

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **Z-Obee Holdings Limited**

**融達控股有限公司\***

*(incorporated in Bermuda with limited liability)*

**(Hong Kong Stock Code: 948)**

**(Singapore Stock Code: D5N)**

*website: <http://www.z-obeecom>*

### **DISCLOSEABLE TRANSACTION SUPPLEMENTAL AGREEMENT FOR ACQUISITION OF 40% SHAREHOLDING IN NOOSA INTERNATIONAL LIMITED**

The Company has entered into Supplemental Agreement with the Vendor to require the settlement of Legal Proceedings as one of the condition precedents for the completion of the Acquisition.

#### **SUPPLEMENTAL AGREEMENT**

Further to the announcements of the Company dated 10 August 2012, 17 August 2012 and 21 September 2012 respectively in relation to, among other things, the proposed Acquisition and the Legal Proceedings. Unless otherwise defined in this announcement, terms used herein shall have the same meanings as those defined in the Previous Announcements.

The Board wishes to announce that on 26 September 2012 (after trading hours of the Stock Exchange and SGX-ST), the Purchaser and the Vendor entered into a supplemental sale and purchase agreement (the “Supplemental Agreement”) to amend the terms and conditions of the Acquisition Agreement.

*\* For identification purpose only*

### **Addition of conditions precedent**

Pursuant to Acquisition Agreement, the completion of the Acquisition is subject to the fulfilment (or waiver, as appropriate) of various conditions precedent. The Supplemental Agreement further requires that the completion of the Acquisition is subject to the Vendor, Mr. Meng and Mr. Gu providing evidence to the satisfaction of the Purchaser demonstrating the Legal Proceedings have been resolved and the Legal Proceedings have not caused nor will it cause any adverse impact to the Group, the Target Company Group and the Purchaser and would not affect the interest of the Company in the proposed Acquisition in any event.

Pursuant to the Supplemental Agreement, the long stop date for satisfaction of conditions precedents of the Acquisition Agreement was extended to 12:00 noon on 30 November 2012 or such later date as the Vendor and the Purchaser may agree.

The Vendor has further warranted that the sale and purchase agreement of the Previous Transaction has been terminated and the transfer of shares of Shenzhen Jingying are free from all encumbrance, except those are required under the Structural Agreements.

### **Reasons for the Supplemental Agreement**

The Company was put on notice that the agreement regarding the Previous Transaction is still a live issue and a refundable deposit which had been paid by the Previous Purchaser has not yet been returned. Legal Proceedings have been commenced by the Previous Purchaser for the deposit. In light of the Legal Proceedings, the parties to the Acquisition Agreement have agreed to enter into the Supplemental Agreement to protect the interest of the Group in the proposed Acquisition.

**In the meantime, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

By order of the Board  
**Z-Obee Holdings Limited**  
**Wang Shih Zen**  
*Chairman and Chief Executive Officer*

Hong Kong, 26 September, 2012

*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.*