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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 your stockbroker or other registered dealer in securities, 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 accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker 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 THE ANNUAL GENERAL MEETING**

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A notice convening the 2009 annual general meeting of Linmark Group Limited to be held on Friday, 11 September 2009 at 3:00 p.m. at Showcase 2A, 1123, Hongkong International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong is set out on pages 13 to 17 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Standard Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, 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) if you so wish.

12 August 2009

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## **RESPONSIBILITY STATEMENT**

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This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

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## DEFINITIONS

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

“Annual General Meeting”	the forthcoming annual general meeting of the Company to be held at Showcase 2A, 1123, Hongkong International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong, on Friday, 11 September 2009 at 3:00 p.m., notice of which is set out on pages 13 to 17 of this circular
“associate(s)”	has the same meaning as defined in the Listing Rules
“Board”	the board of Directors of the Company
“Bye-laws”	the bye-laws of the Company adopted pursuant to the written resolution of the then sole Shareholder passed on 22 April 2002 and amended pursuant to special resolutions passed at the Company’s annual general meeting held on 16 August 2004 and 23 August 2006 respectively
“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
“Directors”	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”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	5 August 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Repurchase Mandate”	a general and unconditional mandate to the Directors to enable them to purchase 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
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	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
“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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### **LINMARK GROUP LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 915)**

*Executive Directors:*

Mr. WANG Lu Yen (*Chairman*)

Mr. Michel BOURLON (*Chief Executive Officer*)

Mr. KHOO Kim Cheng

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Non-executive Directors:*

Mr. WONG Wai Ming

Mr. Mark HSU

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

1123, Hongkong 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

12 August 2009

*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.

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## **LETTER FROM THE BOARD**

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### **GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

At the annual general meeting of the Company held on 4 September 2008, the Directors were granted a general mandate to allot, issue and deal with Shares and a general mandate to purchase 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.

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 134,998,928 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**

Mr. WONG Wai Ming, Mr. WANG Arthur Minshiang and Mr. TSE Hau Yin, Aloysius, in accordance with Bye-laws 87(1) and 87(2) of the Bye-laws, and Mr. Michel BOURLON, in accordance with Bye-law 86(2) of the Bye-laws, will retire at the Annual General Meeting and being eligible, offer themselves for re-election. Details of the retiring Directors that are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

### **ANNUAL GENERAL MEETING**

Set out on pages 13 to 17 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. A form of proxy for use at the Annual General Meeting is enclosed with this circular.

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## LETTER FROM THE BOARD

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### **ACTION TO BE TAKEN**

Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Standard Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, 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) if you so wish.

### **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 which came into effect on 1 January 2009, 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*



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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\$13,499,892.88 comprising 674,994,644 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 67,499,464 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 2009, 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>
August 2008	0.500	0.300
September 2008	0.360	0.204
October 2008	0.230	0.070
November 2008	0.140	0.050
December 2008	0.200	0.095
January 2009	0.340	0.150
February 2009	0.210	0.150
March 2009	0.170	0.150
April 2009	0.210	0.128
May 2009	0.270	0.174
June 2009	0.485	0.200
July 2009	0.410	0.275
August 2009 (up to the Latest Practicable Date)	0.485	0.360

**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 Code on Takeovers and Mergers ("**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 Holdings Ltd. (which amalgamated with RI Special Holdings Bermuda Limited on 25 October 2007) and Mr. WANG Lu Yen, in aggregate held 481,988,953 Shares representing approximately 71.41% 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 79.34% 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.

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

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As at the Latest Practicable Date, approximately 25.53% 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 of the Company, 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 purchased 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, having made all reasonable enquiries, their 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 connected person of the Company has notified the Company that he has a present intention to sell to the Company or its subsidiaries any Shares nor has any such connected person 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 four Directors proposed to be re-elected at the Annual General Meeting:

1. **Mr. WONG Wai Ming**, aged 51, is a non-executive Director. Mr. Wong has been an independent non-executive Director since the Company was listed in 2002 and was redesignated as an executive Director in 2005 and then further redesignated as a non-executive Director in 2007. Mr. Wong was an independent non-executive director of Lenovo Group Limited (“**Lenovo**”), a company listed on the Main Board of the Stock Exchange, from 1999 to 2007 and has been appointed the chief financial officer and senior vice president of Lenovo since 2007. He is also an independent non-executive director of I.T Limited and China Unicom Limited and a non-executive director of Kingsoft Corporation Limited, all of which are listed on the Main Board of the Stock Exchange. From 2005 to 2007, Mr. Wong was an executive director and the chief executive officer of Roly International Holdings Ltd., an indirect holding company of the Company which was listed on the Singapore Exchange Securities Trading Limited until 2007. He was previously an investment banker with over 16 years of experience in investment banking business in Greater China. Mr. Wong is a chartered accountant of the United Kingdom (“**UK**”) and an associate member of the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”). He holds a Bachelor’s degree of Science (with Honours) in Management Sciences from The Victoria University of Manchester, the UK.

Save as disclosed above, Mr. Wong has not held any directorship in the last three years in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas and does not have any other major appointments and professional qualifications. Save as disclosed above, Mr. Wong does not hold any other position with the Company or other members of the Company’s group.

There is no service contract entered into between the Company and Mr. Wong. Pursuant to the letter of appointment entered into between the Company and Mr. Wong, Mr. Wong has been appointed as a non-executive Director for a term of two years commencing on 5 July 2007 and will continue thereafter until terminated by either party by giving to the other not less than one month’s notice in writing. Mr. Wong is subject to retirement and re-election in accordance with the code of corporate governance practices and the bye-laws of the Company. The emolument of Mr. Wong is HK\$259,200 per annum which is determined by reference to the current emolument of another non-executive Director and the prevailing market rate.

As at the Latest Practicable Date, Mr. Wong is the beneficial owner of 100,000 Shares and has been granted options to subscribe for 1,000,000 Shares. Save as disclosed above, Mr. Wong does not have, and is not deemed to have, any interests in any other Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Wong does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

2. **Mr. WANG Arthur Minshiang**, aged 48, has been an independent non-executive Director since 2002. He is the chairman of the remuneration committee and a member of the audit committee of the Board. Mr. Wang is also the chief executive officer of GigaMedia Limited, a NASDAQ listed online entertainment and game provider. Previously, Mr. Wang was a co-founder and executive director of KGI Asia Limited, the investment banking arm of the Koos Group of Taiwan. Mr. Wang also serves on the board of directors of several finance and technology companies in the region and was previously a member of the board of Softbank Investment International (Strategic) Limited (now known as China Renji Medical Group Limited), the shares of which are listed on the Main Board of the Stock Exchange. Mr. Wang received his Juris Doctorate degree from Yale Law School and practised corporate and securities law in Hong Kong and New York. He also holds a Bachelor of Arts degree from the University of California at Los Angeles, the United States of America (“USA”).

Save as disclosed above, Mr. Wang has not held any directorship in the last three years in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas and does not have any other major appointments and professional qualifications. Save as disclosed above, Mr. Wang does not hold any other position with the Company or other members of the Company’s group.

There is no service contract entered into between the Company and Mr. Wang. Pursuant to the letter of appointment entered into between the Company and Mr. Wang, Mr. Wang has been appointed as an independent non-executive director for a term of two years from 1 May 2002. His appointment has been renewed for a further two years in 2004, 2006 and 2008 respectively, and may be terminated by Mr. Wang by serving not less than one month’s notice in writing. Mr. Wang is subject to retirement and re-election in accordance with the code of corporate governance practices and the bye-laws of the Company. The emolument of Mr. Wang is HK\$259,200 per annum which is determined by reference to the prevailing market rate.

As at the Latest Practicable Date, Mr. Wang is the beneficial owner of 260,000 Shares and has been granted options to subscribe for 625,000 Shares. Save as disclosed above, Mr. Wang does not have, and is not deemed to have, any interests in any other Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Wang does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

3. **Mr. TSE Hau Yin, Aloysius**, aged 61, has been an independent non-executive Director since 2005. He is the chairman of the audit committee and a member of the remuneration committee of the Board. Mr. Tse is a fellow of The Institute of Chartered Accountants in England and Wales, and the HKICPA. Mr. Tse is a past president 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, China Construction Bank Corporation, Sinofert Holdings Limited and SJM Holdings Limited, all listed on the Main Board of the Stock Exchange. Mr. Tse is also the chairman 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 above, Mr. Tse has not held any directorship in the last three years in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas and does not have any other major appointments and professional qualifications. Save as disclosed above, Mr. Tse does not hold any other position with the Company or other members of the Company's group.

There is no service contract entered into between the Company and Mr. Tse. Pursuant to the 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 has been renewed for a further two years in 2007 and 2009 respectively, and may be terminated by Mr. Tse by serving not less than one month's notice in writing. Mr. Tse is subject to retirement and re-election in accordance with the code on corporate governance practices and the bye-laws of the Company. The emolument of Mr. Tse is HK\$259,200 per annum which is determined by reference to the prevailing market rate.

As at the Latest Practicable Date, Mr. Tse has been granted options to subscribe for 625,000 Shares. Save as disclosed above, Mr. Tse does not have, and is not deemed to have, any interests in any other 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 or substantial or controlling shareholders of the Company.

4. **Mr. Michel BOURLON**, aged 50, has been an executive director and the chief executive officer since 12 January 2009. He is a member of the executive committee, investment committee and strategy committee of the Board. Mr. Bourlon has 25 years of senior management experience in the sourcing industry. His sector experience includes sourcing both apparel and hardgoods throughout the Asia Pacific region for global retailers. From March 2004 to January 2009, he was executive vice president of Charming Shoppes Inc., a specialty apparel retailer in the USA, overseeing the sourcing division. Prior to that, he was the managing director of the regional buying office in Asia of Eddie Bauer Inc. (USA) from 1997 to 2004 and vice president of sourcing of Otto Versand GmbH (Germany) from 1992 to 1997. He holds a Master's degree in Economics and Foreign Languages Applied to International Trade from the University of Valenciennes and Hainaut Cambresis in France.

Mr. Bourlon has not held any directorship in the last three years in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas and, save as disclosed above, does not have any other major appointments and professional qualifications. Save as disclosed above, Mr. Bourlon does not hold any other position with the Company or other members of the Company's group.

Mr. Bourlon has entered into an employment agreement ("**Employment Agreement**") with the Company in relation to his appointment as an executive director and the chief executive officer of the Company for an initial term of three years from 12 January 2009 ("**Hire Date**"). Such term will be renewed automatically for one year on each anniversary of the third anniversary (i.e. 12 January 2012) of the Hire Date until terminated by either party by serving at least 60 days' notice (prior to the date of automatic renewal for a further one year term) or by 12 months' notice or making payment in lieu (on other occasions) in accordance with the Employment Agreement. Mr. Bourlon is subject to retirement and re-election in accordance with the code of corporate governance practices and the bye-laws of the Company.

Under the Employment Agreement, Mr. Bourlon is entitled to receive annual remuneration (including base salary and benefits) of approximately HK\$5,846,000 (equivalent to US\$749,500), an annual performance bonus of up to US\$480,000 (equivalent to HK\$3,744,000), a signing bonus of US\$200,000 (equivalent to HK\$1,560,000) to be paid by three installments over a period commencing on the Hire Date and ending on the second anniversary of the Hire Date and share options to subscribe for 20,000,000 Shares.

The remuneration package of Mr. Bourlon is determined by the remuneration committee of the Board by reference to the scope of his responsibilities, the remuneration benchmark in the industry and prevailing market conditions.

Pursuant to an offer letter dated 4 November 2008 from RGS Holdings Limited, a controlling shareholder of the Company, to Mr. Bourlon, in consideration of Mr. Bourlon entering into the Employment Agreement, RGS Holdings Limited had agreed to grant options to Mr. Bourlon to purchase from RGS Holdings Limited up to 6,500,000 ordinary shares of the Company subject to and upon the terms and conditions stated therein.

As at the Latest Practicable Date, Mr. Bourlon is interested in 2,166,666 Shares and 24,333,334 underlying Shares which include options to subscribe for 20,000,000 Shares. Save as disclosed above, Mr. Bourlon does not have, and is not deemed to have, any interests in any other Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Bourlon does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

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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### **LINMARK GROUP LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 915)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Linmark Group Limited (“**Company**”) will be held on Friday, 11 September 2009 at 3:00 p.m. at Showcase 2A, 1123, Hongkong International Trade and 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 2009;
- 2.1 each as a separate resolution, to re-elect the following retiring directors as directors of the Company:
  - 2.1.1 Mr. WONG Wai Ming
  - 2.1.2 Mr. WANG Arthur Minshiang
  - 2.1.3 Mr. TSE Hau Yin, Aloysius
  - 2.1.4 Mr. Michel BOURLON
- 2.2 to authorise the directors to fix the directors’ remuneration for the year ending 30 April 2010;
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 2.2 HK cents per share of the Company for the year ended 30 April 2009;



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## NOTICE OF THE ANNUAL GENERAL MEETING

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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 and to make or grant offers, agreements and options, including warrants to subscribe for shares, which may require the exercise of such powers be and are hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as defined below) 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 purchased 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),

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and the said approval shall be limited accordingly; and

(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 purchase 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;

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- (b) the aggregate nominal amount of Shares which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period 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
  - (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 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 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, 12 August 2009

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

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

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*Notes:*

- (1) A member 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 member of the Company. A form of proxy for use at the meeting is enclosed with a circular of the Company dated 12 August 2009.
- (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 Company's branch share registrar in Hong Kong, 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 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.