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Z-OBEE HOLDINGS LIMITED

融達控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 948)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Z-Obee Holdings Limited (the “**Company**”) will be held at Novotel Century Hong Kong, Plaza 1-2 Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 21 August 2018 at 3:00 p.m. for the following purposes:

ORDINARY BUSINESSES

1. to receive, consider and approve the audited consolidated financial statements, the report of the directors of the Company (the “**Directors**”) and the independent auditors’ report of the Company for the financial year ended 31 March 2014;
2. to receive, consider and approve the audited consolidated financial statements, the report of the Directors and the independent auditors’ report of the Company for the financial year ended 31 March 2015;
3. to receive, consider and approve the audited consolidated financial statements, the report of the Directors and the independent auditors’ report of the Company for the financial year ended 31 March 2016;
4. to receive, consider and approve the audited consolidated financial statements, the report of the Directors and the independent auditors’ report of the Company for the financial year ended 31 March 2017;
5. to receive, consider and approve the audited consolidated financial statements, the report of the Directors and the independent auditors’ report of the Company for the financial year ended 31 March 2018;
6. (a) to re-elect Mr. Xiong Jianrui as an executive Director;

* For identification purpose only

- (b) to re-elect Mr. Yi Peijian as an executive Director;
 - (c) to re-elect Mr. Lin Tao as an independent non-executive Director;
 - (d) to re-elect Mr. Khoo Wun Fat William as an independent non-executive Director;
 - (e) to re-elect Mr. Cui Songhe as an independent non-executive Director;
 - (f) to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration; and
7. to re-appoint Crowe (HK) CPA Limited as the auditors of the Company until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

SPECIAL BUSINESSES

To consider as special businesses and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

8. “**THAT:**

- (a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of USD0.16 each in the issued capital of the Company (the “**Shares**”) may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purpose 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; or

- (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 “**Bye-laws**”) and any applicable laws and regulations of Bermuda to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company (the “**Shareholders**”) in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”

9. “**THAT:**

- (a) subject to sub-paragraph (c) of this resolution, and pursuant to the Listing Rules, the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional Shares and to make, issue or grant offers, agreements and options (including but not limited to warrants, bonds and securities or debentures convertible into Shares) and rights of exchange or conversion which might require the exercise of such power be either during or after the Relevant Period and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make, issue or grant offers, agreements and options (including warrants, bonds and securities or debentures convertible into Shares) and rights of exchange or conversion which might require the Shares in the capital of the Company to be issued either during or after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in subparagraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined in this resolution); or (ii) the exercise of the subscription or conversion rights attaching to any warrants, preference shares, convertible bonds or other securities issued by the Company which are convertible into Shares; or (iii) the exercise of options granted by the Company under any option scheme or similar arrangement for the time being adopted for the grant to Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible person (if any) of rights to acquire Shares; or (iv) any script dividend scheme or similar arrangement 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; or (v) a specific authority granted by the Shareholders in general meeting, shall not exceed 20% of the number of issued Shares as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose 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; or

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws and any applicable laws and regulations of Bermuda to be held; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

“**Rights Issue**” means an offer of Shares or issue of options, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors to the holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate, such other securities) as at that date (subject in all cases to such exclusions or other arrangements as the Directors 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 any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

- 10. “**THAT** conditional upon the passing of resolutions set out in items 8 and 9 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 9 of the Notice be and is hereby extended by the addition to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of Shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 8 of the Notice, provided that such number shall not exceed 10% of the total number of the issued Shares as at the date of passing of this resolution.”
- 11. “**THAT** the failure to hold the 2014, 2015, 2016 and 2017 annual general meetings of the Company in accordance with the Bye-laws and the Listing Rules (and non-compliances resulted therefrom) and to effect the matters required by the Bye-laws at such annual general meetings (including but not limited to the rotation of the Directors and the appointment of auditors of the Company) is hereby unconditionally confirmed and ratified.”

SPECIAL RESOLUTIONS

To consider as special businesses and, if thought fit, pass with or without amendments the following resolutions as special resolutions:

- 12. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be and is hereby changed from “Z-Obee Holdings Limited” to “Alpha Professional Holdings Limited”, and the Chinese name “阿爾法企業控股有限公司” be adopted for identification purpose only in place of its existing Chinese name “融達控股有限公司” (which was adopted for identification purpose only) (the “**Proposed Change of Company Name**”), and that any one Director be and is hereby authorised to do all such acts,

deeds and things and execute all such documents and make all such arrangements as he shall, in his absolute discretion, deem necessary or expedient to give effect to the Proposed Change of Company Name.”

13. “**THAT** subject to and conditional upon the Proposed Change of Company Name becoming effective, and the granting of the certificate of change of name by the Registrar of Companies in Hong Kong, the Bye-laws be amended as follows:

- (a) by amending the existing English name of the Company from “Z-Obee Holdings Limited” to “Alpha Professional Holdings Limited”, and the existing Chinese name of the Company from “融達控股有限公司” to “阿爾法企業控股有限公司” wherever they appear in the Bye-laws; and
- (b) the Bye-laws in the form produced to this meeting and signed by the Chairman of this meeting for identification purposes which consolidating the proposed amendments referred in this resolution be and are hereby adopted as the new Bye-laws in substitution for and to the exclusion of all the existing Bye-laws with immediate effect.”

By Order of the Board
Z-Obee Holdings Limited
Kung Wai Chiu Marco
Company Secretary

Hong Kong, 20 July 2018

Notes:

- 1. A member of the Company who is entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint more than one proxy. A proxy need not be a member of the Company.
- 2. To be valid, the form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be returned to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before time appointed for holding the meeting or any adjournment thereof (as the case may be) and in default thereof the form of proxy shall not be treated as valid.
- 3. For the purpose of ascertaining the Shareholders’ right to attend and vote at the meeting, the register of members of the Company will be closed from 16 August 2018 to 21 August 2018, both days inclusive, during which no transfer of Shares will be registered. In order to be eligible to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on 15 August 2018.
- 4. Where there are joint holders of any Share, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting in person or by proxy, that one of the said joint holders so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.

5. A circular containing the particulars in connection with the retiring Directors be re-elected under resolution no. 6. and an explanatory statement in connection with the proposed repurchase mandate under resolution no. 8 as required by the Listing Rules, have been dispatched to members of the Company together with the 2018 annual report of the Company.
6. The Chinese version of the resolutions set out in this notice is for reference only. If there is any inconsistency between the English and the Chinese versions, the English version shall prevail.
7. As at the date of this notice, the executive Directors are Mr. Xiong Jianrui (chairman) and Mr. Yi Peijian (chief executive officer) and the independent non-executive Directors are Mr. Lin Tao, Mr. Khoo Wun Fat William and Mr. Cui Songhe.