovers Code**”).

Reference is made to the composite offer and response document dated 2 February 2015 (“**Composite Document**”) issued jointly by the Company and the Offeror in relation to, among others, the unconditional mandatory cash offers by China Galaxy on behalf of the Offeror to acquire all the issued Shares (other than those Shares already owned and/or agreed to be acquired by the Offeror and parties acting in concert with it) and for the cancellation of all outstanding Options held by the Option Holders. Unless otherwise stated, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

EXERCISE OF OPTIONS

On 11 February 2015, a total of 80,000 outstanding Options have been exercised at an exercise price of HK\$0.7 per Share pursuant to the share option scheme adopted by the Company on 22 April 2002. As a result, the total number of Shares in issue increased from 683,569,279 Shares as at the Latest Practicable Date to 683,649,279 Shares (as enlarged by the issue of the new Shares) as at the date of this joint announcement.

Save for the issue of new Shares in this joint announcement, no other Share has been issued and allotted by the Company from the Latest Practicable Date up to the date of this joint announcement.

RELEVANT SECURITIES IN ISSUE

As at the date of this joint announcement (after the issue of the new Shares), (i) there are 1,691,000 outstanding Options entitling the Option Holders thereof to subscribe for up to 1,691,000 new Shares; and (ii) the total issued share capital of the Company is US\$13,672,985.58 comprising 683,649,279 issued Shares of US\$0.02 each.

Save as the aforesaid, the Company has no other class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in issue as at the date of this joint announcement.

DEALING DISCLOSURE

In accordance with Rule 3.8 of the Takeovers Code, respective associates of the Company and the Offeror are reminded to disclose their dealings in the relevant securities of the Company pursuant to the Takeovers Code. The full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

FURTHER INFORMATION ON THE COMPOSITE DOCUMENT

Reference is made to the Composite Document and due to inadvertence, certain information required under paragraph 6(a)(i) of Schedule II to the Takeovers Code were omitted from Appendix II to the Composite Document. The Company and the Offeror would like to provide to the Independent Shareholders and Option Holders the following supplemental financial information for each of the three financial years ended 30 April 2012, 2013 and 2014:

- the Group had no exceptional or extraordinary items because of size, nature or incidence;
- the Group did not record any non-controlling interests; and
- all profit/(loss) of the Group was attributable to owners of the Company.

For each of the three financial years ended 30 April 2012, 2013 and 2014, the dividends and distribution and earnings per Share are set out in the table below:

	Year ended 30 April		
	2012	2013	2014
Distribution per Share (HK cents)	–	–	14.64
Interim dividend per Share (HK cent(s))	0.88	1.60	1.00
Final dividend per Share (HK cent(s))	<u>0.5</u>	<u>1.20</u>	<u>1.21</u>
Earnings per Share (US cent) (basic and diluted)	<u>0.4</u>	<u>0.8</u>	<u>0.7</u>

By order of the Board
Daohe Global Investment Holding Limited
ZHOU Xijian
Chairman

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

Hong Kong, 11 February 2015

As at the date of this joint announcement, the members of the Board are:

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*)

Mr. WANG Lu Yen

Non-executive Directors:

Mr. ZHOU Xijian (*Chairman*)

Mr. WONG Wai Ming

Independent non-executive Directors:

Mr. WANG Arthur Minshiang

Mr. TSE Hau Yin, Aloysius

Mr. Jakob Jacobus Koert TULLENERS

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Offeror and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the directors of the Offeror are Mr. ZHOU Xijian and Mr. ZHANG Qi.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Company, the Vendors and parties acting in concert with them) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Company, the Vendors and parties acting in concert with them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

** For identification purpose only*