



LINMARK GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 915)

Number of shares to which
this form relates²

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 28 AUGUST 2014 AT 3:00 P.M. (or any adjournment thereof)

I/We¹ _____
of _____
being the registered holder(s) 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 proxy³ to attend and vote for me/us and on my/our behalf at the Meeting to be held at Showroom 1A, 1123, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Thursday, 28 August 2014 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 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.

Please tick (“√”) in the appropriate boxes below to indicate how you wish your vote(s) to be cast⁴.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive and approve the audited consolidated financial statements and the reports of the directors and auditors for the year ended 30 April 2014		
2.1	Each as a separate resolution, to re-elect the following retiring directors as directors of the Company:		
	2.1.1 Mr. WANG Lu Yen		
	2.1.2 Mr. WONG Hing Lin, Dennis		
	2.1.3 Mr. TSE Hau Yin, Aloysius, who has served the Company for more than nine years as an independent non-executive director		
2.2	To authorise the directors to fix the directors’ remuneration for the year ending 30 April 2015		
3.	To re-appoint Ernst & Young 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 a final dividend of 1.21 HK cents per ordinary share of the Company for the year ended 30 April 2014		
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 repurchase the Company’s shares		
7.	To add the nominal amount of the Company’s shares repurchased by the Company to the mandate granted to the directors under resolution numbered 5		

Dated this _____ day of _____ 2014 Signature(s)⁵ _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- 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).
- If any proxy other than the Chairman of the Meeting is preferred, please delete the words “**THE CHAIRMAN OF THE ANNUAL GENERAL MEETING OF THE COMPANY (“Meeting”)**” or “” and insert the name and address of the proxy appointed in the space provided. A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
- 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 set out in the notice convening the Meeting.
- The form of proxy must be signed by a registered shareholder, or his/her attorney duly authorised in writing, or if the registered shareholder is a corporation, either under its common seal or under the hand of an officer, attorney or other person duly authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at the Hong Kong branch share registrar of the Company, Tricor Standard Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- 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.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- Completion and deposits of this form of proxy will not preclude you from attending and voting at the Meeting or any adjournment thereof if you 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.
- Typhoon or Black Rainstorm Warning Arrangements**
 - If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time after 12:00 noon on the date of the Meeting, the Meeting will be postponed and the shareholders will be informed of the date, time and venue of the postponed Meeting by a supplementary notice posted on the respective websites of the Company (www.linmark.com) and The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).
 - If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled at or before 12:00 noon on the date of the Meeting and where conditions permit, the Meeting will be held as scheduled.
 - The Meeting will be held as scheduled when an amber or red rainstorm warning signal is in force. Having considered their own situations, shareholders should decide on their own whether they would attend the Meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.