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Linmark Group Limited

(Incorporated in Bermuda with limited liability)

Stock code: 915

RI Special Holdings Bermuda Limited

(Incorporated in Bermuda with limited liability)

**JOINT ANNOUNCEMENT
BY
LINMARK GROUP LIMITED
AND
RI SPECIAL HOLDINGS BERMUDA LIMITED**

**Satisfaction of Pre-Conditions
and
Despatch of the Composite Offer Document
and
Timetable for the Offers
Mandatory Unconditional Cash Offers by
ABN AMRO Asia Corporate Finance Limited
on behalf of RI Special Holdings Bermuda Limited
to acquire all outstanding shares of and
to cancel all outstanding share options of
LINMARK GROUP LIMITED
not already owned by RI Special Holdings Bermuda Limited
and parties acting in concert with it**

Financial adviser to RI Special Holdings Bermuda Limited



ABN AMRO Asia Corporate Finance Limited

Linmark and the Offeror wish to announce that the Pre-Conditions have been satisfied as at Wednesday, 28 March 2007 and the making of the Offers has become unconditional in all respects. Accordingly, the Offers (which are unconditional in all respects) will now be made in accordance with the Takeovers Code.

The Offer Document will be despatched to the Independent Linmark Shareholders and the Independent Linmark Optionholders on Friday, 30 March 2007.

The Offers will be open for acceptances from Friday, 30 March 2007 until 4:00 p.m. on Friday, 20 April 2007 unless the Offers have been extended or revised in accordance with the Takeovers Code.

If the level of acceptances on or before the first closing date of the Offers as indicated in the expected timetable below, being 20 April 2007 (or such other date as extended in accordance with the Takeovers Code) reaches the prescribed level for exercising a compulsory acquisition under the Bermudan Companies Act and satisfies the requirements under Rule 2.11 of the Takeovers Code, the Offeror may elect to proceed with the privatisation of Linmark pursuant to Rule 6.15 of the Listing Rules. By then, dealings in the Linmark Shares will be suspended from the business day immediately after the closing date of the Offers up to the withdrawal of listing of Linmark Shares from the Stock Exchange. The prescribed level of acceptance under Rule 2.11 of the Takeovers Code is 90% of the Linmark Shares not being owned by the Offeror Group.

In the event that a right of compulsory acquisition is not available to the Offeror Group and the Offers close, the Offeror has indicated that it will use its reasonable endeavours to maintain the listing of Linmark on the Stock Exchange and to ensure that minimum public float is maintained in accordance with the Listing Rules as soon as possible following the closing of the Offers in compliance with the Listing Rules.

Reference is made to the announcement dated 12 December 2006 (“**First Announcement**”) made jointly by Linmark Group Limited (“**Linmark**”), RI Special Holdings Bermuda Limited (“**Offeror**”) and Byford International Limited regarding the possible Offers, the announcement dated 26 March 2007 made jointly by Linmark and the Offeror (“**26 March Announcement**”). Capitalised terms used in this announcement have the same meanings as defined in the First Announcement unless the context otherwise requires.

MAKING OF THE OFFERS

As stated in the First Announcement, the Offeror will only make the Offers subject to the satisfaction of the following Pre-Conditions (which are not waivable):

- (i) the Roly Shareholders approving, at the special general meeting of Roly (“**Roly SGM**”), such resolutions as may be necessary to implement the Delisting Proposal; and
- (ii) the completion of the Roly Share Injection within three business days following the approval of the Roly Shareholders as set out in sub-paragraph (i) above.

As stated in the 26 March Announcement, Pre-Condition (i) was satisfied on Monday, 26 March 2007. As further informed by Roly, the Boards of Linmark and the Offeror wish to announce that Pre-Condition (ii) was satisfied on Wednesday, 28 March 2007. The making of the Offers by ABN AMRO on behalf of the Offeror has become unconditional in all respects. Accordingly, the Offers (which are unconditional in all respects) will now be made in accordance with the Takeovers Code.

Upon completion of the Roly Share Injection, the Offeror has acquired a statutory control of Roly and, taking into account the Roly Shares accepted under the Exit Offer, was interested in approximately 58.4% of the total issued share capital of Roly as at the date of this announcement. Roly, through RGS Holdings Limited, its wholly owned subsidiary, holds 437,720,000 Linmark Shares, representing approximately

65.2% of the total issued share capital of Linmark. Together with the Linmark Shares held by Mr. Wang, the Offeror Group is interested in approximately 65.3% of the total issued share capital of Linmark as at the date of this announcement.

DESPATCH OF OFFER DOCUMENT

The Offer Document containing, among other matters, terms and details of the Offers, a letter of advice from Quam Capital Limited as the independent financial adviser (“**Independent Financial Adviser**”) to the independent board committee of Linmark (“**Independent Board Committee**”), a letter containing the recommendation and advice of the Independent Board Committee to Linmark Shareholders other than members of the Offeror Group (“**Independent Linmark Shareholders**”) and Linmark Optionholders other than members of the Offeror Group (“**Independent Linmark Optionholders**”) in respect of the Offers, together with the Forms of Acceptance in respect of the Offers, will be despatched to the Linmark Shareholders and Linmark Optionholders on Friday, 30 March 2007 in accordance with the Takeovers Code.

Independent Linmark Shareholders and Independent Linmark Optionholders are encouraged to read the Offer Document carefully, including the advice of the Independent Financial Adviser to the Independent Board Committee, and the recommendation and advice of the Independent Board Committee to the Independent Linmark Shareholders and Independent Linmark Optionholders in respect of the Offers, before deciding whether or not to accept the Offers.

EXPECTED TIMETABLE

The expected timetable for the Offers is set out below:

	2007
Opening date of the Offers	Friday, 30 March
Latest time for acceptance of the Offers, if not extended	4:00 p.m. on Friday, 20 April
First closing date of the Offers (<i>Note 1</i>)	Friday, 20 April
Announcement of the results of the Offers as at 4:00 p.m. on the first closing date posted on the Stock Exchange’s website	not later than 7:00 p.m. on Friday, 20 April
Announcement of the results of the Offers as at 4:00 p.m. on the first closing date published in newspapers in Hong Kong (<i>Note 2</i>)	Monday, 23 April
Latest date for despatch of remittances for the amounts due under the Offers in respect of valid acceptances received on or before 4:00 p.m. on the first closing date (<i>Note 3</i>)	Monday, 30 April

Notes:

1. The Offers, which are unconditional, will close at 4:00 p.m. on Friday, 20 April 2007 unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. The Offeror will post an announcement on the Stock Exchange’s website by 7:00 p.m. on Friday, 20 April 2007 to state the results of the Offers and whether the Offers have been revised or extended or have expired or in relation to any extension of the Offers, to state also either the next closing date or that the Offers will remain open until further notice. Such an announcement will be published in newspapers in Hong Kong on the next day which the Stock Exchange is open for transaction of business (“**Business Day**”) thereafter. In the event that the Offeror decides that the Offers will remain open until further notice, at least 14 days’ notice in writing will be given, before the Offers are closed, to those Independent Linmark Shareholders and Independent Linmark Optionholders who have not accepted the Offers.
2. An announcement of the results of the Offers as at the first closing date, and in the event of an extension of the Offers, either the next closing date or that the Offers will remain open until further notice, will be published in newspapers in Hong Kong on Monday, 23 April 2007, being the next Business Day after the first closing date.

3. The consideration payable for the Linmark Shares tendered under the Share Offer and the Linmark Share Options tendered under the Option Offer will be paid as soon as possible but in any event within 10 days of the date of the receipt of all the valid requisite documents by, in the case of the Share Offer, the Hong Kong branch share registrar of Linmark from the accepting Independent Linmark Shareholders or, in the case of the Option Offer, the company secretary of Linmark from the accepting Independent Linmark Optionholders.

All references to time and dates contained in this announcement refer to Hong Kong local time and dates.

If the level of acceptances on or before the first closing date of the Offers as indicated in the expected timetable above, being 20 April 2007 (or such other date as extended in accordance with the Takeovers Code) reaches the prescribed level for exercising a compulsory acquisition under the Bermudan Companies Act and satisfies the requirements under Rule 2.11 of the Takeovers Code, the Offeror may elect to proceed with the privatisation of Linmark pursuant to Rule 6.15 of the Listing Rules. By then, dealings in the Linmark Shares will be suspended from the business day immediately after the closing date of the Offers up to the withdrawal of listing of Linmark Shares from the Stock Exchange. The prescribed level of acceptance under Rule 2.11 of the Takeovers Code is 90% of the Linmark Shares not being owned by the Offeror Group.

In the event that a right of compulsory acquisition is not available to the Offeror Group and the Offers close, the Offeror has indicated that it will use its reasonable endeavours to maintain the listing of Linmark on the Stock Exchange and to ensure that minimum public float is maintained in accordance with the Listing Rules as soon as possible following the closing of the Offers in compliance with the Listing Rules.

By Order of the Board of
Linmark Group Limited
WONG Wai Ming
Director

By Order of the Board of
RI Special Holdings Bermuda Limited
Andrew KUO
Director

Hong Kong, 28 March 2007

As at the date of this announcement, the Board of Linmark comprises five executive directors, namely 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, namely Mr. WANG Arthur Minshiang, Dr. WOON Yi Teng, Eden and Mr. TSE Hau Yin, Aloysius.

The directors of Linmark jointly and severally accept full responsibility for the accuracy of the information (other than those in respect of the Offeror) in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, their opinions expressed in this announcement (other than those in respect of the Offeror) have been arrived at after due and careful consideration and there are no other facts (other than those in respect of the Offeror) not contained in this announcement the omission of which would make any of their statements in this announcement misleading.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information (other than those in respect of Linmark) in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, their opinions expressed in this announcement (other than those in respect of Linmark) have been arrived at after due and careful consideration and there are no other facts (other than those in respect of Linmark) not contained in this announcement the omission of which would make any of their statements in this announcement misleading.

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