



## **LINMARK GROUP LIMITED**

**林麥集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

Stock Code: 915

### **CHANGE OF DIRECTORS**

The Board announces that Mr. KWOK Tai Ki has been appointed an independent non-executive director of the Company and a member of the audit committee of the Board with effect from 5 July 2007.

The Board also announces that Mr. Gregory Scott LEONG has been appointed a non-executive director of the Company and a member of the investment committee of the Board with effect from 5 July 2007.

The Board also announces the retirement of Mr. FU Jin Ming, Patrick as an executive director of the Company and his ceasing to act as a member of the executive committee and strategy committee of the Board with effect from 5 July 2007.

The Board also announces the redesignation of Mr. WONG Wai Ming from executive director to non-executive director of the Company and his ceasing to act as a member of the executive committee, investment committee and strategy committee of the Board with effect from 5 July 2007. Upon the redesignation of Mr. WONG Wai Ming, he will also cease to be the qualified accountant of the Company and Mr. KHOO Kim Cheng, an executive director of the Company, has been appointed the qualified accountant of the Company in place of Mr. WONG Wai Ming with effect from 5 July 2007.

### **APPOINTMENT OF MR. KWOK TAI KI AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board of directors (“Board”) of Linmark Group Limited (“Company”, together with its subsidiaries, the “Group”) is pleased to announce that Mr. KWOK Tai Ki (“Mr. Kwok”) has been appointed an independent non-executive director of the Company and a member of the audit committee of the Board with effect from 5 July 2007.

Mr. KWOK Tai Ki, aged 48, is an associate of The Institute of Chartered Accountants in Australia and a fellow of the Hong Kong Institute of Certified Public Accountants. He worked for KarstadtQuelle (Far East) & Co (“KQFE”) where he gained over 17 years of experience in managing business operations in supply chains. He was the chief executive officer of KQFE between 2005 and 2006. KQFE was the buying arm in Asia and wholly-owned subsidiary of KarstadtQuelle AG, a major retail company listed on the German Stock Exchange. He served the General Committee of The Hong Kong Exporters’ Association (“HKEA”) from 1992 and was the honorary treasurer and vice chairman when he retired from HKEA at the end of 2006. As a representative of HKEA, he also served as the chairman of Vocational Training Council — Import/Export/Wholesale Training Board from March 2005 to December 2006. Mr. Kwok holds a degree of Bachelor of Commerce from The University of Western Australia and a degree of Master of Business (Accounting) from Monash University, Australia. Save as disclosed above, Mr. Kwok 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. Kwok 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. Kwok. Pursuant to the letter of appointment entered into between the Company and Mr. Kwok, Mr. Kwok has been appointed as an independent non-executive director of the Company 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. Kwok 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. Kwok 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 date of this announcement, Mr. Kwok 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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO").

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

The Board confirms that there are no other matters or information relating to the appointment of Mr. Kwok as an independent non-executive director of the Company that need to be brought to the attention of the shareholders of the Company or to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong Limited ("Stock Exchange").

The Board would like to take this opportunity to express its warmest welcome to Mr. Kwok.

## **APPOINTMENT OF MR. GREGORY SCOTT LEONG AS A NON-EXECUTIVE DIRECTOR**

The Board is also pleased to announce that Mr. Gregory Scott LEONG ("Mr. Leong") has been appointed a non-executive director of the Company and a member of the investment committee of the Board with effect from 5 July 2007.

Mr. Gregory Scott LEONG, aged 38, is a vice president of H&Q Asia Pacific (Hong Kong) Limited ("H&Q") which is a US-based private equity firm focusing on investments in the Asia Pacific region. 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 Special Holdings Bermuda Limited ("RI Special"), RI Holdings Bermuda Limited ("RI Holdings") and RI Investment Holdings Bermuda Limited ("RI Investment"), all of which are intermediate holding companies of the Company, since December 2006. Prior to joining H&Q in 2005, Mr. Leong held managerial positions with a US-based strategic consultancy firm and an investment bank advising on mergers and acquisitions from 1995 to 2005. Mr. Leong holds a Bachelor's degree of Business Administration from The George Washington University, a Master's degree of Business Administration from The University of Chicago and a Master's degree of International Public Policy from The Johns Hopkins University. Save as disclosed above, Mr. Leong 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 Company's group.

There is no service contract between the Company and Mr. Leong. Pursuant to the letter of appointment entered into between the Company and Mr. Leong, Mr. Leong has been appointed as a non-executive director of the Company 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. Leong 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. Leong 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 date of this announcement, Mr. Leong 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 date of this announcement, 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 RI Special, a controlling shareholder of Roly International Holdings Ltd. which holds 65.2% of the shares of the Company through RGS Holdings Limited. In addition, RI Special directly holds 6.8% of the shares of the Company.

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

The Board confirms that there are no other matters or information relating to the appointment of Mr. Leong as a non-executive director of the Company that need to be brought to the attention of the shareholders of the Company or to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to express its warmest welcome to Mr. Leong.

## **RETIREMENT OF MR. FU JIN MING, PATRICK AS AN EXECUTIVE DIRECTOR**

The Board also announces the retirement of Mr. FU Jin Ming, Patrick (“Mr. Fu”) as an executive director of the Company and his ceasing to act as a member of the executive committee and strategy committee of the Board with effect from 5 July 2007 after serving the Group in various senior positions for 38 years.

The Board and Mr. Fu have confirmed that they were not aware of any matters that need to be brought to the attention of the shareholders of the Company in relation to the said retirement and Mr. Fu did not have any disagreement with the Board.

The Board would like to take this opportunity to extend its gratitude to Mr. Fu for his efforts and valuable contributions to the Group during his tenure of office.

## **REDESIGNATION OF MR. WONG WAI MING AS A NON-EXECUTIVE DIRECTOR**

The Board also announces that Mr. WONG Wai Ming (“Mr. Wong”) will be redesignated from executive director to non-executive director of the Company and will cease to act as a member of the executive committee, investment committee and strategy committee of the Board with effect from 5 July 2007. He will be joining Lenovo Group Limited, a company listed on the main board of the Stock Exchange, on 15 July 2007.

Mr. WONG Wai Ming, aged 49, has been the independent non-executive director of the Company since it was listed in 2002 and was redesignated as an executive director of the Company and appointed an executive director and chief executive officer of Roly International Holdings Ltd., the controlling shareholder of the Company, in 2005. Mr. Wong is also an independent non-executive director of I.T Limited and China Unicom Limited, both of which are listed on the main board of the Stock Exchange. Mr. Wong was an independent non-executive director of China Glass Holdings Limited from May 2005 to May 2006 and was an independent non-executive director of Lenovo Group Limited from March 1999 to May 2007, both of which companies are listed on the main board of the Stock Exchange. He has more than 16 years of experience in investment banking business in Greater China and was a director and chief executive officer of Sing Tao News Corporation Limited, a company listed on the main board of the Stock Exchange prior to serving the Group as an executive director. Mr. Wong is a chartered accountant of the United Kingdom and an associate member of the Hong Kong Institute of Certified Public Accountants. He holds a Bachelor’s degree of Science (with Honours) in Management Science from The Victoria University of Manchester, the UK. Save as disclosed above, Mr. Wong 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. Wong does not hold any other position with the Company or other members of the Company’s group.

Pursuant to a letter of appointment entered into between the Company and Mr. Wong, Mr. Wong has been appointed as a non-executive director of the Company 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 of the Company 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 the other independent non-executive directors of the Company and the prevailing market rate.

As at the date of this announcement, Mr. Wong is the beneficial owner of 100,000 shares of the Company. Mr. Wong has been granted options to subscribe for 1,000,000 shares of the Company during the exercise period from 14 October 2006 to 13 October 2011 at an exercise price of HK\$2.315 per share.

Save as disclosed above, Mr. Wong does not have, and is not deemed to have, any interests in any other shares or underlying shares of the Company within the meaning of Part XV of the SFO.

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

The Board confirms that there are no other matters or information relating to the redesignation of Mr. Wong from an executive director of the Company to a non-executive director of the Company that need to be brought to the attention of the shareholders of the Company or to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to extend its gratitude to Mr. Wong for his efforts and valuable contributions to the Group during his tenure of office as an executive director of the Company.

## **CHANGE OF QUALIFIED ACCOUNTANT**

Upon the redesignation of Mr. Wong as a non-executive director of the Company, Mr. Wong will also cease to be the qualified accountant of the Company with effect from 5 July 2007.

The Board announces that with effect from 5 July 2007, Mr. KHOO Kim Cheng ("Mr. Khoo"), an executive director of the Company, has been appointed the qualified accountant of the Company in place of Mr. WONG. He is a member of the Hong Kong Institute of Certified Public Accountants.

By Order of the Board  
**WANG Lu Yen**  
*Chairman*

Hong Kong, 5 July 2007

*As at the date of this announcement, the Board comprises three executive directors, being Mr. WANG Lu Yen (Chairman), Mr. Peter Loris SOLOMON (Chief Executive Officer) and Mr. KHOO Kim Cheng, two non-executive directors, being Mr. WONG Wai Ming and Mr. Gregory Scott LEONG, and four independent non-executive directors, being Mr. WANG Arthur Minshiang, Dr. WOON Yi Teng, Eden, Mr. TSE Hau Yin, Aloysius and Mr. KWOK Tai Ki.*

\* *For identification purpose only*