

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in the capital of the Company, you should at once hand this circular, the notice of the special general meeting (the “SGM”) and attached proxy form to the purchaser or to the stockbroker or to the bank or to the agent through whom you effected the sale for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this circular.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this Circular, 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 circular.

This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase, or subscribe for securities of the Company.

---



**Z-Obee Holdings Limited**

*(incorporated in Bermuda with limited liability)*

**(Hong Kong Stock Code: 948)**

**(Singapore Stock Code: D5N)**

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

**PROPOSED AMENDMENTS TO BYE-LAWS OF THE COMPANY,  
PROPOSED ADOPTION OF A CHINESE COMPANY NAME  
FOR IDENTIFICATION PURPOSE ONLY  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

---

A notice convening the special general meeting of the Company to be held at 33/F., 9 Queen’s Road Central, Hong Kong on Tuesday, 31 July 2012 at 10:30 a.m. or immediately after the conclusion of the annual general meeting of the Company held at 10:00 a.m. on the same day and at adjournment thereof is set out on pages 23 to 30 of this circular. A form of proxy for use at the special general meeting is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at [www.hkex.com.hk](http://www.hkex.com.hk).

Whether or not you are able to attend the special general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same with, 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), as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the special general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjournment thereof should you so wish.

29 June 2012

---

## CONTENTS

---

	<i>Pages</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
1. Introduction .....	3
2. Proposed Amendments to the Existing Bye-laws and Adoption of New Bye-laws .....	4
3. Adoption of Chinese Company Name for Identification Purpose Only .....	19
4. Directors' Recommendation .....	20
5. SGM .....	20
6. Action to be taken by Shareholders .....	20
7. Directors' Responsibility Statement .....	21
8. General .....	22
9. Documents for Inspection .....	22
<b>Notice of SGM</b> .....	23

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Adoption of Chinese Name”	the proposed adoption of the Chinese name of “融達控股有限公司” of the Company for identification purpose only, details of which are set out on page 19 of this circular
“AGM”	the annual general meeting of the Company to be convened and held at 10:00 a.m. at 33/F., 9 Queen’s Road Central, Hong Kong on Tuesday, 31 July 2012
“Associate of Controlling Shareholder(s) or associate(s)”	has the meaning ascribed to this term under the Hong Kong Listing Rules
“Board”	the board of Directors
“Bye-laws”	the Bye-laws of the Company as amended from time to time, and each a “Bye-law”
“CDP”	The Central Depository (Pte) Limited or its nominee(s), as the case may be
“Chief Executive Officer”	The chief executive officer of the Company for the time being
“Circular”	this Circular to Shareholders dated 29 June 2012
“Company”	Z-Obee Holdings Limited, a company incorporated in Bermuda with limited liability
“Companies Act”	the Companies Act 1981 of Bermuda (as amended)
“Controlling Shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and all of its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the SEHK
“SEHK”	The Stock Exchange of Hong Kong Limited

---

## DEFINITIONS

---

“SGM”	the special general meeting of the Company to be convened and held at 33/F., 9 Queen’s Road Central, Hong Kong on Tuesday, 31 July 2012 at 10:30 a.m. or immediately after the conclusion of the AGM of the Company held at 10:00 a.m. on the same day and at any adjournment thereof, the notice of which is set out on pages 23 to 30 of this circular
“SGX-ST”	The Singapore Exchange Securities Trading Limited
“SGX-ST Listing Manual”	the Listing Manual of the SGX-ST
“Share(s)”	ordinary share(s) of US\$0.008 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of Shares except where the registered holder is CDP, the term “Shareholders” shall, in relation to such shareholders, where the context admits, mean depositors whose securities accounts maintained with CDP are credited with the Shares
“S\$”	Singapore dollar, the lawful currency of Singapore
“Substantial Shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“US\$”	United States dollar, the lawful currency of the United States of America
“%”	per cent.

---

LETTER FROM THE BOARD

---

  
**Z-Obee Holdings Limited**

*(incorporated in Bermuda with limited liability)*

**(Hong Kong Stock Code: 948)**

**(Singapore Stock Code: D5N)**

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

*Executive Directors*

Mr. Wang Shih Zen

Ms. Wang Tao

Mr. Lu Shangmin

*Non-executive Director*

Mr. David Lim Teck Leong

*Independent non-executive Directors*

Mr. Chan Kam Loon

Mr. Guo Yanjun

Mr. Lo Hang Fong

Mr. Tham Wan Loong, Jerome

*Registered Office*

Clarendon House, 2 Church Street

Hamilton HM 11, Bermuda

*Headquarter and principal place  
of business in the PRC*

Room 401, Building 14

West Park of Software Park

Hi-Tech Park

Second Road Nanshan

Shenzhen

PRC

*Place of business in Hong Kong  
under Part XI of  
the Companies Ordinance*

Unit E, 26/F., Legend Tower,

7 Shing Yip Street

Kwun Tong

Kowloon

Hong Kong

29 June 2012

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO BYE-LAWS OF THE COMPANY,  
PROPOSED ADOPTION OF A CHINESE COMPANY NAME  
FOR IDENTIFICATION PURPOSE ONLY  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information on the resolutions to be proposed at the SGM for the approval of the proposed amendment to the Bye-laws and the Adoption of Chinese Name.

---

## LETTER FROM THE BOARD

---

### 2. PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS AND ADOPTION OF NEW BYE-LAWS

#### 2.1 Background

The SEHK has amended the Hong Kong Listing Rules relating to, among other things, the bye-laws or equivalent constitutional documents of listed issuers. The amendments to the Hong Kong Listing Rules came into effect on 1 January 2012 and 1 April 2012 respectively. On 18 December 2011, significant amendments to the Companies Act, became operative. The Company also took the opportunity to amend one of the Bye-laws to ensure compliance with Appendix 2.2 of the SGX-ST Listing Manual. Accordingly, the Directors propose to seek the approval of the Shareholders by way of special resolutions for the amendments to the existing Bye-laws and the adoption of a new set of Bye-laws consolidating all of the proposed amendments referred to in the notice of SGM and all previous amendments made pursuant to resolutions passed by the Shareholders at general meetings (the “**New Bye-laws**”) at the SGM, so as to bring the Bye-laws in line with amendments made to the Hong Kong Listing Rules, the Companies Act and to ensure compliance with the rules of the SGX-ST. Details of the amendments to the Bye-laws are set out in paragraph 2.3 below.

#### 2.2 Summary

The major effects of the proposed amendments to the existing Bye-laws are summarised as follows:

1. all resolutions at general meetings of the Company shall be decided by poll other than resolution which relates purely to a procedural or administrative matter as may be permitted under the Hong Kong Listing Rules to be voted on by a show of hands;
2. to require a physical board meeting in lieu of written resolutions where a Director or substantial shareholder has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material;
3. to no longer permit a Director to disregard 5% interests when considering whether the Director has a material interest which would prevent him from forming part of the quorum or voting at board meeting;
4. subject to compliance with the rules and regulations of the designated stock exchange and any other relevant regulatory authority, to allow the Company to give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any Shares in the Company; and
5. to simplify the solvency test by deleting references to the Company’s issued share capital and share premium accounts when considering whether dividends shall be paid or distribution made out of contributed surplus.

---

## LETTER FROM THE BOARD

---

### 2.3 Amendments to the Bye-Laws

A comparison between the proposed amendments in the New Bye-laws against their corresponding existing Bye-laws and the respective rationales for such proposed amendments may be found below.

#### **Amendment to Bye-law 1. Interpretation**

##### Rationale for Amendment

There is no current definition of “substantial shareholder” in the existing Bye-laws. This proposed amendment by way of the insertion of the definition of “substantial shareholder” is to provide for the change to Bye-law 121.

##### Proposed Insertion

“Substantial Shareholder” for the purposes of Bye-law 121, a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.

#### **Amendment to Bye-law 3(3). Share Capital**

##### Rationale for Amendment

This proposed amendment is to reflect the removal of prohibition on financial assistance under the Companies Act.

##### Existing Bye-law 3(3)

Neither the Company nor any of its subsidiaries shall give, whether directly or indirectly, whether by means of loan, guarantee, provision of security or otherwise, any financial assistance for the purpose of the acquisition or proposed acquisition by any person of any shares in the Company, but nothing in this Bye-law shall prohibit transactions permitted under the Act.

The existing Bye-law 3(3) is proposed to be deleted in its entirety and the following is proposed to be substituted therefore:

---

## LETTER FROM THE BOARD

---

### Proposed Amended Bye-law 3(3)

Subject to compliance with the laws, rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority or applicable laws, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company. Neither the Company nor any of its subsidiaries shall give, whether directly or indirectly, whether by means of loan, guarantee, provision of security or otherwise, any financial assistance for the purpose of the acquisition or proposed acquisition by any person of any shares in the Company, but nothing in this Bye-law shall prohibit transactions permitted under the Act.

### **Amendment to Bye-law 44. Register of Members**

#### Rationale for Amendment

This proposed amendment is to reflect the changes to the Companies Act regarding the inspection of registers.

#### Existing Bye-law 44

The Register and branch register of Members, as the case may be, shall be open to inspection between 10.00 a.m. and 12.00 noon on every business day by members of the public without charge at the Office or such other place in Bermuda at which the Register is kept in accordance with the Act or, if appropriate, at the Registration Office or at the office of a share transfer agent of the Company. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of the Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.

The existing Bye-law 44 is proposed to be deleted in its entirety and the following is proposed to be substituted therefore:



---

## LETTER FROM THE BOARD

---

### Proposed Amended Bye-law 44

The Register and branch register of Members, as the case may be, shall be open to inspection between 10:00 a.m. and 12:00 noon ~~on every~~ during business ~~day~~ hours by members of the public without charge at the Office or such other place ~~in Bermuda~~ at which the Register is kept in accordance with the Act ~~or, if appropriate, at the Registration Office or at the office of a share transfer agent of the Company~~. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of ~~the~~ any Designated Stock Exchange or by any ~~electronic~~ means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.

### **Amendment to Bye-law 46. Transfer of Shares**

#### Rationale for Amendment

This proposed amendment is to reflect the changes to the Companies Act which allows the paperless share transfers for listed companies.

#### Existing Bye-law 46

Subject to these Bye-laws, any Member may transfer all or any of his shares by an instrument of transfer in the form acceptable to the Board provided always that the Company shall accept for registration an instrument of transfer in a form approved by the Designated Stock Exchange.

The existing Bye-law 46 is proposed to be deleted in its entirety and the following is proposed to be substituted therefore:

#### Proposed Amended Bye-law 46

Subject to these Bye-laws, any Member may transfer all or any of his shares in any manner permitted by and in accordance with the rules of the Designated Stock Exchange or by an instrument of transfer in the form acceptable to the Board provided always that the Company shall accept for registration an instrument of transfer in a form approved by the Designated Stock Exchange.

---

## LETTER FROM THE BOARD

---

### **Amendment to Bye-law 65. Voting**

#### Rationale for Amendment

This proposed amendment is to reflect the changes to the Hong Kong Listing Rule changes to allow voting by hand only on procedural and administrative matters.

#### Existing Bye-law 65

Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting (i) on a show of hands every Member present in person (or being a corporation, is present by a representative duly authorised under Section 78 of the Act), or by proxy shall have one vote and the chairman of the meeting shall determine which proxy shall be entitled to vote where a Member (other than a Member which is the Depository or a clearing house (or its nominee(s)) is represented by two proxies, and (ii) on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder or which he represents and in respect of which all calls due to the Company have been paid, but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. Notwithstanding anything contained in these Bye-laws, where more than one proxy is appointed by a Member which is the Depository or a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands or by poll. In the event that a Member participates in a general meeting by telephone or electronic means or other communication facilities, the chairman of the meeting shall direct the manner in which such Member may cast his vote on a show of hands or by poll, as the case may be. A resolution put to the vote of a meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the Designated Stock Exchange or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:—

- (a) by the chairman of such meeting; or
- (b) by at least three Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or

---

## LETTER FROM THE BOARD

---

- (d) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or
- (e) where the Depository is a Member, by at least three proxies representing the Depository.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Member.

The existing Bye-law 65 is proposed to be deleted in its entirety and the following is proposed to be substituted therefore:

Proposed Amended Bye-law 65

- (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting (i) on a show of hands every Member present in person (or being a corporation, is present by a representative duly authorised under Section 78 of the Act), or by proxy shall have one vote and the chairman of the meeting shall determine which proxy shall be entitled to vote where a Member (other than a Member which is the Depository or a clearing house (or its nominee(s)) is represented by two proxies, and (ii) on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder or which he represents and in respect of which all calls due to the Company have been paid, but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote. Notwithstanding anything contained in these Bye-laws, where more than one proxy is appointed by a Member which is the Depository or a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. ~~or by poll. In the event that a Member participates in a general meeting by telephone or electronic means or other communication facilities, the chairman of the meeting shall direct the manner in which such Member may cast his vote on a show of hands or by poll, as the case may be. A resolution put to the vote of a meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the Designated Stock Exchange or (before or on the declaration of the result of the show of hands~~

---

## LETTER FROM THE BOARD

---

~~or on the withdrawal of any other demand for a poll) a poll is demanded:—~~ For purposes of this Bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.

- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
- (a) ~~by the chairman of such meeting; or~~
  - (ba) by at least three Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
  - (eb) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
  - (ec) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or
  - (ed) where the Depository is a Member, by at least three proxies representing the Depository.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a the Member.

### **Amendment to Bye-law 66. Voting**

#### Rationale for Amendment

This proposed amendment is a drafting amendment to ensure consistency with the rest of the Bye-laws.

---

## LETTER FROM THE BOARD

---

### Existing Bye-law 66

Unless a poll is duly demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.

The existing Bye-law 66 is proposed to be deleted in its entirety and the following is proposed to be substituted therefore:

### Proposed Amended Bye-law 66

~~Unless a poll is duly demanded and the demand is not withdrawn,~~ Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.

### **Amendment to Bye-law 72. Voting**

#### Rationale for Amendment

This proposed amendment is a drafting amendment to ensure consistency with the rest of the Bye-laws.

### Existing Bye-law 72

In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.

The existing Bye-law 72 is proposed to be deleted in its entirety and the following is proposed to be substituted therefore:

### Proposed Amended Bye-law 72

In the case of an equality of votes, ~~whether on a show of hands or on a poll,~~ the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.

---

## LETTER FROM THE BOARD

---

### **Amendment to Bye-law 73. Voting**

#### Rationale for Amendment

This proposed amendment is a drafting amendment to ensure compliance with the requirement set out in Appendix 2.2(8)(b) of the SGX-ST Listing Manual.

#### Existing Bye-law 73

Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register in respect of the joint holding. Several executors or administrators of a deceased Member in whose name any share stands shall for the purposes of this Bye-law be deemed joint holders thereof.

The existing Bye-law 73 is proposed to be deleted in its entirety and the following is proposed to be substituted therefore:

#### Proposed Amended Bye-law 73

Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority means the person present whose name stands first in the Register ~~shall be determined by the order in which the names stand in the Register in respect of the joint holding.~~ Several executors or administrators of a deceased Member in whose name any share stands shall for the purposes of this Bye-law be deemed joint holders thereof.

### **Amendment to Bye-law 74(1). Voting**

#### Rationale for Amendment

This proposed amendment is a drafting amendment to ensure consistency with the rest of the Bye-laws.

---

## LETTER FROM THE BOARD

---

### Existing Bye-law 74(1)

- (1) A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, whether on a show of hands or on a poll, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote on a poll by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting or poll, as the case may be.

The existing Bye-law 74(1) is proposed to be deleted in its entirety and the following is proposed to be substituted therefore:

### Proposed Amended Bye-law 74(1)

- (1) A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, ~~whether on a show of hands or on a poll~~, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote ~~on a poll~~ by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting ~~or poll~~, as the case may be.

### **Amendment to Bye-law 102(1)(d). Director' Interests**

#### Rationale for Amendment

This proposed amendment is to reflect the changes to the Hong Kong Listing Rule changes which disallow such an arrangement as an exception to directors voting when there is a conflict of interest.

---

## LETTER FROM THE BOARD

---

### Existing Bye-law 102(1)(d)

- (d) any contract or arrangement concerning any other company in which he or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder other than a company in which the Director together with any of his associates is beneficially interested in (other than through his interest (if any) in the Company) five (5) per cent or more of the issued shares or of the voting rights of any class of shares of such company (or any third company through which his interest is derived); or

The existing Bye-law 102(1)(d) is proposed to be deleted in its entirety and the existing Bye-law 102(1)(e) shall be renumbered as Bye-law 102(1)(d).

### **Amendment to Bye-law 102(2) and (3). Directors' Interests**

#### Rationale for Amendment

This proposed amendment is to reflect the changes to the Hong Kong Listing Rule changes which disallow such an arrangement as an exception to directors voting when there is a conflict of interest.

#### Existing Bye-laws 102(2) and (3)

- 102(2) A company shall be deemed to be a company in which a Director and/or his associate(s) own five per cent. (5%) or more if and so long as (but only if and so long as) he and his associate(s) (either directly or indirectly) are the holders of or beneficially interested in five per cent. (5%) or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder.
- 102(3) Where a company in which a Director and/or his associate(s) together with his associates (as defined by the rules or regulations, where applicable, of the Designated Stock Exchange) hold five per cent. (5%) or more is materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.

The existing Bye-laws 102(2) and (3) are proposed to be deleted in its entirety and replaced with the words "Intentionally Deleted". The following is proposed to be substituted therefore:



---

## LETTER FROM THE BOARD

---

### Proposed Amended Bye-laws 102(2) and (3)

- 102(2) ~~Intentionally Deleted. A company shall be deemed to be a company in which a Director and/or his associate(s) own five per cent. (5%) or more if and so long as (but only if and so long as) he and his associate(s) (either directly or indirectly) are the holders of or beneficially interested in five per cent. (5%) or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder.~~
- 102(3) ~~Intentionally Deleted. Where a company in which a Director and/or his associate(s) together with his associates (as defined by the rules or regulations, where applicable, of the Designated Stock Exchange) hold five per cent. (5%) or more is materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.~~

### **Amendment to Bye-law 121. Proceedings of Directors**

#### Rationale for Amendment

This proposed amendment is to reflect the changes to the Hong Kong Listing Rule changes which disallow a written resolution where there is a director or a substantial shareholder who has a material conflict of interest.

#### Existing Bye-law 121

A resolution in writing signed by the majority of Directors shall be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held provided that such number of Directors approving the resolution is sufficient to constitute a quorum and that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Bye-laws and further provided that no Director approving the resolution is aware of or has received any objection to the resolution from any Director. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid.

The existing Bye-law 121 is proposed to be deleted in its entirety and the following is proposed to be substituted therefore:

---

## LETTER FROM THE BOARD

---

### Proposed Amended Bye-law 121

A resolution in writing signed by the majority of Directors shall be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held provided that such number of Directors approving the resolution is sufficient to constitute a quorum and that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Bye-laws and further provided that no Director approving the resolution is aware of or has received any objection to the resolution from any Director. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid. Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.

### **Amendment to Bye-law 131(3). Register of Directors and Officers**

#### Rationale for Amendment

This proposed amendment is to reflect the changes to the Companies Act with regards to the inspection of registers.

#### Existing Bye-law 131(3)

The Register of Directors and Officers shall be open to inspection by members of the public without charge at the Office between 10:00 a.m. and 12:00 noon on every business day.

The existing Bye-law 131(3) is proposed to be deleted in its entirety and the following is proposed to be substituted therefore:

#### Proposed Amended Bye-law 131(3)

The Register of Directors and Officers shall be open to inspection by members of the public without charge at the Office between 10:00 a.m. and 12:00 noon ~~on every~~ during business ~~day~~hours.

---

## LETTER FROM THE BOARD

---

### **Amendment to Bye-law 138. Dividends and Other Payments**

#### Rationale for Amendment

This proposed amendment is to reflect changes to the Companies Act on the solvency test for distributing dividends.

#### Existing Bye-law 138

No dividend shall be paid or distribution made if to do so would render the Company unable to pay its liabilities as they become due or the realisable value of its assets would thereby become less than the aggregate of its liabilities and its issued share capital and share premium accounts.

The existing Bye-law 138 is proposed to be deleted in its entirety and the following is proposed to be substituted therefore:

#### Proposed Amended Bye-law 138

No dividend shall be paid or distribution made out of contributed surplus if to do so would render the Company unable to pay its liabilities as they become due or the realisable value of its assets would thereby become less than ~~the aggregate of its liabilities and its issued share capital and share premium accounts.~~

### **Amendment to Bye-law 158. Notices**

#### Rationale for Amendment

This proposed amendment is to reflect changes to the Hong Kong Listing Rules.

#### Existing Bye-law 158

Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person

---

## LETTER FROM THE BOARD

---

transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

The existing Bye-law 158 is proposed to be deleted in its entirety and the following is proposed to be substituted therefore:

### Proposed Amended Bye-law 158

Any Notice or document (including any "corporate communication" within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

---

## LETTER FROM THE BOARD

---

- 2.4** The proposed amendments to the existing Bye-laws, including the adoption of the New Bye-laws which consolidates all of the proposed amendments as set out in the Notice are subject to the approval of the Shareholders by way of passing the requisite special resolution at the SGM.

The legal adviser to the Company as to Hong Kong laws has confirmed that the proposed amendments comply with the requirements of the Hong Kong Listing Rules. The legal adviser to the Company as to Bermuda laws has confirmed that the proposed amendments do not violate the applicable laws of Bermuda. The Company confirms that there is nothing unusual about the proposed amendments for a Bermuda company listed on the SEHK. The Company confirms pursuant to Rule 730 of the SGX-ST Listing Manual that the proposed amendments to the Bye-laws comply with the prevailing rules of the SGX-ST.

Shareholders are advised that the Bye-laws are available both in English and Chinese and the Chinese translation of the amendments to the Bye-laws provided in the Notice in Chinese is for reference only. In case of any inconsistency, the English version shall prevail.

### **3. ADOPTION OF CHINESE COMPANY NAME FOR IDENTIFICATION PURPOSE ONLY**

The Board proposes to adopt the Chinese name “融達控股有限公司” as the Chinese Company name for identification purpose only. The Chinese name will not be a statutory name of the Company under the Companies Act. The Adoption of Chinese Name is subject to the passing of a special resolution by the Shareholders at the SGM.

The Board also proposes to adopt a Chinese stock short name for the purpose of trading on the SEHK.

The adoption of Chinese Name by the Company will not affect any rights of the Shareholders. All existing share certificates in issue bearing the present name of the Company, after the adoption of Chinese Name, will continue to be evidence of title to the shares of the Company and will be valid for trading, settlement and delivery for the same number of shares of the Company and no share certificate of the Company will be issued as a result of the adoption of Chinese Name. Once the Adoption of Chinese Name becomes effective, new share certificates will be issued only with the new Chinese Company name for identification purpose only.

Further announcement will be made by the Company in relation to the effective date of the adoption of Chinese Name and the adoption of a Chinese stock short name on the SEHK.

---

## LETTER FROM THE BOARD

---

### 4. DIRECTORS' RECOMMENDATION

The Board considers that the proposed amendments to the Bye-laws and the proposed Adoption of Chinese Name are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholder to vote in favour of all the resolutions as set out in the notice of the SGM on the above matters.

### 5. SGM

A notice of the SGM which will be held at 33/F., 9 Queen's Road Central, Hong Kong on Tuesday, 31 July 2012 at 10:30 a.m. or immediately after the conclusion of the AGM held at 10:00 a.m. on the same day and at any adjournment thereof is set out on pages 23 to 30 of this circular, for the purpose of considering and, if thought fit, passing, with or without any modifications, the proposed amendments to the Bye-laws and the Adoption of Chinese Name.

### 6. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the SGM and wish to appoint a proxy to attend and vote at the SGM on their behalf will find attached to this circular a proxy form which they are requested to complete, sign and return in accordance with the instructions printed thereon and deposit the same with, 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), as soon as possible and in any event not less than 48 hours before the time fixed for the SGM. The completion and return of a proxy form by a Shareholder does not preclude him from attending and voting in person at the SGM if he subsequently wishes to do so. In such event, the relevant proxy form will be deemed to be revoked. **Please note that this paragraph is only applicable to Shareholders who do not hold Shares through an account with CDP (i.e. who hold shares in scrip).**

Under the Companies Act 1981 of Bermuda ("**Bermuda Act**"), only a person whose name is entered in the register of members of a Bermuda company may have rights to attend and vote at general meetings of such company. Accordingly under Bermuda laws, a depositor holding shares through CDP would not be recognised as a shareholder of the Company. In the event that a depositor wishes to attend and vote at the SGM, the depositor would have to do so through CDP appointing him as a proxy, pursuant to the Bye-laws and the Bermuda Act.

Pursuant to Bye-law 77(1) of the Company, unless CDP specifies otherwise in a written notice to the Company, CDP shall be deemed to have appointed the depositors who are individuals and whose names are shown in the records of CDP as at a time not earlier than forty-eight (48) hours prior to the time of the relevant general meeting supplied by CDP to the Company as CDP's proxies to vote on behalf of CDP at a general meeting of the Company.

---

## LETTER FROM THE BOARD

---

Accordingly, depositors (other than depositors which are corporations) whose name are listed in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore) as at forty-eight (48) hours before the time of the SGM may attend and vote at the SGM without having to complete or return any form of proxy. A depositor which is a corporation and wishes to attend and vote at the SGM must complete and return the attached proxy form, for the nomination of person(s) to be appointed as proxy of CDP to attend and vote at the SGM on behalf of CDP, in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the office of the Company's share transfer agent in Singapore, Tricor Barbinder Share Registration Services, at 80 Robinson Road #02-00, Singapore 068898.

If an individual depositor is unable to attend the SGM and wish to nominate nominee(s) to be appointed as proxy of CDP to attend the meeting and vote on his behalf, he must complete, sign and return the attached proxy form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the office of the Company's share transfer agent in Singapore, Tricor Barbinder Share Registration Services, at 80 Robinson Road #02-00, Singapore 068898, not less than forty-eight (48) hours before the time fixed for the SGM. The completion and return of the proxy form by a depositor (other than a depositor who is a corporation) will not prevent him from attending and voting in person at the SGM if he subsequently wishes to do so.

### **7. DIRECTORS' RESPONSIBILITY STATEMENT**

#### Directors' Responsibility Statement Pursuant to the Requirements of the SGX-ST

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this circular constitutes full and true disclosure of all material facts about the proposed amendments to the Bye-laws and the proposed Adoption of Chinese Name, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this circular misleading. Where information in this circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this circular in its proper form and context.

#### Directors' Responsibility Statement Pursuant to the Requirements of SEHK

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.



---

## LETTER FROM THE BOARD

---

Where information contained in this circular has been extracted from published or otherwise publicly available sources, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from these sources.

### 8. GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the SGM.

### 9. DOCUMENTS FOR INSPECTION

Copies of the following documents may be inspected at the office of the Company's Share Transfer Agent in Singapore, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.) at 80 Robinson Road, #02-00 Singapore 068898 during normal business hours from the date of this circular up to the date of the SGM:

- (a) the Memorandum and the Bye-laws of the Company;
- (b) the rules of the 2010 Scheme; and
- (c) the annual report of the Company for the financial year ended 31 March 2012.

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



---

## NOTICE OF SGM

---

  
**Z-Obee Holdings Limited**

*(incorporated in Bermuda with limited liability)*

**(Hong Kong Stock Code: 948)**

**(Singapore Stock Code: D5N)**

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

### NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting (“SGM”) of **Z-Obee Holdings Limited** (the “Company”) will be held at 33/F., 9 Queen’s Road Central, Hong Kong on Tuesday, 31 July 2012 at 10:30 a.m. or immediately after the conclusion of the annual general meeting of the Company (“Annual General Meeting”) held at 10:00 a.m. on the same day and at any adjournment thereof. Any shareholder or depositor or proxy who wishes to take part in the SGM from Singapore, may attend via video conference which shall be held at 108 Robinson Road, Level 11, The Finexis Building, Singapore 068900. The persons attending the said video conference will be able to pose questions to the Company management and to comment on the issue on the SGM’s agenda. Please be on time to avoid disrupting the SGM which will commence immediately after conclusion of the Annual General Meeting. The SGM is convened for the following purposes:

#### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Special Resolutions:

**1. AMENDMENTS TO BYE-LAWS (Special Resolution 1)**

- (A) **“THAT** the existing bye-laws of the Company be and are hereby amended in the following manner:

**1. BYE-LAW 1**

The following new definition shall be added in Bye-law 1 after the definition of “Statutes”:

“substantial shareholder”

for the purposes of Bye-law 121, a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.

---

## NOTICE OF SGM

---

### 2. **BYE-LAW 3(3)**

The existing Bye-law 3(3) shall be amended as follows:

- 3(3) Subject to compliance with the laws, rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority or applicable laws, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.

### 3. **BYE-LAW 44**

The existing Bye-law 44 shall be amended as follows:

- 44 The Register and branch register of Members, as the case may be, shall be open to inspection between 10 a.m. and 12 noon during business hours by members of the public without charge at the Office or such other place at which the Register is kept in accordance with the Act. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.

### 4. **BYE-LAW 46**

The existing Bye-law 46 shall be amended as follows:

- 46 Subject to these Bye-laws, any Member may transfer all or any of his shares in any manner permitted by and in accordance with the rules of the Designated Stock Exchange or by an instrument of transfer in the form acceptable to the Board provided always that the Company shall accept for resignation an instrument of transfer in a form approved by the Designated Stock Exchange.

### 5. **BYE-LAW 65**

The existing Bye-law 65 shall be amended as follows:

- 65 (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting (i) on a show of hands every Member present in person (or being a corporation, is present by a representative duly authorised under Section 78 of the Act), or by proxy shall have one

---

## NOTICE OF SGM

---

vote and the chairman of the meeting shall determine which proxy shall be entitled to vote where a Member (other than a Member which is the Depository or a clearing house (or its nominee(s)) is represented by two proxies, and (ii) on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder or which he represents and in respect of which all calls due to the Company have been paid, but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote. Notwithstanding anything contained in these Bye-laws, where more than one proxy is appointed by a Member which is the Depository or a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.

- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
  - (a) by at least three Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
  - (b) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or

---

## NOTICE OF SGM

---

- (c) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or
- (d) where the Depository is a Member, by at least three proxies representing the Depository.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Member.

### **6. BYE-LAW 66**

The existing Bye-law 66 shall be amended as follows:

66 Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.

### **7. BYE-LAW 72**

The existing Bye-law 72 shall be amended as follows:

72 In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.

### **8. BYE-LAW 73**

The existing Bye-law 73 shall be amended as follows:

73 Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority means the person present whose name stands first in the Register. Several executors or administrators of a deceased Member in whose name any share stands shall for the purposes of this Bye-law be deemed joint holders thereof.

---

## NOTICE OF SGM

---

### 9. **BYE-LAW 74(1)**

The existing Bye-law 74(1) shall be amended as follows:

- (1) A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting, as the case may be.

### 10. **BYE-LAW 102(1)(d)**

The existing Bye-law 102(1)(d) shall be deleted in its entirety and the existing Bye-law 102(1)(e) re-numbered as 102(1)(d).

- (d) any proposal concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates to directors, his associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director or his associates, as such any privilege or advantage not accorded to the employees to which such scheme or fund relates.

### 11. **BYE-LAWS 102(2) AND (3)**

The existing Bye-laws 102(2) and 102(3) shall be deleted in their entirety and the words “Intentionally Deleted” be inserted.

102(2) Intentionally Deleted.

102(3) Intentionally Deleted.

---

## NOTICE OF SGM

---

### 12. **BYE-LAW 121**

The existing Bye-law 121 shall be amended as follows:

121 A resolution in writing signed by the majority of Directors shall be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held provided that such number of Directors approving the resolution is sufficient to constitute a quorum and that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Bye-laws and further provided that no Director approving the resolution is aware of or has received any objection to the resolution from any Director. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid. Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.

### 13. **BYE-LAW 131(3)**

The existing Bye-law 131(3) shall be amended as follows:

131(3) The Register of Directors and Officers shall be open to inspection by members of the public without charge at the Office between 10:00 a.m. and 12:00 noon during business hours.

### 14. **BYE-LAW 138**

The existing Bye-law 138 shall be amended as follows:

138 No dividend shall be paid or distribution made out of contributed surplus if to do so would render the Company unable to pay its liabilities as they become due or the realisable value of its assets would thereby become less than its liabilities.

### 15. **BYE-LAW 158**

The existing Bye-law 158 shall be amended as follows:

Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a

---

## NOTICE OF SGM

---

Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

- (B) **THAT** the bye-laws of the Company in the form of the document marked "A" and produced to the Meeting and for the purpose of identification signed by the Chairman of the meeting, which consolidates all of the proposed amendments referred to in Resolution (A) above, be approved and adopted as the new bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect.

**2. ADOPTION OF CHINESE COMPANY NAME FOR IDENTIFICATION PURPOSE ONLY** **(Special Resolution 2)**

That "融達控股有限公司" be adopted as the Chinese Company name for identification purpose only and **THAT** such documents in connection with the adoption of the Chinese Company name be filed and registered with the Registrar of Companies in Hong Kong under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) and that the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as they shall, in their absolute discretion, deem fit in order to effect and implement such adoption of Chinese Company name by the Company.

By Order of the Board  
**Siu Yun Tang**  
**Busarakham Kohsikaporn**  
**Shirley Lim Keng San**  
*Joint Company Secretaries*

29 June 2012

---

## NOTICE OF SGM

---

*Notes:*

1. A form of proxy for use at the meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
4. 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 or 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, 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).
5. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
6. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.
7. As at the date of this notice, the Board of Directors of the Company comprises the following members: (1) Executive Directors: Wang Shih Zen, Wang Tao, Lu Shangmin; (2) Non-Executive Director: David Lim Teck Leong; and (3) Independent Non-Executive Directors: Chan Kam Loon, Guo Yanjun, Lo Hang Fong, Tham Wan Loong, Jerome.
8. A Depositor (as defined in the Companies Act (Chapter 50 of Singapore) (the "Singapore Companies Act")) whose name appears in the Depository Register (as defined in Section 130A of the Singapore Companies Act) and who is unable to attend personally but wishes to appoint a nominee to attend and vote on his behalf, or if such Depositor is a corporation, should complete the attached Depository proxy form and lodge the same at the office of 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).
9. The register of members of the Company will be closed from 25 July 2012 to 31 July 2012, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of Shareholders who are entitled to attend and vote at the SGM, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration no later than 4:30 p.m., 24 July 2012 (for Hong Kong Shareholders), or with the Company's Singapore Share Transfer Agent, Tricor Barbinder Share Registration Services, at 80 Robinson Road #02-00, Singapore 068898 for registration no later than 5:00 p.m., 24 July 2012 (for Singapore Shareholders).