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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Linmark Group Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the 2014 Annual General Meeting of Linmark Group Limited to be held on Thursday, 28 August 2014 at 3:00 p.m. at Showroom 1A, 1123, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong is set out on pages 15 to 19 of this circular. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar of the Company, Tricor Standard Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.

29 July 2014

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## **RESPONSIBILITY STATEMENT**

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This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context otherwise requires:*

“Annual General Meeting”	the forthcoming annual general meeting of the Company 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., notice of which is set out on pages 15 to 19 of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company adopted pursuant to the written resolution of the then sole Shareholder passed on 22 April 2002, as amended from time to time
“CG Code”	Corporate Governance Code contained in Appendix 14 to the Listing Rules
“Close Associate”	has the same meaning as defined in Rule 1.01 of the Listing Rules
“Company”	Linmark Group Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Core Connected Person”	has the same meaning as defined in Rule 1.01 of the Listing Rules
“Director(s)”	directors of the Company
“Extension Mandate”	an authorisation to extend the Share Issue Mandate by an amount representing the aggregate nominal amount of the Shares repurchased under the Repurchase Mandate
“Group”	collectively, the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	21 July 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general and unconditional mandate to the Directors to enable them to repurchase Shares of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution
“Roly International”	Roly International Holdings Ltd.
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of US\$0.02 each in the share capital of the Company
“Share Issue Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution
“Shareholder(s)”	holder(s) for the time being of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers
“HK\$” and “cents”	Hong Kong dollars and cents respectively
“US\$”	United States dollars
“%”	per cent.

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## LETTER FROM THE BOARD

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*Executive Directors:*

Mr. WANG Lu Yen  
(Chairman and Chief Executive Officer)  
Mr. WONG Hing Lin, Dennis  
(Chief Financial Officer)

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Non-executive Director:*

Mr. WONG Wai Ming

*Head office and principal place of  
business in Hong Kong:*

1123, Kowloonbay International  
Trade & Exhibition Centre  
1 Trademart Drive, Kowloon Bay  
Kowloon, Hong Kong

*Independent non-executive Directors:*

Mr. WANG Arthur Minshiang  
Mr. TSE Hau Yin, Aloysius  
Mr. Jakob Jacobus Koert TULLENERS

29 July 2014

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

**INTRODUCTION**

The primary purposes of this circular are to provide you information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include, among other businesses, ordinary resolutions to approve the re-election of the retiring Directors, the grant of the Share Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors.

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

At the annual general meeting of the Company held on 26 August 2013, the Directors were granted a general mandate to allot, issue and deal with Shares and a general mandate to repurchase Shares on the Stock Exchange. These mandates will expire at the conclusion of the Annual General Meeting. As at the Latest Practicable Date, no Shares have been issued or repurchased pursuant to these mandates. At the Annual General Meeting, among other businesses, resolutions will be proposed to grant the Share Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors.

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## LETTER FROM THE BOARD

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Subject to the passing of the proposed resolution for the grant of the Share Issue Mandate and on the basis that no Shares are issued or repurchased by the Company during the period between the Latest Practicable Date and the date of the Annual General Meeting, the Company will be allowed under the Share Issue Mandate to issue up to a maximum of 136,713,855 Shares, being 20% of the issued share capital of the Company as at the Latest Practicable Date.

Each of the Share Issue Mandate, the Repurchase Mandate and the Extension Mandate will continue in force until the conclusion of the annual general meeting of the Company next following the Annual General Meeting or any earlier date as referred to in resolutions numbered 5 and 6 set out in the notice of the Annual General Meeting.

Under the Listing Rules, the Company is required to give to the Shareholders an explanatory statement containing all information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate. The explanatory statement required by the Listing Rules is set out in Appendix I to this circular.

### **RE-ELECTION OF DIRECTORS**

#### **1. Retirement by rotation**

In accordance with bye-laws 87(1) and 87(2) of the Bye-laws, Mr. WANG Lu Yen and Mr. WONG Hing Lin, Dennis, both being executive Directors, will retire at the Annual General Meeting and being eligible, offer themselves for re-election.

#### **2. Retirement of independent non-executive Director who has served for more than nine years**

Mr. TSE Hau Yin, Aloysius, who has served the Company for more than nine years as an independent non-executive Director, will retire voluntarily at the Annual General Meeting and, being eligible, offer himself for re-election for the purpose of complying with Code Provision A.4.3 of the CG Code.

Pursuant to Code Provision A.4.3 of the CG Code, if an independent non-executive director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders, and the papers to shareholders accompanying that resolution should include the reasons why the board believes he is still independent and should be re-elected.

Mr. TSE Hau Yin, Aloysius was appointed as an independent non-executive Director on 18 May 2005. During his tenure of office over the past nine years, Mr. TSE Hau Yin, Aloysius has been able to fulfill all the requirements regarding independence of an independent non-executive Director and provide annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. To the best knowledge of the Directors, as at the Latest Practicable Date, the Company is not aware of any matters or events that may occur and affect the independence of Mr. TSE Hau Yin, Aloysius.

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## **LETTER FROM THE BOARD**

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During his tenure of office, Mr. TSE Hau Yin, Aloysius had performed his duties as an independent non-executive Director to the satisfaction of the Board. Through exercising the scrutinising and monitoring function of an independent non-executive Director, he had contributed to an upright and efficient Board for the interest of Shareholders.

The Board is of the opinion that Mr. TSE Hau Yin, Aloysius remains independent notwithstanding the length of his service and believes that his valuable knowledge and experience in the Group's business and his accounting expertise and general business acumen continue to generate significant contribution to the Board, the Company and the Shareholders as a whole.

Pursuant to Code Provision A.4.3 of the CG Code, a separate ordinary resolution will be proposed at the Annual General Meeting to approve the re-election of Mr. TSE Hau Yin, Aloysius as an independent non-executive Director.

Details of the retiring Directors that are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

The Company will continue to review the independence of independent non-executive Directors annually and take all appropriate measures to ensure compliance with relevant provisions regarding independence of independent non-executive Directors in the Listing Rules.

### **ANNUAL GENERAL MEETING**

Set out on pages 15 to 19 of this circular is a notice convening the Annual General Meeting at which, among other businesses, resolutions will be proposed to approve the re-election of the retiring Directors, the grant of the Share Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors. No Director has a material interest and is required to abstain from voting for the resolutions proposed to be approved at the Annual General Meeting. A form of proxy for use at the Annual General Meeting is enclosed with this circular.

### **ACTION TO BE TAKEN**

Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Hong Kong branch share registrar of the Company, Tricor Standard Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.



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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the re-election of the retiring Directors, the grant of the Share Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors are in the best interests of the Company and the Shareholders and recommend the Shareholders to vote in favour of the resolutions set out in the notice of the Annual General Meeting.

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, the Chairman will demand a poll for all the resolutions put to the vote at the Annual General Meeting pursuant to bye-law 66 of the Bye-laws.

After the Annual General Meeting, the poll results will be published on the respective websites of the Stock Exchange and the Company.

### ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular and the notice of the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**WANG Lu Yen**  
*Chairman and Chief Executive Officer*

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## **APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you to make an informed decision whether to vote for or against the resolution to approve the grant of the Repurchase Mandate to the Directors at the Annual General Meeting.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company was US\$13,671,385.58 comprising 683,569,279 Shares.

Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company during the period between the Latest Practicable Date and the date of the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 68,356,927 Shares, being 10% of the issued share capital of the Company as at the Latest Practicable Date.

### **2. REASONS FOR THE REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases of Shares will benefit the Company and the Shareholders.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Bye-laws, the Listing Rules and the applicable laws of Bermuda.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 30 April 2014, being the date of its latest audited consolidated financial statements were made up to. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**4. SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months before the Latest Practicable Date were as follows:

	<b>Trading price per Share</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
July 2013	0.620	0.430
August 2013	0.490	0.435
September 2013	0.480	0.400
October 2013	0.470	0.405
November 2013	0.500	0.450
December 2013	0.480	0.380
January 2014	0.460	0.370
February 2014	0.430	0.355
March 2014	0.495	0.370
April 2014	0.500	0.375
May 2014	0.440	0.375
June 2014	0.450	0.415
July 2014 (up to the Latest Practicable Date)	0.445	0.415

**5. TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, RGS Holdings Limited, being the controlling Shareholder of the Company, together with party acting in concert with it, Roly International and Mr. WANG Lu Yen, in aggregate held 477,655,619 Shares representing approximately 69.88% of the entire issued share capital of the Company. Assuming that there will be no change in the issued share capital of the Company and RGS Holdings Limited and party acting in concert with it do not dispose of their Shares nor acquire additional Shares prior to any repurchase of Shares and if the Repurchase Mandate were exercised in full, the percentage shareholding of RGS Holdings Limited together with party acting in concert with it would be increased to approximately 77.64% of the issued share capital of the Company. In such circumstances, RGS Holdings Limited and party acting in concert with it would not be obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, approximately 27.72% of the issued share capital of the Company was held by the public. Assuming that there will be no change in the issued share capital of the Company and the number of Shares held by the public prior to the repurchase of Shares, and if the Repurchase Mandate were exercised in full, the percentage shareholding of the public would be less than 25% of the issued share capital of the Company. It is however not the intention of the Directors to exercise the Repurchase Mandate to such an extent as would, in the circumstances, result in less than 25% of the issued share capital of the Company being held by the public.

#### **6. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not repurchased any of the Shares in the six months immediately preceding the Latest Practicable Date.

#### **7. GENERAL**

None of the Directors or, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective Close Associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the Annual General Meeting and exercised.

No Core Connected Person of the Company has notified the Company that he/she/it has a present intention to sell to the Company or its subsidiaries any Shares nor has he/she/it undertaken not to do so in the event that the Repurchase Mandate is granted.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

The following are the particulars of the three Directors proposed to be re-elected at the Annual General Meeting:

1. **Mr. WANG Lu Yen**, aged 60, is an executive Director and the chairman of the Company and became the chief executive officer of the Company with effect from 8 October 2010. Mr. Wang is also a member and the chairman of the executive committee and nomination committee of the Board and a member of the remuneration committee of the Board. He is mainly responsible for the Group's corporate and strategy planning and business development. Mr. Wang joined the Group in 1998 as chairman. He is a co-founder, an executive director and chairman of Roly International, an intermediate holding company of the Company which was listed on the Singapore Exchange Securities Trading Limited from 1996 to 2007.

Mr. Wang has over 30 years of experience in the trading and distribution business. Mr. Wang is a vice-chairman of China Association for Small and Medium Commercial Enterprises, a member of the China Overseas Friendship Association, a member of Shanghai Chinese Overseas Friendship Association, a standing executive of Hong Kong Association for the Promotion of Peaceful Reunification of China, a honorary court member of The Hong Kong Baptist University, a member of Hong Kong-Taiwan Business Co-operation Committee, the honorary chairman of Taiwan Business Association (HK) Limited, a director of the Soochow Management Academic Foundation of Soochow University and a director of the Taiwan Design Center. Mr. Wang was awarded the Directors of The Year Awards 2005 hosted by The Hong Kong Institute of Directors. He holds a Bachelor's degree in Business Administration from Soochow University, Taiwan and an EMBA degree from Guanghua School of Management, Peking University, the People's Republic of China ("PRC").

There is a service agreement between the Company with Mr. Wang for an initial term of three years commencing on 1 May 2002, and has continued thereafter. During the tenure, the appointment may be terminated by either party by giving to the other not less than six months' notice in writing. Under the service agreement, as amended, the base salary of Mr. Wang is US\$569,909 per annum and Mr. Wang is also entitled to a fully-furnished residential apartment and bonus determined at the discretion of the Board or a committee thereof established for such purpose. The remuneration package of Mr. Wang was determined by the Board mainly by reference to the roles and responsibilities, performance and contributions of Mr. Wang.

As at the Latest Practicable Date, Mr. Wang (i) was interested in and/or was deemed to be interested in 477,655,619 Shares under the SFO; and (ii) has been granted options carrying the right to subscribe for 500,000 Shares. Mr. Wang was also interested in 393,058,180 ordinary shares of US\$0.10 each in Roly International. Save as disclosed, as at the Latest Practicable Date, Mr. Wang did not have, and was not deemed to have, any interests in any other Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Wang does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Mr. Wang is also a director of certain subsidiaries of the Company. Save as disclosed, Mr. Wang does not hold any other position with the Company or any of its subsidiaries. In addition, save as disclosed, Mr. Wang has not held any directorships in the last three years in other listed public companies and does not have any other major appointments and professional qualifications. Mr. Wang is subject to retirement and re-election in accordance with the code on corporate governance practices of the Company and the Bye-laws.

Mr. Wang was a director of Linmark Electronics Limited (“**Linmark Electronics**”), a company incorporated in the United Kingdom (“**UK**”) and a 60% subsidiary of the Company, and resigned as its director on 26 January 2010. Linmark Electronics was put in administration on 28 July 2009 and converted into creditors’ voluntary liquidation on 25 January 2010 pursuant to the Insolvency Act 1986 of the UK. According to the liquidators’ report and confirmation received by the Group, Linmark Electronics will be dissolved in about three months’ time after the final meetings held on 25 June 2014.

Details of Linmark Electronics and the positive financial impact of its administration and liquidation on the Group are set out in the “Management Discussion and Analysis” section of the Company’s annual report to be despatched to the Shareholders on 29 July 2014.

2. **Mr. WONG Hing Lin, Dennis**, aged 44, was appointed as an executive Director with effect from 1 September 2010. Mr. Wong is also a member of the executive committee of the Board. Mr. Wong has been the chief financial officer of the Group since 2006 and oversees the finance, legal, shipping, IT and HR functions of the Group. Prior to that, Mr. Wong was the head of corporate development department of Roly International, an intermediate holding company of the Company, primarily responsible for Roly International and the Group’s corporate development, mergers and acquisitions and investor relations activities. Before joining Roly International in 2000, Mr. Wong had worked at several major international financial institutions where he gained extensive experience in finance, investments and banking. Mr. Wong holds a Master of Business Administration degree in finance from Boston University in the United States, and a Bachelor of Science degree from The University of British Columbia in Canada.

The service agreement between the Company and Mr. Wong is for an initial term of three years commencing on 1 September 2010 which has continued thereafter. During the tenure, the appointment may be terminated by either party by giving to the other not less than six months’ notice in writing. Under the service agreement, as amended, the base salary of Mr. Wong is HK\$3,487,200 per annum and Mr. Wong is also entitled to bonus determined at the discretion of the Board or a committee thereof established for such purpose. The remuneration package of Mr. Wong was determined by the Board mainly by reference to the roles and responsibilities, performance and contributions of Mr. Wong.

As at the Latest Practicable Date, Mr. Wong is the beneficial owner of 2,500,000 Shares. Save as disclosed, as at the Latest Practicable Date, Mr. Wong did not have, and was not deemed to have, any interests in any other Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Wong does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Mr. Wong was a director of Linmark Electronics (as defined and described in “1” above) and resigned as its director on 28 July 2009. Mr. Wong is also a director of certain subsidiaries of the Company. Save as disclosed, Mr. Wong does not hold any other position with the Company or any of its subsidiaries. Mr. Wong has not held any directorship in the last three years in other listed public companies and does not have any other major appointments and professional qualifications. Mr. Wong is subject to retirement and re-election in accordance with the code on corporate governance practices of the Company and the Bye-laws.

3. **Mr. TSE Hau Yin, Aloysius**, aged 66, has been an independent non-executive Director since 18 May 2005. Mr. Tse is also a member and the chairman of the audit committee of the Board and a member of the remuneration committee and nomination committee of the Board. Mr. Tse is a fellow of The Institute of Chartered Accountants in England and Wales, and the Hong Kong Institute of Certified Public Accountants (“HKICPA”). Mr. Tse is a past president and the past chairman and a past member of the audit committee of the HKICPA. He joined KPMG in 1976, became a partner in 1984 and retired in March 2003. Mr. Tse was a non-executive chairman of KPMG’s operations in the PRC and a member of the KPMG China advisory board from 1997 to 2000. Mr. Tse is currently an independent non-executive director of Wing Hang Bank, Limited, CNOOC Limited, China Telecom Corporation Limited, Sinofert Holdings Limited and SJM Holdings Limited, all listed on the Main Board of the Stock Exchange. From 2004 to 2010, Mr. Tse was an independent non-executive director of China Construction Bank Corporation, which shares are also listed on the Main Board of the Stock Exchange. In March 2013, Mr. Tse was appointed as an independent non-executive director of CCB International (Holdings) Limited, a wholly owned subsidiary of China Construction Bank Corporation. Mr. Tse is a member of the International Advisory Council of the People’s Municipal Government of Wuhan. Mr. Tse holds a Bachelor of Social Sciences degree from The University of Hong Kong.

Save as disclosed, Mr. Tse has not held any directorship in the last three years in other listed public companies and does not have any other major appointments and professional qualifications. Save as disclosed, Mr. Tse does not hold any other position with the Company or any of its subsidiaries.

There is no service contract entered into between the Company and Mr. Tse. Pursuant to a letter of appointment entered into between the Company and Mr. Tse, Mr. Tse has been appointed as an independent non-executive Director for a term of two years commencing on 18 May 2005. His appointment had been renewed for a further two years in 2007, 2009, 2011 and 2013 respectively, and may be terminated by Mr. Tse by serving not less than one month’s notice in writing. For the purpose of complying with Code Provision A.4.3 of the CG Code, Mr. Tse, who has served as an independent non-executive Director for more than nine years, will retire voluntarily at the Annual General Meeting and being eligible, offer himself for re-election. The emolument of Mr. Tse is HK\$427,680 per annum which was determined mainly by reference to the roles and responsibilities, time commitment and contributions of Mr. Tse.

As at the Latest Practicable Date, Mr. Tse did not have, and was not deemed to have, any interests in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Tse does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed, there are no other matters or information relating to the above 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.



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## NOTICE OF THE ANNUAL GENERAL MEETING

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### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Linmark Group Limited (“**Company**”) will be held on Thursday, 28 August 2014 at 3:00 p.m. at Showroom 1A, 1123, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, 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 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;

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

5. “**THAT:**
  - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the additional shares in the share capital of the Company, to grant rights to subscribe for, or convert into, shares of the Company

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## NOTICE OF THE ANNUAL GENERAL MEETING

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(including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant offers, agreements and options which may require the exercise of such powers be and are hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as defined below) to grant rights to subscribe for, or convert into, shares of the Company (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant offers, agreements and options which may require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares in the Company, shall not exceed the aggregate of:
  - (aa) 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
  - (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution),

and the said approval shall be limited accordingly; and

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## NOTICE OF THE ANNUAL GENERAL MEETING

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(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

“**Rights Issue**” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares in the Company open for a period fixed by the directors of the Company to the shareholders of the Company whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of shares in the Company (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to repurchase shares (each a “**Share**”) of US\$0.02 each in the capital of the Company on the Main Board of the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act 1981 of Bermuda and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”
7. “**THAT** conditional on the passing of resolutions set out in the notice convening this meeting as resolutions numbered 5 and 6, the general mandate granted to the directors of the Company pursuant to the approval granted under the resolution set out in the notice convening this meeting as resolution numbered 5 above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate an amount representing the aggregate nominal amount of the share capital of the Company which has been repurchased by the Company since the granting of such general mandate pursuant to the exercise by the directors of the Company of the powers of the Company to repurchase such shares pursuant to or in accordance with the authority granted under the resolution set out in the notice convening this meeting as resolution numbered 6, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

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

Hong Kong, 29 July 2014

*Head office and principal place of business in Hong Kong:*  
1123, Kowloonbay International Trade & Exhibition Centre  
1 Trademart Drive, Kowloon Bay  
Kowloon, Hong Kong

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## NOTICE OF THE ANNUAL GENERAL MEETING

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*Notes:*

- (1) A shareholder of the Company 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 shareholder of the Company. A form of proxy for use at the meeting is enclosed with a circular of the Company dated 29 July 2014.
- (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 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 (as the case may be).
- (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 (as the case may be) 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.
- (5) **Typhoon or Black Rainstorm Warning Arrangements**
  - (i) 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](http://www.linmark.com)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).
  - (ii) 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.
  - (iii) 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.