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Z-Obee Holdings Limited
(incorporated in Bermuda with limited liability)
(Hong Kong Stock Code: 948)
(Singapore Stock Code: D5N)
website: <http://www.z-obeecom.com>

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting (“SGM”) of **Z-Obee Holdings Limited** (the “Company”) will be held at 33/F., 9 Queen’s Road Central, Hong Kong on Tuesday, 31 July 2012 at 10:30 a.m. or immediately after the conclusion of the annual general meeting of the Company (“Annual General Meeting”) held at 10:00 a.m. on the same day and at any adjournment thereof. Any shareholder or depositor or proxy who wishes to take part in the SGM from Singapore, may attend via video conference which shall be held at 108 Robinson Road, Level 11, The Finexis Building, Singapore 068900. The persons attending the said video conference will be able to pose questions to the Company management and to comment on the issue on the SGM’s agenda. Please be on time to avoid disrupting the SGM which will commence immediately after conclusion of the Annual General Meeting. The SGM is convened for the following purposes:

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Special Resolutions:

1. AMENDMENTS TO BYE-LAWS (Special Resolution 1)

(A) **“THAT** the existing bye-laws of the Company be and are hereby amended in the following manner:

1. BYE-LAW 1

The following new definition shall be added in Bye-law 1 after the definition of “Statutes”:

“substantial shareholder”	for the purposes of Bye-law 121, a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.
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2. BYE-LAW 3(3)

The existing Bye-law 3(3) shall be amended as follows:

- 3(3) Subject to compliance with the laws, rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority or applicable laws, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.

3. BYE-LAW 44

The existing Bye-law 44 shall be amended as follows:

- 44 The Register and branch register of Members, as the case may be, shall be open to inspection between 10 a.m. and 12 noon during business hours by members of the public without charge at the Office or such other place at which the Register is kept in accordance with the Act. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.

4. BYE-LAW 46

The existing Bye-law 46 shall be amended as follows:

- 46 Subject to these Bye-laws, any Member may transfer all or any of his shares in any manner permitted by and in accordance with the rules of the Designated Stock Exchange or by an instrument of transfer in the form acceptable to the Board provided always that the Company shall accept for resignation an instrument of transfer in a form approved by the Designated Stock Exchange.

5. BYE-LAW 65

The existing Bye-law 65 shall be amended as follows:

- 65 (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting (i) on a show of hands every Member present in person (or being a corporation, is present by a representative duly authorised under Section 78 of the Act), or by proxy shall have one vote and the chairman of the meeting shall determine which proxy shall be entitled to vote where a Member (other than a Member which is the Depository or a clearing house (or its nominee(s)) is represented by two proxies, and (ii) on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder or which he represents and in respect of which all calls due to the Company have been paid, but so that no amount paid up or credited as paid up on a share in advance of calls or instalments

is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote. Notwithstanding anything contained in these Bye-laws, where more than one proxy is appointed by a Member which is the Depository or a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.

- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
 - (a) by at least three Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
 - (b) by a Member or Members present in person (or in the case of a Member 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 Members having the right to vote at the meeting; or
 - (c) by a Member or Members present in person (or in the case of a Member 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 shares conferring that right; or
 - (d) where the Depository is a Member, by at least three proxies representing the Depository.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Member.

6. BYE-LAW 66

The existing Bye-law 66 shall be amended as follows:

- 66 Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.

7. BYE-LAW 72

The existing Bye-law 72 shall be amended as follows:

- 72 In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.

8. BYE-LAW 73

The existing Bye-law 73 shall be amended as follows:

- 73 Where there are joint holders of any share any one of such joint holder may vote, 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 any 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, and for this purpose seniority means the person present whose name stands first in the Register. Several executors or administrators of a deceased Member in whose name any share stands shall for the purposes of this Bye-law be deemed joint holders thereof.

9. BYE-LAW 74(1)

The existing Bye-law 74(1) shall be amended as follows:

- (1) A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting, as the case may be.

10. BYE-LAW 102(1)(d)

The existing Bye-law 102(1)(d) shall be deleted in its entirety and the existing Bye-law 102(1)(e) re-numbered as 102(1)(d).

- (d) any proposal concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates to directors, his associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director or his associates, as such any privilege or advantage not accorded to the employees to which such scheme or fund relates.

11. BYE-LAWS 102(2) AND (3)

The existing Bye-laws 102(2) and 102(3) shall be deleted in their entirety and the words “Intentionally Deleted” be inserted.

102(2) Intentionally Deleted.

102(3) Intentionally Deleted.

12. BYE-LAW 121

The existing Bye-law 121 shall be amended as follows:

121 A resolution in writing signed by the majority of Directors shall be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held provided that such number of Directors approving the resolution is sufficient to constitute a quorum and that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Bye-laws and further provided that no Director approving the resolution is aware of or has received any objection to the resolution from any Director. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid. Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.

13. BYE-LAW 131(3)

The existing Bye-law 131(3) shall be amended as follows:

131(3) The Register of Directors and Officers shall be open to inspection by members of the public without charge at the Office between 10:00 a.m. and 12:00 noon during business hours.

14. BYE-LAW 138

The existing Bye-law 138 shall be amended as follows:

138 No dividend shall be paid or distribution made out of contributed surplus if to do so would render the Company unable to pay its liabilities as they become due or the realisable value of its assets would thereby become less than its liabilities.

15. BYE-LAW 158

The existing Bye-law 158 shall be amended as follows:

Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

- (B) **THAT** the bye-laws of the Company in the form of the document marked “A” and produced to the Meeting and for the purpose of identification signed by the Chairman of the meeting, which consolidates all of the proposed amendments referred to in Resolution (A) above, be approved and adopted as the new bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect.

2. **ADOPTION OF CHINESE COMPANY NAME FOR IDENTIFICATION PURPOSE ONLY** **(Special Resolution 2)**

That “融達控股有限公司” be adopted as the Chinese Company name for identification purpose only and **THAT** such documents in connection with the adoption of the Chinese Company name be filed and registered with the Registrar of Companies in Hong Kong under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) and that the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as they shall, in their absolute discretion, deem fit in order to effect and implement such adoption of Chinese Company name by the Company.

By Order of the Board
Siu Yun Tang
Busarakham Kohsikporn
Shirley Lim Keng San
Joint Company Secretaries

29 June 2012

Notes:

1. A form of proxy for use at the meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong (for Hong Kong Shareholders), or the Company's share transfer agent, Tricor Barbinder Share Registration Services, at 80 Robinson Road #02-00, Singapore 068898 (for Singapore Shareholders) not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
6. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.
7. As at the date of this notice, the Board of Directors of the Company comprises the following members: (1) Executive Directors: Wang Shih Zen, Wang Tao, Lu Shangmin; (2) Non-Executive Director: David Lim Teck Leong; and (3) Independent Non-Executive Directors: Chan Kam Loon, Guo Yanjun, Lo Hang Fong, Tham Wan Loong, Jerome.
8. A Depositor (as defined in the Companies Act (Chapter 50 of Singapore) (the "Singapore Companies Act")) whose name appears in the Depository Register (as defined in Section 130A of the Singapore Companies Act) and who is unable to attend personally but wishes to appoint a nominee to attend and vote on his behalf, or if such Depositor is a corporation, should complete the attached Depository proxy form and lodge the same at the office of the Company's share transfer agent in Singapore, Tricor Barbinder Share Registration Services, at 80 Robinson Road #02-00, Singapore 068898 (for Singapore Shareholders) not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
9. The register of members of the Company will be closed from 25 July 2012 to 31 July 2012, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of Shareholders who are entitled to attend and vote at the SGM, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration no later than 4:30 p.m., 24 July 2012 (for Hong Kong Shareholders), or with the Company's Singapore Share Transfer Agent, Tricor Barbinder Share Registration Services, at 80 Robinson Road #02-00, Singapore 068898 for registration no later than 5:00 p.m., 24 July 2012 (for Singapore Shareholders).

As at the date of this Announcement, the executive Directors are Mr. Wang Shih Zen, Ms. Wang Tao and Mr. Lu Shangmin, the non-executive Director is Mr. David Lim Teck Leong and the independent non-executive Directors are Mr. Chan Kam Loon, Mr. Guo Yanjun, Mr. Lo Hang Fong and Mr. Tham Wan Loong, Jerome.