

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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.com>

**VOLUNTARY ANNOUNCEMENT
MEMORANDUM OF UNDERSTANDING IN RESPECT OF POSSIBLE ACQUISITION**

The Board is pleased to announce that on 25 April 2014 (after trading hours), the Purchaser, an indirect wholly-owned subsidiary of the Company, entered into a non-legally binding MOU with the Vendors pursuant to which the Purchaser intended to acquire and the Vendors intended to sell the majority interests in the Target Company, which is principally engaged in trading of resource commodities.

The consideration for the Possible Acquisition, including the consideration amount and the way of settlement, shall be subject to further negotiation between the Purchaser and the Vendors and the terms and conditions of the Formal Agreement.

The Board wishes to emphasize that no binding agreement in relation to the Possible Acquisition has been entered into as at the date of this announcement. Shareholders and potential investors of the Company should note that the Possible Acquisition may or may not proceed and are advised to exercise caution when dealing in the shares of the Company. If the Possible Acquisition materialises, it will constitute a notifiable transaction on the part of the Company. Further announcement in respect of the Possible Acquisition will be made by the Company in the event that any Formal Agreement has been signed.

This announcement is made voluntarily by Z-Obee Holdings Limited (the “**Company**”). The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company is pleased to announce that on 25 April 2014 (after trading hours), 統慶通信設備(深圳)有限公司 (Tongqing Communication Equipment (Shenzhen) Co., Ltd), an indirect wholly-owned subsidiary of the Company as purchaser, entered into a non-legally binding memorandum of understanding (the “**MOU**”) with two independent third parties (the “**Vendors**”), pursuant to which the Purchaser intended to acquire (the “**Possible Acquisition**”) and the Vendors intended to sell the major interests in a company established in the People’s Republic of China (the “**Target Company**”), which is principally engaged in trading of resource commodities. To the best of the Directors’ knowledge, information and belief, having made reasonable enquiry, the Vendors and their respective associates are not connected persons of the Company and are independent of the Company and its connected persons.

The consideration of the Possible Acquisition, including the consideration amount and the way of settlement, shall be subject to further negotiation between the Purchaser and the Vendors and the terms and conditions of the formal sale and purchase agreement (the “**Formal Agreement**”).

* For identification purpose only

The MOU does not constitute legally-binding commitment of the parties to the MOU in respect of the Possible Acquisition. The Possible Acquisition is subject to the execution and completion of the Formal Agreement.

If the Formal Agreement is entered into, it is expected that the Possible Acquisition will constitute a notifiable transaction on the part of the Company pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited. In this regard, the Company will comply with the reporting, announcement and/or Shareholders’ approval requirements under the Listing Rules where appropriate.

The Board wishes to emphasize that no binding agreement in relation to the Possible Acquisition has been entered into as at the date of this announcement. Shareholders and potential investors of the Company should note that the Possible Acquisition may or may not proceed and are advised to exercise caution when dealing in the shares of the Company. If the Possible Acquisition materialises, it will constitute a notifiable transaction on the part of the Company. Further announcement in respect of the Possible Acquisition will be made by the Company in the event that any Formal Agreement has been signed.

By order of the Board
Z-Obee Holdings Limited
Yang Jian Hui
Executive Director and Chief Financial Officer

Hong Kong, 25 April 2014

As at the date of this announcement, the executive Directors are Mr. Lai Hui, Mr. Zhong Yong Sen, Ms. Yang Jian Hui, Ms. Chen Ling and Mr. Wang Shih Zen and the independent non-executive Directors are Mr. Chan Kam Loon and Mr. Liu Jintao.