



LINMARK GROUP LIMITED

林麥集團有限公司*

(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 Wednesday, 23 August 2006 at 3:00 p.m. at Elbrus Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, 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 2006;
- 2.1 each as a separate resolution, to re-elect the following retiring directors as directors:
 - 2.1.1 WANG Lu Yen
 - 2.1.2 KHOO Kim Cheng
 - 2.1.3 WOON Yi Teng, Eden
 - 2.1.4 Peter Loris SOLOMON
- 2.2 to authorise the directors to fix the directors’ remuneration for the year ending 30 April 2007;
3. to re-appoint PricewaterhouseCoopers 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 the final dividend of 2.9 HK cents per share of the Company for the year ended 30 April 2006;

and, as special businesses, to consider and, if thought fit, pass the following resolutions, as ordinary resolutions or, as the case may be, special resolution, with or without modifications:

ORDINARY RESOLUTIONS

5. to grant a general mandate to the board of directors of the Company to allot, issue and deal with additional shares in the Company not exceeding 20% of the issued share capital of the Company as at the date of passing of this resolution;
6. to grant a general mandate to the board of directors of the Company to purchase shares in the Company not exceeding 10% of the issued share capital of the Company as at the date of passing of this resolution; and
7. subject to the passing of the resolutions numbered 5 and 6, to extend the general mandate granted by resolution numbered 5 by adding thereto the shares repurchased pursuant to the general mandate granted by resolution numbered 6.

SPECIAL RESOLUTION

8. “**THAT** the bye-laws of the Company be and they are amended in the manner described in Appendix II to the circular of the Company to its shareholders dated 31 July 2006.”

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

Hong Kong, 31 July 2006

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

20th Floor, Office Tower One

The Harbourfront

18 Tak Fung Street

Hunghom, 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 31 July 2006.
- (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 registrar in Hong Kong, Standard Registrars 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.

Below are the particulars of the proposed amendments to the bye-laws of the Company in relation to special resolution numbered 8 in this notice:

1. Proposed amendment to paragraph (2) of Bye-law 86:

By deleting the word “annual” on the sixth line of existing paragraph (2) of Bye-law 86.

2. Proposed amendment to paragraph (4) of Bye-law 86:

By replacing the word “special” on the second line of existing paragraph (4) of Bye-law 86 with the word “ordinary”.

3. Proposed amendment to paragraph (1) of Bye-law 87:

By deleting existing paragraph (1) of Bye-law 87 in its entirety and replacing therewith the proposed new paragraph (1) of Bye-law 87.

Proposed new paragraph (1) of Bye-law 87:

“87. (1) Notwithstanding any other provisions in the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement at least once every three years.”

As at the date of this notice, the board of directors of the Company comprises five executive directors, being Mr. WANG Lu Yen (Chairman), Mr. Peter Loris SOLOMON (Chief Executive Officer), Mr. FU Jin Ming, Patrick, Mr. WONG Wai Ming and Mr. KHOO Kim Cheng and three independent non-executive directors, being Mr. WANG Arthur Minshiang, Dr. WOON Yi Teng, Eden and Mr. TSE Hau Yin, Aloysius.

** For identification purpose only*

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