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## **LINMARK GROUP LIMITED**

**林麥集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 915)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (“**Meeting**”) of Linmark Group Limited (“**Company**”) will be held on Thursday, 13 June 2013 at 4:30 p.m. at Showroom 1A, 1123, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong for the purposes of considering, and if thought fit, passing with or without modification the following resolutions, of which resolution numbered 1 will be proposed as a special resolution and resolution numbered 2 will be proposed as an ordinary resolution of the Company:

#### **SPECIAL RESOLUTION NO. 1**

“**THAT**, subject to the compliance with section 46(2) of the Companies Act 1981 of Bermuda and with effect from the next business date immediately after the date of passing of this special resolution, (i) the share premium account of the Company be reduced by the amount of US\$12.8 million; (ii) the credit arising as a result of such reduction be credited to the contributed surplus account of the Company; (iii) the directors of the Company (“**Directors**”) be and are hereby authorised to apply the credit so transferred to the contributed surplus account of the Company to make the distribution as contemplated under ordinary resolution no. 2 set out in the notice convening this meeting of which this resolution forms part; and (iv) the Directors be and are hereby authorised generally to carry out all acts and things which they may consider appropriate, necessary or desirable to give effect to or to implement the foregoing.”

#### **ORDINARY RESOLUTION NO. 2**

“**THAT**, subject to the passing of special resolution no. 1 set out in the notice convening this meeting of which this resolution forms part, and compliance with section 54(1) of the Companies Act 1981 of Bermuda and bye-law 138 of the bye-laws of the Company, the distribution (“**Distribution**”) of 14.64 HK cents per ordinary share of US\$0.02 each in the share capital of the Company be made out of the contributed surplus account of the Company to the shareholders (“**Shareholders**”) of the Company whose names appear on the register of members of the Company on 21 June 2013 (“**Record Date**”) and the Directors be and are hereby authorised generally to carry out all acts and things which they may consider appropriate, necessary or desirable to give effect to or to implement the foregoing and the transactions contemplated under this resolution including, without limitation, the determination of the exact amount to be distributed out of the contributed surplus account of the Company under this resolution, fixing, re-fixing or making any variations to the Record Date in accordance with the bye-laws of the Company and other aspects of the Distribution and the execution, amendment, supplement, delivery and implementation of any documents, agreements and deeds as they may deem fit in compliance with the legal and regulatory requirements and in the interests of the Company.”

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

Hong Kong, 21 May 2013

\* *For identification purpose only*

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

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

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

*Notes:*

- (1) A Shareholder entitled to attend and vote at the 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. A form of proxy for use at the Meeting is enclosed with a circular of the Company dated 21 May 2013.
- (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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, 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 from attending and voting in person at the Meeting 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) The register of members of the Company will be closed from Monday, 10 June 2013 to Thursday, 13 June 2013, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the Meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Standard Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 7 June 2013.
- (6) Shareholders are advised to read the circular of the Company dated 21 May 2013 which contains information concerning the resolutions to be proposed in this notice.
- (7) According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of Shareholders at a general meeting of the Company must be taken by poll. Accordingly, the Chairman of the Meeting will exercise his power under the bye-laws of the Company to demand a poll in relation to the proposed resolutions at the Meeting.

*As at the date of this notice, the Board comprises two executive Directors, being Mr. WANG Lu Yen (Chairman and Chief Executive Officer) and Mr. WONG Hing Lin, Dennis (Chief Financial Officer), one non-executive Director, being Mr. WONG Wai Ming and three independent non-executive Directors, being Mr. WANG Arthur Minshiang, Mr. TSE Hau Yin, Aloysius and Mr. Jakob Jacobus Koert TULLENERS.*