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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>*

### **OVERSEAS REGULATORY ANNOUNCEMENT**

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited. Original of this announcement is written in English. In the event of any inconsistency, the English version shall prevail over the Chinese version.

Please refer to the attached announcement of Z-Obee Holdings Limited on the next page issued on the Singapore Securities Trading Limited on 29 May 2013.

On behalf of the Board

**Z-Obee Holdings Limited**

**Wang Shih Zen**

*Chairman and Chief Executive Officer*

Hong Kong, 29 May 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*

# Z-OBEE HOLDINGS LIMITED

(Incorporated in Bermuda)

Company Registration No. 39519

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## WAIVER OF RULE 705(1) OF THE LISTING MANUAL

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The Board of Directors wishes to announce that the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) has on 28 May 2013 granted the Company’s application for a waiver (the “**Waiver**”) for an extension of time for the financial reporting requirements as prescribed by Rule 705(1) of the Listing Manual. Subject to conditions stated herein, the SGX-ST has granted the Company an extension of time to 26 June 2013 for the Company to comply with Rule 705(1).

Pursuant to Rule 705(1) of the Listing Manual, the Company is required to release the financial statements for the full financial year (“**Full Year Unaudited Results**”) immediately after the figures are available, but in any event not later than 60 days after the relevant financial period. The Company’s financial year end was on 31 March 2013, as such, the Company was required to release its Full Year Unaudited Results by 30 May 2013. Under the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**SEHK**”), the Company is required to publish its preliminary results for the financial year on the SEHK by 30 June 2013.

The Company made the application for the Waiver on the following grounds:-

1. The Listing Rules require the Full Year Unaudited Results to be agreed by the auditors of the Company before the same can be published on the SEHK.
2. The acquisition of Noosa International Limited (“**Noosa**”) was completed on 7 February 2013. Accordingly, Noosa will be reflected as an investment in the Full Year Unaudited Results and the Company will have to account for Noosa’s profits or losses under the equity method of accounting in accordance with the International Accounting Standards (“**IAS**”). It is the responsibility of the Company to carry out a valuation of the purchase price allocation in accordance with IAS 28 “Investments in Associates”. The auditors of the Company have recommended the engagement of a professional firm to carry out such valuation due to its complexity. The professional firm is in the process of carrying out the necessary work required and it will take time for the completion of such valuation, which will then be submitted to the management and auditors of the Company for review.
3. For the reasons stated in above, the process of finalizing the Full Year Unaudited Results for release on the SGX-ST and the SEHK has been lengthened. Based on the current timetable, the Company has targeted the release of the Full Year Unaudited Results on 26 June 2013.

The Waiver was granted by the SGX-ST subject to the following conditions:-

- A. the Company announcing the period of extension granted, the reasons for seeking the extension of time and the conditions as required under Rule 107 of the Listing Manual;
- B. submission of a written confirmation from the Company that it is not aware of any information that will have a material bearing on investors’ decisions which has yet to be announced by the Company; and

C. submission of a written confirmation from the Company that the Waiver does not contravene any laws and regulations governing the Company and the bye-laws of the Company.

The Company has complied with condition set out in (A) above and has already submitted the confirmations in (B) and (C) to the SGX-ST.

The Company will make further announcements in accordance with the applicable rules of the Listing Manual, as and when appropriate.

By order of the Board

**Z-Obee Holdings Limited**

**Wang Shih Zen**

*Chairman and Chief Executive Officer*

Hong Kong, 29 May 2013