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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>

**(1) VOLUNTARY ANNOUNCEMENT
RELATING TO A LOAN AGREEMENT
(2) NOMINATION OF EXECUTIVE DIRECTORS BY THE LENDER; AND
(3) RESIGNATION OF EXECUTIVE DIRECTORS**

(1) LOAN AGREEMENT

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of Z-Obee Holdings Limited (the “**Company**”, together with its subsidiaries (the “**Group**”), pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and under Part XIVA of the Securities and Future Ordinance (Cap.571).

The Board wishes to inform the shareholders of the Company and potential investors that, on 14 February 2014, the Company, as the borrower, has entered into a loan agreement (“**Loan Agreement**”) with China Housing Construction Group Limited (“**CHCG**” or the “**Lender**”), an independent third-party (who is not connected with the Directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or an associate (as defined in the Listing Rules) of any of them), pursuant to which the Lender has made available a loan facility up to US\$100,000,000 to the Company (the “**Loan**”).

The Loan will be used by the Group for the principal purpose of repayment of its outstanding bank borrowings. The Directors consider the Loan to be in the interests of the Group and the Company’s shareholders as a whole.

Principal terms of the Loan Agreement

Date	:	14 February 2014
Parties	:	the Company, as the borrower CHCG, as the Lender
Loan Amount	:	up to US\$100,000,000

** For identification purpose only*

Interest	:	2.0% per month, to be paid by the Company to CHCG in every three months during the Original Term (as defined below) or every month (during the Extended Term (as defined below)), if applicable, and default interest at 5.0% per month
Maturity	:	twelve months from the date of the Loan Agreement (i.e. 13 February 2015) (“ Original Term ”), or subject to the consent of CHCG, extendable to thirty-six months from the date of the Loan Agreement (i.e. 13 February 2017) (“ Extended Term ”)
Repayment	:	the Company may prepay part or whole of the outstanding balance of the Loan together with the interest thereof at any time without penalty by giving not less than one month prior notice in writing to CHCG
Security	:	None

(2) NOMINATION OF EXECUTIVE DIRECTORS BY THE LENDER

Pursuant to the terms of the Loan Agreement, the Company has agreed to the Lender that before drawdown of the Loan, it shall appoint two to three persons nominated by the Lender as executive Directors. However, the appointment of the new Directors is subject to the recommendation of the nomination committee of the Company and the approval of the Board. As at the date of this announcement, the Lender has nominated Mr. Zhong Yong Sen (“**Mr. Zhong**”), Ms. Yang Jian Hui (“**Ms. Yang**”) and Ms. Chen Ling (“**Ms. Chen**”) as executive Directors, and their biographical details are set out below:

Mr. Zhong Yong Sen

Mr. Zhong, aged 61, has extensive experience in corporate management and has taken corporate managerial roles in different enterprises in Hong Kong and the People’s Republic of China for more than 20 years. He is specialised in the field of international trade. Mr. Zhong is currently a president of Hong Kong Jewelry Group Ltd. and has held position as presidents of various enterprises in the People’s Republic of China since 1993, which operate in diversified industries covering tourism, jewelry, real estate, mining and etc. He is also currently a chairman of Chamber of Commerce for Jewelry & Precious Metals Industry of All-China Federation of Industry & Commerce. From 1994 to 2007, he was appointed as a committee member of the Chinese Political Consultative Conference, City of Zhanjiang and Guangdong Province respectively. The People’s Republic of China. Mr. Zhong was graduated from Beijing College of Economics and was accredited by Zhan Jiang Normal University as a honorary professor in 1995.

As at the date of this announcement, Mr. Zhong has been nominated to act as an executive Director for a fixed term of 2 years commencing from the date of the relevant service agreement to be entered with the Company, subject to early termination by not less than two months’ prior notice in writing served by either party. His appointment shall be subject to retirement by rotation and re-election by shareholders of the Company at the next following annual general meeting of the Company in accordance with the by-laws of the Company and the Listing Rules. Pursuant to the proposed service agreement, Mr. Zhong will be entitled to receive a monthly remuneration of HK\$60,000 in acting as an executive Director. His remuneration was determined by the Board, based on the recommendation from the remuneration committee of the Company with reference to his proposed duties and responsibilities in the Group, the Company’s remuneration policy and the prevailing market conditions.

As at the date of this announcement, Mr. Zhong was not interested in any shares of the Company, nor interested or deemed to be interested in any other shares of the Company or any shares of the Company’s associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Zhong has not held any directorship in any public listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years preceding the date of this announcement, nor has he held any other position with the Company and other members of the Group or possessed any other major professional qualifications. Mr. Zhong does not have any relationship with any Director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company.

Ms. Yang Jian Hui

Ms. Yang, aged 37, has more than 10 years of experience in the field of finance and has held position as a financial controller of CHCG since October 2013. From 1999 to August 2013, she had taken different managerial roles in a Hong Kong listed company, namely Leoch International Technology Limited (stock code: 842.HK) (“**Leoch**”), and the group members of Leoch. From 1999 to 2004, she was a financial manager of several group companies of Leoch in the People’s Republic of China. From 2004 to 2008, she was a financial controller of Leoch. In 2010, Ms. Yang was appointed as a project coordinator in respect of Leoch’s listing on The Stock Exchange of Hong Kong Limited. She held the position as a vice general manager and/or general manager of several financial sectors of Leoch during her tenure of office from 2008 to 2013. Ms. Yang holds a higher diploma in accounting information system from Hunnan Colored Metal Staffs College.

As at the date of this announcement, Ms. Yang has been nominated to act as an executive Director for a fixed term of 2 years commencing from the date of the relevant service agreement to be entered with the Company, subject to early termination by not less than two months’ prior notice in writing served by either party. Her appointment shall be subject to retirement by rotation and re-election by shareholders of the Company at the next following annual general meeting of the Company in accordance with the by-laws of the Company and the Listing Rules. Pursuant to the proposed service agreement, Ms. Yang will be entitled to receive a monthly remuneration of HK\$40,000 as in acting as an executive Director and in respect of the positions she holds in the wholly-owned subsidiaries of the Company. Her remuneration was determined by the Board based on the recommendation from the remuneration committee of the Company with reference to her proposed duties and responsibilities in the Group, the Company’s remuneration policy and the prevailing market conditions.

As at the date of this announcement, Ms. Yang was not interested in any shares of the Company, nor interested or deemed to be interested in any other shares of the Company or any shares of the Company’s associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Ms. Yang has not held any directorship in any public listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years preceding the date of this announcement, nor has she held any other position with the Company and other members of the Group or possessed any other major professional qualifications. Ms. Yang does not have any relationship with any Director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company.

Ms. Chen Ling

Ms. Chen, aged 30, has around 9 years of experience in the fields of sales and marketing and advertising and has taken corporate managerial roles in different enterprises in the People's Republic of China. She has been a sales and marketing director of Guangzhou Yu Xiang Mi Fang Catering Management Co., Ltd since 2005 and was appointed as an e-commerce operations director of Yunnan Yang Liping Culture Communication Co., Ltd. in 2013. From 2006 to 2010, she was an executive director of Guangzhou Holding Advertising Planning Co., Limited. Ms. Chen holds a double-degree of bachelor of economics and management from South China Normal University.

As at the date of this announcement, Ms. Chen has been nominated to act as an executive Director for a fixed term of 2 years commencing from the date of the relevant service agreement to be entered with the Company, subject to early termination by not less than two months' prior notice in writing served by either party. Her appointment shall be subject to retirement by rotation and re-election by shareholders of the Company at the next following annual general meeting of the Company in accordance with the by-laws of the Company and the Listing Rules. Pursuant to the proposed service agreement, Ms. Chen will be entitled to receive a monthly remuneration of HK\$40,000 as in acting as an executive Director and in respect of the positions she holds in the wholly-owned subsidiaries of the Company. Her remuneration was determined by the Board based on the recommendation from the remuneration committee of the Company with reference to her proposed duties and responsibilities in the Group, the Company's remuneration policy and the prevailing market conditions.

As at the date of this announcement, Ms. Chen was not interested in any shares of the Company, nor interested or deemed to be interested in any other shares of the Company or any shares of the Company's associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Ms. Chen has not held any directorship in any public listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years preceding the date of this announcement, nor has she held any other position with the Company and other members of the Group or possessed any other major professional qualifications. Ms. Chen does not have any relationship with any Director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company.

Save as disclosed above, the Board is not aware of any other matter or information relating to the aforesaid appointments of Mr. Zhong, Ms. Yang and Ms. Chen that needs to be brought to the attention of the shareholders of the Company that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

(3) RESIGNATION OF EXECUTIVE DIRECTORS

The Board also announces that, with effect from 14 February 2014, Ms. Wang Tao (“**Ms. Wang**”) and Mr. Lu Shangmin (“**Mr. Lu**”) have resigned from their position as executive Directors for the reason of increased commitments on their own businesses respectively.

Ms. Wang and Mr. Lu have confirmed that they have no disagreement with the Board and there is no matter relating to their resignations that are required to be brought to the attention of the holders of securities of the Company.

The Board would like to express its appreciation to Ms. Wang and Mr. Lu for their contributions to the Group during their tenure of office.

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

Hong Kong, 14 February 2014

As at the date of this announcement, the executive Directors are Mr. Wang Shih Zen and Mr. Jay Lim Jiu Kok and the independent non-executive Directors are Mr. Chan Kam Loon, Mr. Lo Hang Fong and Mr. Tham Wan Loong Jerome.