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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.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims 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 2008 annual general meeting of Linmark Group Limited to be held on Thursday, 4 September 2008 at 3:00 p.m. at Showroom 2A, 1101-1108, Hongkong International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong is set out on pages 14 to 18 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 2008

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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 Showroom 2A, 1101-1108, Hongkong International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong, on Thursday, 4 September 2008 at 3:00 p.m., notice of which is set out on pages 14 to 18 of this circular
“associate(s)”	has the same meaning as defined in the Listing Rules
“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 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 2008, 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
“Shareholder(s)”	holder(s) for the time being of the Share(s)
“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
“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 and Acting Chief Executive Officer)*

Mr. KHOO Kim Cheng

*Non-executive Directors:*

Mr. WONG Wai Ming

Mr. Mark HSU

*Independent non-executive Directors:*

Mr. WANG Arthur Minshiang

Mr. TSE Hau Yin, Aloysius

Mr. Jakob Jacobus Koert TULLENERS

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*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

12 August 2008

*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 24 September 2007, 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 4 and 5 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. WANG Lu Yen and Mr. KHOO Kim Cheng, in accordance with Bye-laws 87(1) and 87(2) of the Bye-laws, and Mr. Mark HSU and Mr. Jakob Jacobus Koert TULLENERS, 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 14 to 18 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.

### **PROCEDURE TO DEMAND FOR A POLL AT GENERAL MEETINGS**

Pursuant to Bye-law 66 of the Bye-laws, a resolution put to the vote of any general meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of the meeting; or
- (b) by at least three Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.



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## LETTER FROM THE BOARD

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### 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*

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 2008, 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:

	Trading price per Share	
	Highest	Lowest
	HK\$	HK\$
August 2007	1.08	0.69
September 2007	1.02	0.82
October 2007	0.90	0.78
November 2007	0.80	0.69
December 2007	0.76	0.62
January 2008	0.76	0.43
February 2008	0.50	0.42
March 2008	0.47	0.37
April 2008	0.49	0.35
May 2008	0.50	0.39
June 2008	0.48	0.41
July 2008	(Note)	(Note)
August 2008 (up to the Latest Practicable Date)	0.50	0.50

Note: No Share was traded on the Main Board of the Stock Exchange in this month.

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 484,155,619 Shares representing approximately 71.73% 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 79.70% 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 25.46% 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. WANG Lu Yen**, aged 54, is an executive Director, chairman and acting chief executive officer of the Company and is mainly responsible for the Group's corporate and strategic planning. Mr. Wang joined the Group in 1998. Mr. Wang is the chairman of the executive and strategy committees and a member of the remuneration committee of the Board. Mr. Wang is a co-founder, an executive director and chairman of Roly International Holdings Ltd. ("**Roly International**"), the indirect holding company of the Company which was listed on the Singapore Exchange Securities Trading Limited from February 1996 to April 2007. Mr. Wang was the chairman and an executive director of Byford International Limited, a company whose shares are listed on the Growth Enterprise Market of the Stock Exchange, from September 2004 to September 2007.

Mr. Wang has over 25 years of experience in the trading and distribution business. He was awarded Outstanding Businessman by Taiwan's Ministry of Economic Affairs in 1985. Mr. Wang is a member of the China Overseas Friendship Association, a vice-chairman of China Association for Middle and Small Commercial Enterprises, the vice-chairman of China Committee of Hong Kong General Chamber of Commerce, a member of Garment Advisory Committee of Hong Kong Trade Development Council, a member of the Hong Kong Policy Research Institute Limited, a founder and a director of the Taiwan Design Center, the chairman of the Soochow Management Academic Foundation of Soochow University, the honorary chairman of Taiwan Business Association (Hong Kong) Limited, a director of International Chamber of Commerce – Hong Kong, China, a member of Shanghai Chinese Overseas Friendship Association and a member of The Government of the Hong Kong Special Administrative Region Central Policy Unit Pan-Pearl River Delta Panel. Mr. Wang holds a Bachelor's degree in Business Administration from Soochow University, Taiwan and an EMBA degree from Guanghua School of Management, Peking University, PRC. Mr. Wang received the Directors of The Year Awards 2005 hosted by The Hong Kong Institute of Directors.

As at the Latest Practicable Date, Mr. Wang was interested in and was deemed to be interested in 484,155,619 Shares in aggregate under the SFO. Mr. Wang was also interested in 393,058,180 ordinary shares ("**Roly Shares**") of US\$0.10 each in Roly International and 2 preference shares of 2000 Baht each in Westman Linmark (Thailand) Ltd.. Mr. Wang had a personal interest in warrants carrying the right to subscribe for an aggregate of 5,050,000 Roly Shares and deemed interest in warrants carrying right to subscribe for an aggregate of 74,949,307 Roly Shares. Save as disclosed, Mr. Wang does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. There is a service contract between the Company with Mr. Wang for an initial term of three years commencing on 1 May 2002, and has continued thereafter until terminated by either party by giving to the other not less than six months' notice in writing. Under the service contract, the base salary of Mr. Wang shall be US\$203,846 per annum and Mr. Wang is also entitled to a profit-based 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 by reference to the remuneration benchmark in the industry and the prevailing market conditions.

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 did not hold any other directorships in listed public companies or any other major appointment during the last three years. Mr. Wang is subject to retirement and re-election at the Annual General Meeting in accordance with the code on corporate governance practices of the Company and the Bye-laws.

2. **Mr. KHOO Kim Cheng**, aged 57, has been an executive director of the Company since 2002. Mr. Khoo is also the chairman of the investment committee and a member of the executive and strategy committees of the Board. He has also been an executive director and the chief financial officer of Roly International since 1995. Mr. Khoo advises the Group on corporate finance related matters. Mr. Khoo has over 10 years of experience in corporate finance and financial management industry. Mr. Khoo worked for an international accounting firm and an investment bank prior to joining a subsidiary of Roly International in 1994. Mr. Khoo holds a Master of Business Administration degree from Southern Methodist University, Dallas, Texas, the US. Mr. Khoo qualified as a Certified Public Accountant in the US and is a fellow member of the Hong Kong Institute of Certified Public Accountants.

As at the Latest Practicable Date, pursuant to Part XV of the SFO, Mr. Khoo was interested in 1 preference share of 2,000 Baht in Westman Linmark (Thailand) Ltd. and options carrying right to subscribe for 5,660,000 Shares. Save as disclosed, Mr. Khoo does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. There is a service contract between the Company with Mr. Khoo for an initial term of three years commencing on 1 May 2002, and has continued thereafter until terminated by either party by giving to the other not less than six months' notice in writing. Under the service contract, the base salary of Mr. Khoo shall be US\$100,154 per annum and Mr. Khoo is also entitled to a profit-based bonus determined at the discretion of the Board or a committee thereof established for such purpose. The remuneration package of Mr. Khoo was determined by the Board by reference to the remuneration benchmark in the industry and the prevailing market conditions.

Mr. Khoo is also a director of certain subsidiaries of the Company. Save as disclosed, Mr. Khoo does not hold any other position with the Company or any of its subsidiaries. In addition, save as disclosed, Mr. Khoo did not hold any other directorships in listed public companies or any other major appointment during the last three years. Mr. Khoo is subject to retirement and re-election at the Annual General Meeting in accordance with the code on corporate governance practices of the Company and the Bye-laws.

3. **Mr. Mark HSU**, aged 38, has been a non-executive director of the Company and a member of the investment committee of the Board since 4 January 2008. He is a managing director of H&Q Asia Pacific (“**H&Q**”) and has been with the firm since 2001. H&Q manages Asia Pacific Growth Fund V, L.P. (“**APGF V**”), a substantial shareholder of the Company. He has also been a director of RI Holdings Bermuda Limited (“**RI Holdings**”) and RI Investment Holdings Bermuda Limited (“**RI Investment**”), both of which are intermediate holding companies of the Company, since November 2007. Mr. Hsu was initially based in H&Q’s Palo Alto office working on venture capital transactions and joined the Shanghai office in early 2005. Before joining H&Q, he was a director of business development for Sina.com, a company listed on NASDAQ, focusing on technology, media and branded consumer partnerships. From 1999 to 2001, Mr. Hsu was an attorney with Simpson Thacher & Bartlett where he engaged in securities and merger and acquisition transactions in the private equity industry, principally working with The Blackstone Group.

Mr. Hsu holds a Bachelor of Arts degree from the University of California at Los Angeles and a Juris Doctorate degree from Columbia University, the United States. Mr. Hsu has served on the boards of various corporations and business organizations, including GRIC Communications, Inc. (now known as GoRemote Internet Communications, Inc., a company previously listed on the NASDAQ) during the period from 2002 to 2003, The Churchill Club ([www.churchillclub.org](http://www.churchillclub.org)) and Asia America MultiTechnology Association ([www.aamasv.com](http://www.aamasv.com)) both for the period from 2001 to 2005. Save as disclosed above, Mr. Hsu has not held any directorship in other listed public companies in the last three years, does not have any other major appointments and qualifications and does not hold any other position with the Company or other members of the Group.

There is no service contract between the Company and Mr. Hsu. Pursuant to the letter of appointment entered into between the Company and Mr. Hsu, Mr. Hsu has been appointed as a non-executive director of the Company for a term of two years commencing on 4 January 2008. Mr. Hsu is subject to the retirement and re-election in accordance with the code on corporate governance practices and the bye-laws of the Company. The emolument of Mr. Hsu shall be HK\$259,200 per annum which is determined by reference to the current emolument of the other non-executive directors of the Company and the prevailing market rate.

As at the Latest Practicable Date, Mr. Hsu does not have, and is not deemed to have, any interests in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, H&Q manages APGF V which indirectly holds 49.9% of RI Investment and in turn holds 92% of RI Holdings. RI Holdings owns 100% of Roly International which holds 64.85% of the issued shares of the Company through RGS Holdings Limited. In addition, Roly International directly holds 6.79% of the issued shares of the Company.

Save as disclosed above, Mr. Hsu does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

4. **Mr. Jakob Jacobus Koert TULLENERS**, aged 62, has been an independent non-executive director of the Company and a member of the audit committee of the Board since 5 May 2008. He was managing director before he retired from Otto International Asia in September 2007. He joined Otto International Asia in 1994 as managing director and was responsible for all of its sourcing offices and trading companies in the Asia Pacific region. Prior to that, he worked his way through different aspects of the garment industry for 22 years in South Africa. Having been managing director for the manufacturing subsidiary of a major retailer in South Africa and a board member of such retailer for 4 years, he joined a large American apparel manufacturer in Hong Kong in 1992. He holds a bachelor's degree in garment engineering received from a college in Netherlands.

Save as disclosed above, Mr. Tulleners has not held any directorship in other listed public companies in the last three years and does not have any other major appointments and qualifications. Mr. Tulleners does not hold any other position with the Company or other members of the Company's group.

There is no service contract between the Company and Mr. Tulleners. Pursuant to the letter of appointment entered into between the Company and Mr. Tulleners, Mr. Tulleners has been appointed as an independent non-executive director of the Company for a term of two years commencing on 5 May 2008. Mr. Tulleners is subject to retirement and re-election in accordance with the code on corporate governance practices and the bye-laws of the Company. Mr. Tulleners is entitled to terminate his appointment at any time by giving at least one month's notice in writing to the Company. The emolument of Mr. Tulleners shall be HK\$259,200 per annum which is determined by reference to the current emolument of the other independent non-executive directors of the Company and the prevailing market rate.

As at the Latest Practicable Date, Mr. Tulleners does not have, and is not deemed to have, any interests in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Tulleners 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) 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 Thursday, 4 September 2008 at 3:00 p.m. at Showroom 2A, 1101-1108, Hongkong 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 auditor for the year ended 30 April 2008;
  
- 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. KHOO Kim Cheng
  
  - 2.1.3 Mr. Mark HSU
  
  - 2.1.4 Mr. Jakob Jacobus Koert TULLENERS
  
- 2.2 to authorise the directors to fix the directors’ remuneration for the year ending 30 April 2009;
  
3. to re-appoint PricewaterhouseCoopers as the auditor of the Company to hold office until conclusion of the next annual general meeting at a fee to be agreed with the directors;

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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:

4. “**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),

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).”

5. “**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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## NOTICE OF THE ANNUAL GENERAL MEETING

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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.”
6. “**THAT** conditional on the passing of resolutions set out in the notice convening this meeting as resolutions numbered 4 and 5, 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 4 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 5, 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 2008

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## NOTICE OF THE ANNUAL GENERAL MEETING

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*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 12 August 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.