



LINMARK GROUP LIMITED

林麥集團有限公司*

(Incorporated in Bermuda with limited liability)

Stock Code: 915

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Linmark Group Limited (the “**Company**”) will be held on 11 December 2008 at 4 p.m. at Showroom 2A, 1101-1108, Hongkong International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

1. “**THAT** the grant of the options to Mr. Michel BOURLON pursuant to the share option scheme (“**Share Option Scheme**”) of the Company adopted on 22 April 2002 and amended on 6 November 2002 and 16 August 2004 respectively which would entitle him to subscribe for an aggregate of 20,000,000 shares (“**Shares**”) of US\$0.02 each of the Company in excess of the Individual Limit (as such term is defined in a circular of the Company dated 25 November 2008 (“**Circular**”), a copy of which marked “A” is produced to this meeting and for the purposes of identification signed by the Chairman hereof) as set out in the Circular be and is hereby approved, confirmed and ratified and the directors (“**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 options.”
2. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the listing of, and permission to deal in, such number of Shares which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the Share Option Scheme (as defined in resolution numbered 1 of the notice convening this meeting), representing 10 per cent. of the issued share capital of the Company as at the day on which this resolution is passed, pursuant to Clause 4(B) of the rules of the Share Option Scheme:
 - (a) approval be and is hereby granted for refreshing the 10 per cent. mandate under the Share Option Scheme (“**Refreshed Scheme Mandate**”) provided that the total number of Shares (as defined in resolution numbered 1 of the notice convening this meeting) which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as refreshed hereby shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the day on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate); and
 - (b) the Directors or a duly authorised committee thereof be and they are hereby authorised: (i) at their absolute discretion, to grant options to subscribe for Shares within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with Shares pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate.”

- 3 “**THAT** Ernst & Young be and is hereby appointed as the new auditor of the Company to fill the vacancy following the resignation of PricewaterhouseCoopers and to hold office until the conclusion of the next annual general meeting of the Company and the Directors or a duly authorised committee thereof be and are hereby authorised to fix their remuneration.”

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

Hong Kong, 25 November 2008

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

1101-1108

Hongkong International Trade & Exhibition Centre

1 Trademart Drive, Kowloon Bay

Kowloon, Hong Kong

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 25 November 2008.
- (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.
- (5) Mr. Michel BOURLON, together with his associates (as defined in the Rules Governing the Listing of Securities on the Stock Exchange), will abstain from voting in relation to the resolution numbered 1 as set out in the notice convening this meeting.

As at the date of this announcement, the Board comprises two executive directors, being Mr. WANG Lu Yen (Chairman and Acting Chief Executive Officer) and Mr. KHOO Kim Cheng, two non-executive directors, being Mr. WONG Wai Ming and Mr. Mark HSU and three independent non-executive directors, being Mr. WANG Arthur Minshiang, Mr. TSE Hau Yin, Aloysius and Mr. Jakob Jacobus Koert TULLENERS.

* *For identification purpose only*