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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>

PROPOSED ADOPTION OF NEW BYE-LAWS

Reference is made to the announcement dated 12 March 2013, in relation to the Company's the proposed change in listing status on the Mainboard of the SGX-ST from a primary listing to a secondary listing whilst retaining its primary listing on the SEHK (the "**Announcement**"). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Proposed Change is subject to, among other matters, approval by the Shareholders at a special general meeting of the Company ("**SGM**") to be convened. Following completion of the Proposed Change, the Company will not be required to comply with the Listing Manual save for Rule 217 of the Listing Manual and any other listing rules as may be applied by the SGX-ST from time to time. The Company had during its initial public offering on the SGX-ST amended its Bye-laws to comply with Rule 210(7) of the Listing Manual. Accordingly, the Company is proposing to amend the Bye-laws of the Company for the purpose of reflecting the limited requirements of the Listing Manual. As the proposed amendments to the existing Bye-laws are expected to be relatively extensive, the Board proposes to adopt new Bye-laws (the "**Proposed Adoption**") at the SGM to be convened in place of the existing Bye-laws of the Company so as to bring the constitution of the Company in line with relevant requirements of the Listing Manual, the Listing Rules and the Companies Act 1981 of Bermuda upon the completion of the Proposed Change.

The Proposed Adoption is subject to approval of the Shareholders by way of passing a special resolution to be proposed at the SGM.

A circular containing, (i) details of the Proposed Change; (ii) details of the Proposed Adoption; and (iii) a notice of the SGM will be despatched to the Shareholders in due course.

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

Hong Kong, 12 April 2013

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. Lo Hang Fong and Mr. Tham Wan Loong Jerome.

** For identification purpose only*