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**LINMARK GROUP LIMITED**

**林麥集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 915)**

**(1) RESIGNATION OF CHAIRMAN, CHIEF EXECUTIVE OFFICER, CHAIRMAN OF THE EXECUTIVE COMMITTEE AND NOMINATION COMMITTEE AND MEMBER OF THE REMUNERATION COMMITTEE;**

**(2) APPOINTMENT OF DIRECTORS, CHAIRMAN, CHIEF EXECUTIVE OFFICER, CHAIRMAN OF THE EXECUTIVE COMMITTEE AND NOMINATION COMMITTEE AND MEMBER OF THE EXECUTIVE COMMITTEE AND REMUNERATION COMMITTEE; AND**

**(3) APPOINTMENT OF PRESIDENT**

**RESIGNATION OF CHAIRMAN, CHIEF EXECUTIVE OFFICER, CHAIRMAN OF THE EXECUTIVE COMMITTEE AND NOMINATION COMMITTEE AND MEMBER OF THE REMUNERATION COMMITTEE**

The Board announces that with effect from 5 February 2015, Mr. WANG Lu Yen resigned from his offices of (i) Chairman; (ii) CEO; (iii) chairman of the Executive Committee and chairman of the Nomination Committee; and (iv) member of the Remuneration Committee.

**APPOINTMENT OF DIRECTORS, CHAIRMAN, CHIEF EXECUTIVE OFFICER, CHAIRMAN OF THE EXECUTIVE COMMITTEE AND NOMINATION COMMITTEE AND MEMBER OF THE EXECUTIVE COMMITTEE AND REMUNERATION COMMITTEE**

The Board is pleased to announce that with effect from 5 February 2015, (i) Mr. ZHOU Xijian was appointed as a non-executive Director and Chairman; (ii) Mr. ZHANG Qi was appointed as an executive Director, CEO, chairman of the Executive Committee, chairman of the Nomination Committee and member of the Remuneration Committee; and (iii) Mr. HWANG Han-Lung, Basil was appointed as an executive Director, General Counsel and Head of Development and Investments and member of the Executive Committee.

**APPOINTMENT OF PRESIDENT**

The Board is pleased to announce that with effect from 5 February 2015, Mr. WONG Hing Lin, Dennis, an executive Director and CFO, assumed the additional role of President.

Reference is made to the composite offer and response document dated 2 February 2015 jointly issued by the Company and the Offeror (“**Composite Document**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

## **RESIGNATION OF CHAIRMAN, CHIEF EXECUTIVE OFFICER, CHAIRMAN OF THE EXECUTIVE COMMITTEE AND NOMINATION COMMITTEE AND MEMBER OF THE REMUNERATION COMMITTEE**

The Board hereby announces that with effect from 5 February 2015, Mr. WANG Lu Yen (“**Mr. Wang**”) resigned from his offices of (i) chairman of the Board (“**Chairman**”); (ii) chief executive officer of the Group (“**CEO**”); (iii) chairman of the executive committee (“**Executive Committee**”) of the Board and chairman of the nomination committee (“**Nomination Committee**”) of the Board; and (iv) member of the remuneration committee (“**Remuneration Committee**”) of the Board. Following Mr. Wang’s resignations, Mr. Wang remains as an executive Director. Mr. Wang’s directorship at the Company is expected to cease upon the close of the Offers and he will, immediately after his resignation as an executive Director, assume the role of honorary chairman of the Company in a non-executive capacity (but not a member of the Board) under the Adviser Appointment Letter.

The Board would like to take this opportunity to express its sincere appreciation for the valuable contributions of Mr. Wang to the Group.

## **APPOINTMENT OF DIRECTORS, CHAIRMAN, CHIEF EXECUTIVE OFFICER, CHAIRMAN OF THE EXECUTIVE COMMITTEE AND NOMINATION COMMITTEE AND MEMBER OF THE EXECUTIVE COMMITTEE AND REMUNERATION COMMITTEE**

The Board is pleased to announce that with effect from 5 February 2015, (i) Mr. ZHOU Xijian (周希儉) (“**Mr. Zhou**”) was appointed as a non-executive Director and Chairman; (ii) Mr. ZHANG Qi (張琦) (“**Mr. Zhang**”) was appointed as an executive Director, CEO, chairman of the Executive Committee, chairman of the Nomination Committee and member of the Remuneration Committee; and (iii) Mr. HWANG Han-Lung, Basil (黃漢龍) (“**Mr. Hwang**”) was appointed as an executive Director, general counsel and head of development and investments of the Group (“**General Counsel and Head of Development and Investments**”) and member of the Executive Committee.

Biographical details of Mr. Zhou, Mr. Zhang and Mr. Hwang are set out as follows:

**Mr. ZHOU Xijian** (周希儉), aged 39, 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.

Pursuant to a letter of appointment dated 5 February 2015 entered into between the Company and Mr. Zhou, Mr. Zhou was appointed as a non-executive Director and Chairman 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. Mr. Zhou shall be entitled to a director’s fee of HK\$360,000 per annum. 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.

As at the date of this announcement and within the meaning of Part XV of the SFO, Mr. Zhou was deemed to be interested in 477,655,619 Shares held by wholly owned subsidiaries of the Offeror, which is in turn legally and beneficially held as to 80% by Mr. Zhou and as to 20% by Mr. Zhang. Mr. Zhou is a substantial Shareholder and controlling Shareholder within the meaning of the Listing Rules. Mr. Zhou and Mr. Zhang are business partners and are directors of the Offeror.

**Mr. ZHANG Qi** (張琦), aged 40, 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.

The Company entered into a service agreement dated 5 February 2015 with 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 shall be HK\$360,000 per annum. 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.

Mr. Zhang and Mr. Zhou, who is a substantial Shareholder and controlling Shareholder within the meaning of the Listing Rules as at the date of this announcement, are business partners and are directors of the Offeror. Mr. Zhang’s interest in the Offeror is disclosed above.

**Mr. HWANG Han-Lung, Basil** (黃漢龍), aged 43, is currently a partner of Boughton Peterson Yang Anderson (in association with Zhong Lun Law Firm), who are the legal advisers to the Offeror. He is also an independent director of First Sponsor Group Limited, a company listed on the Mainboard of the Singapore Exchange Securities Trading Limited. 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.

The Company entered into a service agreement dated 5 February 2015 with Mr. Hwang with 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 shall be 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 director’s fee or remuneration of each of Mr. Zhou, Mr. Zhang and Mr. Hwang was determined and approved by the Remuneration Committee or the Board (as the case may be) based on their respective qualifications, experience, level of responsibilities undertaken and prevailing market conditions. Each of Mr. Zhou’s director’s fee and Mr. Zhang’s and Mr. Hwang’s remuneration will be subject to annual review by the Remuneration Committee or the Board (as the case may be).

Save as disclosed above, each of Mr. Zhou, Mr. Zhang and Mr. Hwang (i) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not have and is not deemed to have any interest in the Shares within the meaning of Part XV of the SFO; (iii) has not held any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years; and (iv) does not hold any other positions in the Group as at the date of this announcement.

Pursuant to the Listing Rules and the Company's bye-laws, each of Mr. Zhou, Mr. Zhang and Mr. Hwang will be subject to retirement by rotation and re-election. They will hold office until the next following general meeting of the Company and shall then be eligible for re-election at such general meeting.

Furthermore, there are no other matters or information relating to the above appointment of 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.

The Board would like to extend its warm welcome to Mr. Zhou, Mr. Zhang and Mr. Hwang for joining the Board.

#### **APPOINTMENT OF PRESIDENT OF THE GROUP**

The Board is pleased to announce that with effect from 5 February 2015, Mr. WONG Hing Lin, Dennis, an executive Director and chief financial officer of the Group (“**CFO**”), was appointed as president of the Group (“**President**”).

The Board would like to extend its warm welcome to Mr. Wong for assuming the additional role of President.

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

Hong Kong, 5 February 2015

As at the date of this 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

\* For identification purpose only