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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>

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, 14 June 2013 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the ordinary and special 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 22 May 2013 (“**Circular**”).

To consider and if thought fit, to pass the following resolutions as Ordinary Resolution and Special Resolution respectively:

ORDINARY RESOLUTION:

THE PROPOSED CHANGE OF THE COMPANY’S LISTING STATUS ON THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED FROM A PRIMARY LISTING TO A SECONDARY LISTING

“THAT:

- (a) with effect from a date to be determined by the directors of the Company, approval be and is hereby given for the conversion of the Company’s listing status from a primary listing to a secondary listing on the Singapore Exchange Securities Trading Limited; and
- (b) the directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things as they may consider necessary, desirable or expedient so as to give effect and implement this resolution.

** For identification purpose only*

SPECIAL RESOLUTION:

THE PROPOSED ADOPTION TO THE BYE-LAWS OF THE COMPANY

That subject to and contingent upon the passing of the Ordinary Resolution:

- (a) the new Bye-laws of the Company as contained in Appendix C to the Circular and submitted to this SGM be approved and adopted as the Bye-laws of the Company in substitution for, and to the exclusion of, the existing Bye-laws of the Company; and
- (b) the directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things as they may consider necessary, desirable or expedient so as to give effect and implement this resolution.

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

22 May 2013

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) Limited (“**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, 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 7 June 2013 to 14 June 2013, 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., 6 June 2013 (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., 6 June 2013 (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., 12 June 2013.
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. Lo Hang Fong and Mr. Tham Wan Loong Jerome.