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Z-Obee Holdings Limited

融達控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 948)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The Board hereby informs the shareholders of the Company and potential investors that, based on the information currently available, the Group expects to record a significant decrease in the consolidated net profit for the year ended 31 March 2018 as compared to that for the year ended 31 March 2017 or even record a loss for the year ended 31 March 2018.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by Z-Obee Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

The board of directors (the “**Board**”) of the Company hereby informs the shareholders of the Company and potential investors that, based on the information currently available, the Group expects to record a significant decrease in the consolidated net profit for the year ended 31 March 2018 as compared to that for the year ended 31 March 2017 or even record a loss for the year ended 31 March 2018.

The Board believes that the expected significant decrease in the consolidated net profit for the year ended 31 March 2018 as compared to that for the year ended 31 March 2017 or even record a loss for the year ended 31 March 2018 which affected the Group’s financial performance, was mainly due to the following reasons:

1. reference is made to the circular of Company dated 25 September 2017 (the “**Circular**”) and the poll results of the special general meeting held on 16 October 2017 and grant of the whitewash waiver announcement of Company dated 16 October 2017 (the “**Announcement**”), and unless otherwise defined, capitalized terms used in this Circular and Announcement shall have the same meanings as those defined in the Circular and the Announcement.

The Scheme Cash Consideration of HK\$147.0 million for the usage against (i) the Petitioner's costs, the Provisional Liquidators' costs and the Scheme Costs; (ii) the claims of preferential creditors and secured creditors (if any) of the Company; (iii) the funding of a claims reserves; and thereafter (iv) the claims of the Scheme Creditors, had been fully paid to the Provisional Liquidator and had been recognized as restructuring costs for the year ended 31 March 2018; and

2. due to the loss of some books and records which induces a disclaimer opinion in the independent auditor's report for the year ended 31 March 2017 of the Group, the Board is considering to clear those incomplete books and records, mainly mentioned from 15 Excluded Companies as defined in Circular against the restructuring costs for the year ended 31 March 2018. However, the Board believes that these restructuring costs are a non-cash expense and have no impact on the liquidity, business, production and operation of the Group.

Despite the fact that the expected significant decrease in the consolidated net profit for the year ended 31 March 2018 as compared to that for the year ended 31 March 2017 or even record a loss for the year ended 31 March 2018, the Board considers that the Group's overall financial position is still stable and the Board remains positive on the long-term prospect of the Group.

As the Company is still in the process of finalizing its annual results for the year ended 31 March 2018, the information contained in this announcement is a preliminary estimate by the management of the Group according to the latest unaudited management account of the Group and is not based on any figures or information that has been reviewed by the Company's independent auditor. Further details of the Group's performance will be disclosed when the Group's final results for the year ended 31 March 2018 are announced.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

For and on behalf of
Z-Obee Holdings Limited
XIONG Jianrui
Chairman

Hong Kong, 4 April 2018

As at the date of this announcement, the executive Directors are Mr. Xiong Jianrui, Mr. Yi Peijian, and the independent non-executive Directors are Mr. Lin Tao, Mr. Khoo Wun Fat William and Mr. Cui Songhe.

**For identification purpose only*