

# LINMARK

## LINMARK GROUP LIMITED

*(Incorporated in Bermuda with limited liability)*

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Linmark Group Limited (the “Company”) will be held at Granville Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 13 September 2002 at 3.00 p.m. to transact the following ordinary business:

1. to receive and consider the audited financial statements and reports of the directors and auditors for the year ended 30 April 2002;
2. to re-elect directors and to authorise the directors to fix their remuneration;
3. to re-appoint the Company’s auditors and to authorise the directors to fix their remuneration;
4. to approve the payment of the final dividend of 3.0 HK cents per share of the Company;

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

5. **“THAT** the grant of an option to Mr. Steven Julien FENIGER pursuant to the share option scheme of the Company adopted on 22 April 2002 which would entitle him to subscribe for shares in excess of the Specified Limit (as such term is defined in a circular of the Company dated 19 August 2002, a copy of which marked “A” is produced to this meeting and for the purposes of identification signed by the Chairman hereof) be and is hereby approved, confirmed and ratified and the directors of the Company be and are authorised to do all such acts as may be necessary or expedient in order to give full effect to such grant of option.”

6. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) (ii) any share option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of shares or rights to acquire shares or (iii) an issue of shares as scrip dividends or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the bye-laws of the

Company, shall not in total exceed the aggregate of: (i) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution; and (ii) (if the directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the 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 per cent. of the aggregate nominal value 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

(d) for the purposes of this Resolution:

“Relevant Period” means the period from 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 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 under this Resolution; and
- (iii) 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 of Bermuda or any applicable laws of Bermuda to be held.

“Right Issue” means an offer of shares in the Company or 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 shareholders of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or any class thereof (subject to such exclusions 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 any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

7. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its shares of US\$0.02 each (the “Shares”) subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of Shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the total nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from 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 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 under this Resolution; and

(iii) 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 of Bermuda or any applicable laws of Bermuda to be held.”

8. “**THAT** subject to the passing of the resolutions set out in the notice convening this meeting as Resolutions Nos. 6 and 7, 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 No. 6 above and for the time being in force to exercise the power of the Company to allot, issue and deal with shares in the Company 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 such general mandate an amount representing the aggregate nominal amount of shares in the capital of the Company which has been purchased 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 purchase such shares pursuant to the approval granted under the resolution set out in the notice convening this meeting as Resolution No. 7, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue.”
9. “**THAT** the maximum number of the directors of the Company for the time being be 12 and the board of directors of the Company be authorised to appoint additional directors up to such maximum number.”

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

19 August 2002

*Principal place of business in Hong Kong:*

10th Floor  
South Seas Centre, Tower II  
75 Mody Road  
Tsimshatsui  
Kowloon  
Hong Kong

**Notes:**

- (1) The register of members of the Company will be closed from 9 September 2002 to 13 September 2002 (both days inclusive) during which period no transfer of Shares will be registered.
- (2) A member entitled to attend and vote at the above meeting may appoint one or more proxies 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.
- (3) In order to be valid, the form of proxy, together with any power of attorney or authority under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s branch registrar in Hong Kong, Standard Registrars Limited at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

- (4) 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.
- (5) 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.
- (6) Mr. Steven Julien FENIGER, together with his associates, will abstain from voting in relation to Resolution No. 5 as set out in the notice convening this meeting.

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