



Z-Obee Holdings Limited

(incorporated in Bermuda with limited liability)

(Hong Kong Stock Code: 948)

(Singapore Stock Code: D5N)

website: <http://www.z-obeecom.com>

FORM OF PROXY FOR ANNUAL GENERAL MEETING

Form of proxy for use by shareholders at the annual general meeting (the "AGM") of Z-Obee Holdings Limited (the "Company") to be held at 33/F, 9 Queen's Road Central, Hong Kong on Tuesday, 31 July 2012 at 10:00 a.m. and at any adjournment thereof.

I/We (note a) _____
of _____
being the registered holder(s) of _____ (note b) ordinary shares of US\$0.008
each in the Company hereby appoint the Chairman of the AGM or (notes c & h) _____
of _____
as my/our proxy to vote for me/us on my/our behalf at the AGM to be held on Tuesday, 31 July 2012 at 10:00 a.m. and at any adjournment thereof, on the resolution, with or without modifications, referred to in the notice convening the AGM (the "Notice"), or if no such indication is given, as my/our proxy thinks fit.

AS ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the financial year ended 31 March 2012 together with the Auditors' Report.		
2.	To re-elect Mr. Wang Shih Zen as a Director of the Company.		
3.	To re-elect Mr. David Lim Teck Leong as a Director of the Company.		
4.	To re-elect Mr. Lu Shangmin as a Director of the Company.		
5.	To approve Directors' fee amounting to S\$208,000 for the financial year ending 31 March 2013, to be paid quarterly in arrears, at the end of each calendar quarter.		
6.	To re-appoint RSM Nelson Wheeler, Certified Public Accountants, Hong Kong as the Company's Auditors and to appoint RSM Chio Lim LLP, Certified Public Accountants, Singapore to act jointly with RSM Nelson Wheeler and to authorise the directors to fix their remuneration.		
7.	Share Issue Mandate		
8.	Authority to allot and issue shares under the Z-Obee Holdings Limited Employee Share Option Scheme 2010.		

Dated the _____ day of _____ 2012

Shareholder's signature _____ (notes e, f, g and h)

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint a person other than the Chairman of the AGM as your proxy, please delete the words "the Chairman of the AGM or" and insert the name and address of that person appointed in the space provided.
- If you wish to vote for the resolution set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolution, please tick ("✓") the box marked "Against". If you wish to vote only part of the number of shares in respect of which the proxy is so appointed, please state the exact number of shares in lieu of tick "✓" in the relevant box. If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than that set out in the Notice.
- In the case of joint registered holders, the vote of the senior member who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or signed by a duly authorised officer or attorney.
- 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 of 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, Hong Kong (for Hong Kong Shareholders), or 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).
- Any alteration made to this form of proxy must be initialed by the person who signs the form.
- Completion and return of this proxy will not preclude you from attending in person and voting at the AGM.