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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-obe.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 Friday, 16 November 2012 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the ordinary resolutions set out in this Notice. 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’s management and to comment on the matters appearing on this Notice. Please be on time to avoid disrupting the SGM.

All capitalised terms in this Notice which are not defined herein shall have the same meanings ascribed to them in the circular to Shareholders of the Company dated 19 October 2012 (“**Circular**”).

AS ORDINARY RESOLUTIONS

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

ORDINARY RESOLUTION 1:

ACQUISITION OF 40% OF NOOSA INTERNATIONAL LIMITED

“THAT:

- (a) the acquisition of 40% of the issued share capital of Noosa International Limited by Elastic Glory Investment Limited, a wholly owned subsidiary of the Company, for a purchase consideration of RMB70,360,000, subject to the terms and conditions of the Acquisition Agreement, the details of which are set out in the Circular, be and is hereby approved;
- (b) the Directors and each of them be and are hereby authorised to complete and do all such acts and things (including without limitation, negotiating, signing, executing and delivering all such documents and approving any amendments, alterations or modifications to any such documents including the Acquisition Agreement and any of the Structural Agreements) as they may consider necessary, desirable or expedient so as to give effect to the Proposed Acquisition.

* *For identification purpose only*

ORDINARY RESOLUTION 2:

PROPOSED PARTICIPATION BY MR. WANG IN THE 2010 SCHEME

That the participation of Mr. Wang Shih Zen, a Controlling Shareholder, Chairman and Chief Executive Officer of the Company in the 2010 Scheme in accordance with the Scheme Rules be and is hereby approved.

ORDINARY RESOLUTION 3:

PROPOSED OFFER AND GRANT OF OPTIONS UNDER THE 2010 SCHEME TO MR. WANG, A CONTROLLING SHAREHOLDER, CHAIRMAN AND CHIEF EXECUTIVE OFFICER OF THE COMPANY

That contingent upon the passing of Ordinary Resolution 2, approval be and is hereby given for the proposed offer and grant to Mr. Wang, a Controlling Shareholder, Chairman and Chief Executive Officer of the Company of Options pursuant to and in accordance with the Scheme Rules on the following terms and the Directors be and are hereby authorised to allot and issue such Shares upon the exercise of the Options:—

- (a) Proposed Date of Grant of Share Option : Within twelve (12) months from the date of this SGM.
- (b) Number of Shares comprised in the proposed Options : 600,000
- (c) Exercise Price per Share : Subject to any adjustments made pursuant to the Scheme Rules, the exercise price shall be determined by the Committee in its absolute discretion and stated in the offer letter to Mr. Wang and shall be at least the higher of:
- (1) the closing price of the Shares as stated in the daily quotations sheet issued by the HKSE or the closing price of the Shares on the SGX-ST, whichever is higher, on the Offer Date which must be a Trading Day;
 - (2) the average closing prices of the Shares as stated in the daily quotations sheets issued by the HKSE or the average closing prices of the Shares on the SGX-ST for the five consecutive Trading Days immediately preceding the Offer Date, whichever is higher; or
 - (3) the nominal value of a Share on the Offer Date.
- (d) Exercise Period : 1 year from the date of the Offer Date

By Order of the Board
Siu Yun Tang
Busarakham Kohsikaporn
Joint Company Secretaries

19 October 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. The Central Depository Pte Ltd (“**CDP**”) may appoint more than two (2) proxies to attend and vote in his/her stead. 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, Wanchai, 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 12 November 2012 to 16 November 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, Wanchai, Hong Kong for registration no later than 4:30 p.m., 9 November 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., 9 November 2012 (for Singapore Shareholders).

10. If a Depositor whose name appears in the Depository Register wishes to attend and vote at the SGM, he must be shown to have Shares entered against his name in the Depository Register, as certified by CDP, at least forty-eight (48) hours before the time of the SGM. A depositor which is a corporation and which wishes to attend and vote at the SGM or a depositor who wishes to nominate a proxy (to be appointed by CDP) to attend the SGM must complete and deposit the proxy form at the office of 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 10:00 a.m., 14 November 2012.
11. A member or Depositor who appoints or nominates (as applicable) a proxy to vote on his behalf should give clear instructions on the direction of voting for all resolutions.

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.