



# Z-OBEE HOLDINGS LIMITED

(Provisional Liquidators Appointed)

(融達控股有限公司)\* (已委任臨時清盤人)

(Incorporated in Bermuda with limited liability)

(Hong Kong Stock Code: 948)

(Singapore Stock Code: D5N)

## PROXY FORM

### Form of proxy for use at the Special General Meeting to be held on 16 October 2017 or at any adjournment thereof (the "SGM")

I/We<sup>1</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ ordinary shares of US\$0.008 each in the capital of Z-Obee Holdings Limited (Provisional Liquidators Appointed) (the "Company"), **HEREBY APPOINT** the Chairman of the SGM or <sup>3</sup> \_\_\_\_\_

of \_\_\_\_\_ to act as my/our proxy to attend the SGM (or any adjournment thereof) to be held at Admiralty Conference Centre at 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Monday, 16 October 2017, at 10:00 a.m. in respect of the resolutions referred to in the notice of the SGM (the "Notice") contained in the circular of the Company dated 25 September 2017 (the "Circular") as indicated below and to vote for me/us in my/our name(s) in the manner as hereunder indicated and if no such indication is given, as my/our proxy thinks fit. Unless otherwise defined, capitalised terms used in this proxy form shall have the same meaning as those defined in the Circular. Full text of each resolution is contained in the Notice.

Please tick ("✓") in the appropriate boxes to indicate how you wish your vote(s) to be cast.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To approve the Proposed Restructuring.		
2.	To approve the Whitewash Waiver.		
3.	To elect Mr. Xiong Jianrui as an executive director of the Company with effect from the date of Resumption.		
4.	To elect Mr. Yi Pei Jian as an executive director of the Company with effect from the date of Resumption.		
5.	To elect Mr. William Khoo as an independent non-executive director of the Company with effect from the date of Resumption.		
6.	To elect Mr. Cui Songhe as an independent non-executive director of the Company with effect from the date of Resumption.		
7.	To elect Mr. Lin Tao as independent non-executive director of the Company with effect from the date of Resumption.		
8.	To approve the General Authorisation.		
9.	To approve the ratification of Prior Actions.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2017

Shareholder's signature<sup>5, 6</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) (as shown in the register of members of the Company) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares of US\$0.008 each in the capital of the Company registered in your name(s) to which this 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).
- If any proxy other than the Chairman of the SGM is preferred, strike out the words "the Chairman of the SGM or" and insert the full name and address of the proxy (who must be an individual) in **BLOCK CAPITALS**. **ANY ALTERATIONS TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT. IF NOT COMPLETED, THE CHAIRMAN OF THE SGM WILL ACT AS YOUR PROXY.** A Shareholder is entitled to appoint a proxy of his/her own choice.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PUT A "✓" IN THE BOX MARKED "For" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PUT A "✓" IN THE BOX MARKED "Against" BESIDE THE APPROPRIATE RESOLUTION.** If no directions are given, the proxy will be entitled to vote or abstain at his discretion on any resolution properly put to the SGM other than those referred to in the Notice convening the SGM. Only Independent Shareholders, that are Shareholders other than Mr. Wang Shi Zhen and those who are involved in or interested in the Proposed Restructuring and the Whitewash Waiver, may vote on resolutions 1 and 2 as set out in the Notice.
- The full text of the resolutions appears in the Notice of the SGM contained in the Circular to the Shareholders.
- If more than one of the joint holders of a Share are present at the SGM personally or by proxy, the joint holder so present whose name stands first on the register of members of the Company in respect of such Share, shall alone be entitled to vote.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer, attorney or other person duly authorised.
- To be valid, this form of proxy, and (if required by the board of directors or the provisional liquidators of the Company) the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the branch share registrar of the Company, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the SGM in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the SGM if you so wish but in such event, this form of proxy will be deemed to be revoked.