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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-obeecom>*

### **POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 16 NOVEMBER 2012**

The Board is pleased to announce that all resolutions relating to the matters set out in the SGM Notice were duly passed at the SGM by way of poll held on 16 November 2012.

Reference is made to announcements of the Company dated 10 August 2012, 17 August 2012, 31 August 2012, 21 September 2012, 26 September 2012, 11 October 2012 (“**Announcements**”) and the circular (“**Circular**”) of Z-Obee Holdings Limited (the “**Company**”) dated 19 October 2012 and resolutions proposed in the notice of special general meeting of the Company dated 19 October 2012 (“**SGM Notice**”) contained therein. Capitalised terms used herein shall have the same meanings as those used in the Announcements, the Circular and the SGM Notice unless otherwise stated.

Pursuant to Rule 1007 of the Listing Manual of SGX-ST, as one of the relative figures computed pursuant to Rule 1006 is a negative figure, the Company has consulted the SGX-ST and the SGX-ST has confirmed to the Company that the Proposed Acquisition is subject to approval by shareholders in general meeting. In this respect, the Company held the SGM on 16 November 2012 to approve (1) the proposed acquisition of 40% shareholding in Noosa International Limited, (2) the proposed participation of Mr. Wang in the 2010 Scheme; and (3) the proposed grant of 600,000 Options to Mr. Wang under the 2010 Scheme.

The Board is pleased to announce that all resolutions relating to the matters set out in the SGM Notice were duly passed at the SGM by way of poll held on 16 November 2012.

As at the date of the SGM, the total number of issued Shares of the Company was 635,573,662. Except Mr. Wang has abstained from voting on the Resolutions 2 and 3 at the SGM, no Shareholder was required to abstain from voting on any of the Resolutions at the SGM. The total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions 1 at the SGM was 635,573,662 and the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions 2 and 3 at the SGM were 450,856,912. There was no Share entitling the Shareholders to attend and vote only against the resolutions proposed at the SGM and no persons had indicated in the Circular of his intention to vote against or to abstain from voting on any resolutions at the SGM. As more than 50% of the votes were cast in favour of each of the resolutions, all the resolutions were duly passed as ordinary resolutions by way of poll at the SGM.

\* For identification purpose only

Tricor Investor Services Limited, the Company's branch share registrar and share transfer agent in Hong Kong, was appointed as the scrutineer at the SGM for the purpose of vote-taking. The poll results in respect of all resolutions proposed at the SGM are as follows:

Ordinary Resolutions	Number of Shares (Approximate %)	
	For	Against
1) Acquisition of 40% of Noosa International Limited.	326,797,240 (100%)	0 (0%)
2) Proposed participation by Mr. Wang in the 2010 Scheme.	142,280,490 (100%)	0 (0%)
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.	142,280,490 (100%)	0 (0%)

Completion of the Proposed Acquisition is subject to the fulfillment (or waiver, as appropriate) of various conditions precedent, including but not limited to, (i) the obtaining of the Shareholders' approval of the Proposed Acquisition in the SGM, (ii) the entering into of the Structural Agreements and the obtaining of the PRC legal opinion confirming the Structural Agreements are legal, effective, binding and enforceable and are in compliance with the prevailing and applicable laws or regulations in the PRC; and (iii) Mr. Meng and Mr. Gu providing evidence to the satisfaction of the Purchaser demonstrating the Legal Proceedings have been resolved and that 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. Further announcement will be made by the Company when all conditions precedent of the Proposed Acquisition have been fulfilled.

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

Hong Kong, 16 November, 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.*