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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Z-Obee Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**RE-ELECTION OF RETIRING DIRECTORS,  
GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE SHARES,  
PROPOSED CHANGE OF COMPANY NAME,  
PROPOSED AMENDMENTS TO BYE-LAWS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Z-Obee Holdings Limited to be held at Novotel Century Hong Kong, Plaza 1-2 Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 21 August 2018 at 3:00 p.m. is set out on pages 19 to 24 of this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 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 Annual 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 Annual General Meeting should you so wish.

\* For identification purpose only

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Novotel Century Hong Kong, Plaza 1-2 Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 21 August 2018 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out in this circular, or any adjournment thereof
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company currently in force
“Alpha Development”	Alpha Professional Development Limited, a company incorporated in the British Virgin Islands with limited liability, a controlling Shareholder owned as to 50% by Mr. Xiong and 50% by Mr. Yi
“close associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Company”	Z-Obee Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder”	as defined in the Listing Rules
“core connected person”	as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares up to a maximum of 20% of the total number of issued Shares as at the date of passing of the relevant resolution at the Annual General Meeting

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## DEFINITIONS

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“Latest Practicable Date”	12 July 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Xiong”	Mr. Xiong Jianrui, an executive Director and the chairman of the Board
“Mr. Yi”	Mr. Yi Peijian, an executive Director and the chief executive officer of the Company
“Nomination Committee”	the nomination committee of the Company
“PRC”	The People’s Republic of China
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Z-Obee Holdings Limited” to “Alpha Professional Holdings Limited” and upon the change of the English name of the Company becoming effective, the Company will adopt the Chinese name “阿爾法企業控股有限公司” for identification purpose only in place of its existing Chinese name “融達控股有限公司” which was adopted for identification purpose only
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing of the relevant resolution at the Annual General Meeting
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of USD0.16 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, re-classification or re-construction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“USD”	United States dollar(s), the lawful currency of the United States of America
“%”	per cent

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Xiong Jianrui (*Chairman*)

Mr. Yi Peijian (*Chief Executive Officer*)

*Independent Non-executive Directors:*

Mr. Lin Tao

Mr. Khoo Wun Fat William

Mr. Cui Songhe

*Registered Office:*

Continental Building

25 Church Street

Hamilton HM 12

Bermuda

*Principal Place of Business in Hong Kong:*

Unit 2107, 21/F

Harbour Centre

25 Harbour Road, Wanchai

Hong Kong

20 July 2018

*To the Shareholders*

Dear Sir or Madam,

**RE-ELECTION OF RETIRING DIRECTORS,  
GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE SHARES,  
PROPOSED CHANGE OF COMPANY NAME,  
PROPOSED AMENDMENTS TO BYE-LAWS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with the notice of Annual General Meeting and information regarding the resolutions to be proposed at the Annual General Meeting relating to, among other things, (i) the re-election of retiring Directors; (ii) the granting of the Repurchase Mandate and the Issue Mandate to the Directors; (iii) the Proposed Change of Company Name; and (iv) the proposed amendments to the Bye-laws.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### 2. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law 83(2) of the Bye-laws, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the members of the Company in general meeting, as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members of the Company after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In accordance with Bye-laws 83(2) of the Bye-laws, Mr. Xiong Jianrui, Mr. Yi Peijian, Mr. Lin Tao, Mr. Khoo Wun Fat William and Mr. Cui Songhe shall retire from offices as Director at the Annual General Meeting and, being eligible, have offered themselves for re-election at the Annual General Meeting.

Biographical details of each Director proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular as required under Rule 13.51(2) of the Listing Rules.

### 3. GENERAL MANDATE TO REPURCHASE SHARES

The ordinary resolution no. 8 will be proposed at the Annual General Meeting to grant to the Directors the Repurchase Mandate, details of which are set out in the notice of Annual General Meeting. The Shares may be repurchased pursuant to the Repurchase Mandate up to 10% of the total number of issued Shares as at the date of passing of the ordinary resolution no. 8. The Repurchase Mandate shall be exercisable during the period from the date of passing of the said ordinary resolution until whichever is the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; or (iii) the date on which the authority set out in the said ordinary resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement as required under the Listing Rules, containing all relevant information relating to the Repurchase Mandate, is set out in Appendix II to this circular. The explanatory statement provides information reasonably necessary to enable the Shareholders to make an informed decision in relation to the ordinary resolution no. 8.

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## LETTER FROM THE BOARD

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### **4. GENERAL MANDATE TO ISSUE SHARES**

At the Annual General Meeting, the ordinary resolution no. 9 will be proposed to grant to the Directors the Issue Mandate. In addition, the ordinary resolution no. 10 will be proposed to authorise an extension of the Issue Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Issue Mandate the number of Shares repurchased under the Repurchase Mandate, if granted.

As at the Latest Practicable Date, the total number of Shares in issue was 254,234,383. Subject to the passing of the ordinary resolution no. 9 set out in the notice of Annual General Meeting and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company will be allowed to allot, issue and deal with a maximum of 50,846,876 Shares, representing not more than 20% of the total number of issued Shares as at the date of passing of the said resolution.

The Issue Mandate and the extension of the Issue Mandate shall be exercisable during the period from the date of passing of the ordinary resolution nos. 9 and 10 until whichever is the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; or (iii) the date on which the authority set out in the said ordinary resolution(s) is revoked or varied by an ordinary resolution or ordinary resolutions of the Shareholders in general meeting.

Details of the Issue Mandate and the extension of the Issue Mandate are set out in the notice of Annual General Meeting.

### **5. 2014, 2015, 2016 AND 2017 ANNUAL GENERAL MEETINGS**

As a result of the suspension of trading of the Shares on the Stock Exchange during the period from 27 June 2014 to 29 November 2017, the 2014, 2015, 2016 and 2017 annual general meetings of the Company were not held in accordance with Bye-laws 56 of the Bye-laws and the Listing Rules. As a result, among other things, the audited consolidated financial statements of the Group and the reports of Directors and the independent auditors of the Company for the financial years ended 31 March 2014, 2015, 2016 and 2017 were not laid before the Shareholders, the Directors were unable to offer themselves for re-election, and the auditors of the Company were unable to be appointed in accordance with Bye-laws 84 and 152 of the Bye-laws. At the Annual General Meeting, an ordinary resolution will be proposed to consider, confirm and ratify the failure to hold the 2014, 2015, 2016 and 2017 annual general meetings in accordance with the Bye-laws and the Listing Rules (and non-compliances resulted therefrom) and to effect the matters required by the Bye-laws at such annual general meetings (including but not limited to the rotation of the Directors and the appointment of the auditors of the Company).



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## LETTER FROM THE BOARD

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### 6. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Z-Obee Holdings Limited” to “Alpha Professional Holdings Limited”, and upon the change of the English name of the Company becoming effective, the Company will adopt the Chinese name “阿爾法企業控股有限公司” for identification purpose only in place of its existing Chinese name “融達控股有限公司” which was adopted for identification purpose only.

#### **Conditions for the Proposed Change of Company Name**

The Proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the Annual General Meeting to approve the Proposed Change of Company Name; and
- (ii) the Registrar of Companies in Bermuda (the “**Registrar**”) granting the approval for the change of the English name of the Company.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of entry of the new English name on the register maintained by the Registrar. Upon the Proposed Change of Company Name taking effect and the receipt of the Certificate of Incorporation on Change of Name issued by the Registrar, the Company will then carry out all necessary registration and filing procedures with the Registrar of Companies in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

#### **Reasons for the Proposed Change of Company Name**

The Board considers that the Proposed Change of Company Name will better reflect the future business plans and development of the Group. The Board believes that the new name can provide the Company with a more appropriate corporate image and identity which will benefit the Company’s future business development and is in the best interests of the Company and the Shareholders as a whole.

#### **Effect of the Proposed Change of Company Name**

The Proposed Change of Company Name will not affect any rights of the Shareholders or the Company’s daily business operation or its financial position.

All the existing share certificates in issue bearing the existing name of the Company shall, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to such Shares and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new name of the Company. Upon the Proposed Change of Company Name becoming effective, the Company intends to change the stock short name of the Company correspondingly and new share certificates of the Company will be issued only in the new name of the Company.

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## LETTER FROM THE BOARD

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The Company will make further announcement(s) regarding the change of the stock short name following the Proposed Change of Company Name has become effective. The stock code of the Company will remain as “948”.

### **7. PROPOSED AMENDMENTS TO BYE-LAWS**

In view of the Proposed Change of Company Name, the Board also proposes to amend the Bye-laws to reflect the change of the name of the Company, with such amendments to take effect when the Proposed Change of Company Name becomes effective. At the Annual General Meeting, the special resolution no. 13 will be proposed to consider and approve, subject to the passing of the special resolution for the Proposed Change of Company Name and the granting of the Certificate of Change of Name by the Registrar of Companies in Hong Kong.

### **8. ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting is set out on pages 19 to 24 of this circular. For the purpose of ascertaining Shareholders’ right to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from 16 August 2018 to 21 August 2018, both days inclusive, during which no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on 15 August 2018.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof (as the case may be) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

### **9. RECOMMENDATION**

The Directors consider that the re-election of Directors, the granting of the Repurchase Mandate, the Issue Mandate and its extension, the Proposed Change of Company Name and the proposed amendments to Bye-laws are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### 10. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. In compliance with the Listing Rules and pursuant to the Bye-laws, the votes at the Annual General Meeting will be taken by poll, the results of which will be announced after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### 11. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

Yours faithfully,  
For and on behalf of the Board  
**Z-Obee Holdings Limited**  
**Xiong Jianrui**  
*Chairman*

Details of the Directors standing for re-election at the Annual General Meeting are set out below:

**XIONG JIANRUI**

Mr. Xiong Jianrui (熊劍瑞先生) (“**Mr. Xiong**”), aged 53, has been appointed as an executive Director and chairman of the Board on 30 November 2017. He is also the chairman of the Nomination Committee and a member of the Remuneration Committee. Mr. Xiong has over 20 years of experience in telecommunication technology and business management and is currently a partner in Express Team Holdings Inc. Mr. Xiong is currently a non-executive director of Anxin-China Holdings Limited (stock code: 1149), a company listed on the Main Board of the Stock Exchange. He was also an executive director of China Uptown Group Company Limited (formerly known as Techwayson Holdings Limited and The Quaypoint Corporation Limited, stock code: 2330), a company listed on the Main Board of the Stock Exchange, from May 2003 to November 2005 and December 2008 to June 2012; and a non-executive director of Great World Company Holdings Ltd (formerly known as T S Telecom Technologies Limited, stock code: 8003), a company listed on GEM of the Stock Exchange, from October 2007 to December 2007. Mr. Xiong graduated from Xi Bei Institute of Telecommunications Engineering in 1983 with a Bachelor’s degree in Information Engineering.

Mr. Xiong has entered into a service contract with the Company for a term of three years commencing from 30 November 2017, subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Bye-laws and the Listing Rules. Mr. Xiong is entitled to a monthly emolument of HK\$100,000 and reimbursement for reasonable expenses incurred in the discharge of his duties as a Director. For the year ended 31 March 2018, Mr. Xiong received a total of HK\$300,000 for being the chairman of the Board and an executive Director. His emolument is determined by reference to his duties and responsibilities in the Company and the prevailing market rate.

As at the Latest Practicable Date, Mr. Xiong, through Alpha Professional, a company in which he owns 50% of the equity interest, is interested in 177,965,114 Shares. Save as disclosed above, Mr. Xiong did not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Xiong did not hold any directorship in any other listed public companies in Hong Kong or overseas during the past three years and he did not hold any other position with the Company or other members of the Group and did not have any relationship with any other Director, senior management or substantial or controlling Shareholder of the Company.

Save as disclosed above, there is no other information relating to the re-election of Mr. Xiong that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

## YI PEIJIAN

Mr. Yi Peijian (易培劍先生) (“**Mr. Yi**”), aged 47, has been appointed as an executive Director and the chief executive officer of the Company on 30 November 2017. He is also a member of each of the Remuneration Committee and the Nomination Committee. Mr. Yi is currently a director of Qianhai Hongtai Fund Management Co., Ltd.\* (前海弘泰基金管理有限公司), the president and a director of Shenzhen Warranty Assets Management Co., Ltd\*. (深圳市華融泰資產管理有限公司), a director of Chengdu Zhifutong New Information Technology Services Company Limited\* (成都支付通新資訊技術服務有限公司), a director of Shenzhen Nanshan Liangwan Fund Management Company Limited\* (深圳南山兩灣基金管理有限公司), a director of TFKT True Holdings, a director of True Yoga Holdings Ltd. and a director of Sanjohn Investment Management (Cayman) Co., Ltd.. Mr. Yi holds a Doctor of philosophy degree in statistics from Xiamen University.

Mr. Yi has entered into a service contract with the Company, for a term of three years commencing from 30 November 2017, subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Bye-laws and the Listing Rules. Mr. Yi is entitled to a monthly emolument of HK\$100,000 and reimbursement for reasonable expenses incurred in the discharge of his duties as a Director. For the year ended 31 March 2018, Mr. Yi received a total of HK\$300,000 for being an executive Director and the chief executive officer of the Company. His emolument is determined by reference to his duties and responsibilities in the Company and the prevailing market rate.

As at the Latest Practicable Date, Mr. Yi, through Alpha Professional, a company in which he owns 50% of the equity interest, is interested in 177,965,114 Shares. Save as disclosed above, Mr. Yi did not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Yi did not hold any directorship in any other listed public companies in Hong Kong or overseas during the past three years and he did not hold any other position with the Company or other members of the Group and did not have any relationship with any other Director, senior management or substantial or controlling Shareholder of the Company.

Save as disclosed above, there is no other information relating to the re-election of Mr. Yi that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

## LIN TAO

Mr. Lin Tao (林濤先生) (“**Mr. Lin**”), aged 46, has been appointed as an independent non-executive Director on 30 November 2017. He is also the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee. Mr. Lin has been a professor of corporate finance and principle of accountancy of School of Management, Xiamen University since September 1999. Mr. Lin was the associate director and director of the Center of Executive Master of Business Administration of Xiamen University from August 2004 to May 2008 and from May 2008 to March 2013, respectively. He was the associate dean of School of Management, Xiamen University from March 2013 to November 2015. Mr. Lin was an independent non-executive director of Portico International Holdings Limited (stock code: 589), a company listed on the Main Board of the Stock Exchange, from July 2013 to November 2017. He was also an independent director of Kweichow Moutai Co., Ltd. (stock code: 600519) and Fujian Torch Electron Technology Co., Ltd. (stock code: 603678), companies listed on the Shanghai Stock Exchange, from May 2010 to September 2016 and June 2010 to December 2016, respectively. Mr. Lin is currently an independent director of Shenzhen Huakong Seg Co., Ltd. (stock code: 000068, a company listed on the Shenzhen Stock Exchange), Guirenniao Co., Ltd. (stock code: 603555, a company listed on the Shanghai Stock Exchange) and Green Seal Holding Limited (stock code: 1262, a company listed on the Taiwan Stock Exchange) since April 2013, June 2014 and January 2014, respectively. Mr. Lin holds a Doctor of Philosophy degree in management (accountancy) from Xiamen University.

Mr. Lin has entered into a letter of appointment with the Company for a term of three years commencing from 30 November 2017 subject to any early termination in accordance with the terms of the letter of appointment and retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules. Mr. Lin is entitled to a fee of HK\$180,000 per annum as an independent non-executive Director, which was determined with reference to his role, qualification, level of experience, the contribution to be made by him to the Company and the prevailing market conditions. For the year ended 31 March 2018, Mr. Lin received a total of HK\$60,000 for being an independent non-executive Director.

As at the Latest Practicable Date, Mr. Lin did not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Lin did not hold any directorship in any other listed public companies in Hong Kong or overseas during the past three years and he did not hold any other position with the Company or other members of the Group and did not have any relationship with any other Director, senior management or substantial or controlling Shareholder of the Company.

Save as disclosed above, there is no other information relating to the re-election of Mr. Lin that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

**KHOO WUN FAT WILLIAM**

Mr. Khoo Wun Fat William (丘煥法先生) (“**Mr. Khoo**”), aged 37, has been appointed as an independent non-executive Director on 30 November 2017. He is also a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. Mr. Khoo is the principal of Khoo & Co., a firm specialising in corporate finance and aviation practice. He became a solicitor of Hong Kong in 2009. He has substantial experience in acting for issuers, sponsors, controlling shareholders and strategic investors advising on IPO processes and other regulatory compliance matters in different cases. Mr. Khoo has been appointed as the vice-chairman of the Standing Committee of the Convocation of City University of Hong Kong since 2012. Mr. Khoo is a director of the Alumni Association of the Raimondi College Hong Kong. Mr. Khoo graduated from the Chinese University of Hong Kong with a Bachelor of Science degree in Pure Chemistry in 2003. He obtained a Bachelor of Laws degree in 2006 and a Postgraduate Certificate in Laws in 2007 from the City University of Hong Kong.

Mr. Khoo has entered into a letter of appointment with the Company for a term of three years commencing from 30 November 2017 subject to any early termination in accordance with the terms of the letter of appointment and retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules. Mr. Khoo is entitled to a fee of HK\$180,000 per annum as an independent non-executive Director, which was determined with reference to his role, qualification, level of experience, the contribution to be made by him to the Company and the prevailing market conditions. For the year ended 31 March 2018, Mr. Khoo received a total of HK\$60,000 for being an independent non-executive Director.

As at the Latest Practicable Date, Mr. Khoo did not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Khoo did not hold any directorship in any other listed public companies in Hong Kong or overseas during the past three years and he did not hold any other position with the Company or other members of the Group and did not have any relationship with any other Director, senior management or substantial or controlling Shareholder of the Company.

Save as disclosed above, there is no other information relating to the re-election of Mr. Khoo that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

**CUI SONGHE**

Mr. Cui Songhe (崔松鹤先生) (“**Mr. Cui**”), aged 47, has been appointed as an independent non-executive Director on 30 November 2017. He is also the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee. Mr. Cui was a deputy general manager in Daqing Jianshida Real Estate Development Co., Ltd. from December 1996 to July 2002. He was a director, vice president and chief financial officer of Jingbeifang Science and Technology Co., Ltd. from April 2004 to September 2008. He has also been a chief accountant and general manager of Beijing Derun Certified Public Accountants (general partnership) since October 2008. Mr. Cui has also been a deputy secretary general in Beijing Zhongguancun Hi-tech Enterprise Association since February 2008. Mr. Cui obtained a bachelor’s degree in Law from the Xiamen University in 1992 and a Master degree of Economic Law from the China University of Political Science and Law in 2004. He became a PRC lawyer in 1994, a Certified Public Accountant in 2003 and a Certified Tax Agent in 2010.

Mr. Cui has entered into a letter of appointment with the Company for a term of three years commencing from 30 November 2017 subject to any early termination in accordance with the terms of the letter of appointment and retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules. Mr. Cui is entitled to a fee of HK\$180,000 per annum as an independent non-executive Director, which was determined with reference to his role, qualification, level of experience, the contribution to be made by him to the Company and the prevailing market conditions. For the year ended 31 March 2018, Mr. Cui received a total of HK\$60,000 for being an independent non-executive Director.

As at the Latest Practicable Date, Mr. Cui did not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Cui did not hold any directorship in any other listed public companies in Hong Kong or overseas during the past three years and he did not hold any other position with the Company or other members of the Group and did not have any relationship with any other Director, senior management or substantial or controlling Shareholder of the Company.

Save as disclosed above, there is no other information relating to the re-election of Mr. Cui that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.



This explanatory statement contains the information required to be sent to Shareholders pursuant to Rule 10.06(1)(b) of the Listing Rules concerning the repurchase of its own Shares by the Company.

### **1. EXERCISE OF THE REPURCHASE MANDATE**

The total number of Shares which the Company is authorised to repurchase its Shares representing a maximum of 10% of the number of issued Shares at the date of the resolution granting the Repurchase Mandate. Exercise in full of the Repurchase Mandate, on the basis of 254,234,383 Shares in issue as at the Latest Practicable Date, would result in a maximum of 25,423,438 Shares (which are fully paid and represent 10% of the total number of Shares in issue) being repurchased by the Company during the period prior to the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws and applicable laws and regulations of Bermuda to be held; or
- (iii) the revocation, variation or renewal of the Repurchase Mandate by an ordinary resolution of the Shareholders in general meeting of the Company.

### **2. REASONS FOR THE REPURCHASE**

Although the Directors have no present intention to repurchase any Shares, the Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to seek a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Repurchase of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

### **3. FUNDING OF REPURCHASE**

At repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, the Bye-laws and the laws of Bermuda. The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for such purpose. The amount of premium (if any) payable on a repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the Company's share premium account before the Shares are repurchased.

**4. IMPACT ON THE COMPANY**

There might be a material adverse impact on the working capital or gearing position of the Company (as appropriate) (as compared with the position disclosed in its most recent published audited accounts for the year ended 31 March 2018) in the event that the Repurchase Mandate was exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing position (as appropriate) which in the opinion of the Directors are from time to time appropriate for the Company.

**5. DISCLOSURE OF INTEREST**

None of the Directors to the best of their knowledge having made all reasonable enquiries, nor any of their respective close associates (as defined in the Listing Rules), have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

**6. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Bye-laws and the applicable laws of Bermuda.

**7. EFFECT ON TAKEOVERS CODE**

If the proportionate interest of a Shareholder in the voting rights of the Company increases on exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Alpha Development held 177,965,114 Shares, representing approximately 70% of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full and assuming that there is no change in the number of Shares held by Alpha Development and there is no other change to the issued share capital of the Company, the shareholding of Alpha Development in the Company will be increased to approximately 77.78% of the reduced issued share capital of the Company immediately after the exercise in full of the Repurchase Mandate. In the opinion of the Directors, such increase in voting rights would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Assuming that there is no change in the issued Shares between the Latest Practicable Date and the date of Share repurchase, the exercise of the Repurchase Mandate whether in whole or in part will result in less than 25% of the total issued Shares being held by the public. The Directors do not intend to repurchase Shares to such an extent as would result in a public shareholding of less than the prescribed minimum percentage of Shares in public hands.

**8. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares had been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

**9. NO REPURCHASE FROM CORE CONNECTED PERSON**

The Listing Rules prohibit a company from knowingly repurchasing securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the company or any of its subsidiaries or their respective close associates, and a core connected person shall not knowingly sell his securities to the Company on the Stock Exchange. No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**10. SHARE PRICES**

The monthly highest and lowest prices at which the Shares had been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date are as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2017</b>		
June <sup>#</sup>	N/A	N/A
July <sup>#</sup>	N/A	N/A
August <sup>#</sup>	N/A	N/A
September <sup>#</sup>	N/A	N/A
October <sup>#</sup>	N/A	N/A
November	3.23	1.80
December	2.25	1.72
<b>2018</b>		
January	2.10	1.76
February	2.40	1.90
March	2.24	2.01
April	2.96	2.08
May	2.64	2.36
June	2.75	2.29
July (up to the Latest Practicable Date)	2.62	2.35

*Note:*

<sup>#</sup> The trading of Shares on the Stock Exchange was suspended.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Z-Obee Holdings Limited (the “**Company**”) will be held at Novotel Century Hong Kong, Plaza 1-2 Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 21 August 2018 at 3:00 p.m. for the following purposes:

#### **ORDINARY BUSINESSES**

1. to receive, consider and approve the audited consolidated financial statements, the report of the directors of the Company (the “**Directors**”) and the independent auditors’ report of the Company for the financial year ended 31 March 2014;
2. to receive, consider and approve the audited consolidated financial statements, the report of the Directors and the independent auditors’ report of the Company for the financial year ended 31 March 2015;
3. to receive, consider and approve the audited consolidated financial statements, the report of the Directors and the independent auditors’ report of the Company for the financial year ended 31 March 2016;
4. to receive, consider and approve the audited consolidated financial statements, the report of the Directors and the independent auditors’ report of the Company for the financial year ended 31 March 2017;
5. to receive, consider and approve the audited consolidated financial statements, the report of the Directors and the independent auditors’ report of the Company for the financial year ended 31 March 2018;
6.
  - (a) to re-elect Mr. Xiong Jianrui as an executive Director;
  - (b) to re-elect Mr. Yi Peijian as an executive Director;
  - (c) to re-elect Mr. Lin Tao as an independent non-executive Director;
  - (d) to re-elect Mr. Khoo Wun Fat William as an independent non-executive Director;
  - (e) to re-elect Mr. Cui Songhe as an independent non-executive Director;

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (f) to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration; and
- 7. to re-appoint Crowe (HK) CPA Limited as the auditors of the Company until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

### SPECIAL BUSINESSES

To consider as special businesses and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

- 8. “**THAT:**
  - (a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of USD0.16 each in the issued capital of the Company (the “**Shares**”) may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
  - (b) the aggregate number of Shares to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
  - (c) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company (the “**Bye-laws**”) and any applicable laws and regulations of Bermuda to be held; or

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## NOTICE OF ANNUAL GENERAL MEETING

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(iii) the passing of an ordinary resolution by the shareholders of the Company (the “**Shareholders**”) in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”

9. “**THAT:**

- (a) subject to sub-paragraph (c) of this resolution, and pursuant to the Listing Rules, the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional Shares and to make, issue or grant offers, agreements and options (including but not limited to warrants, bonds and securities or debentures convertible into Shares) and rights of exchange or conversion which might require the exercise of such power be either during or after the Relevant Period and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make, issue or grant offers, agreements and options (including warrants, bonds and securities or debentures convertible into Shares) and rights of exchange or conversion which might require the Shares in the capital of the Company to be issued either during or after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in subparagraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined in this resolution); or (ii) the exercise of the subscription or conversion rights attaching to any warrants, preference shares, convertible bonds or other securities issued by the Company which are convertible into Shares; or (iii) the exercise of options granted by the Company under any option scheme or similar arrangement for the time being adopted for the grant to Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible person (if any) of rights to acquire Shares; or (iv) any script dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws; or (v) a specific authority granted by the Shareholders in general meeting, shall not exceed 20% of the number of issued Shares as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws and any applicable laws and regulations of Bermuda to be held; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

“**Rights Issue**” means an offer of Shares or issue of options, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors to the holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate, such other securities) as at that date (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

- 10. “**THAT** conditional upon the passing of resolutions set out in items 8 and 9 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 9 of the Notice be and is hereby extended by the addition to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of Shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 8 of the Notice, provided that such number shall not exceed 10% of the total number of the issued Shares as at the date of passing of this resolution.”
- 11. “**THAT** the failure to hold the 2014, 2015, 2016 and 2017 annual general meetings of the Company in accordance with the Bye-laws and the Listing Rules (and non-compliances resulted therefrom) and to effect the matters required by the Bye-laws at such annual general meetings (including but not limited to the rotation of the Directors and the appointment of auditors of the Company) is hereby unconditionally confirmed and ratified.”



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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL RESOLUTIONS

To consider as special businesses and, if thought fit, pass with or without amendments the following resolutions as special resolutions:

12. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be and is hereby changed from “Z-Obee Holdings Limited” to “Alpha Professional Holdings Limited”, and the Chinese name “阿爾法企業控股有限公司” be adopted for identification purpose only in place of its existing Chinese name “融達控股有限公司” (which was adopted for identification purpose only) (the “**Proposed Change of Company Name**”), and that any one Director be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he shall, in his absolute discretion, deem necessary or expedient to give effect to the Proposed Change of Company Name.”
13. “**THAT** subject to and conditional upon the Proposed Change of Company Name becoming effective, and the granting of the certificate of change of name by the Registrar of Companies in Hong Kong, the Bye-laws be amended as follows:
  - (a) by amending the existing English name of the Company from “Z-Obee Holdings Limited” to “Alpha Professional Holdings Limited”, and the existing Chinese name of the Company from “融達控股有限公司” to “阿爾法企業控股有限公司” wherever they appear in the Bye-laws; and
  - (b) the Bye-laws in the form produced to this meeting and signed by the Chairman of this meeting for identification purposes which consolidating the proposed amendments referred in this resolution be and are hereby adopted as the new Bye-laws in substitution for and to the exclusion of all the existing Bye-laws with immediate effect.”

By Order of the Board  
**Z-Obee Holdings Limited**  
**Kung Wai Chiu Marco**  
*Company Secretary*

Hong Kong, 20 July 2018

*Notes:*

1. A member of the Company who is entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint more than one proxy. A proxy need not be a member of the Company.
2. To be valid, the form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be returned to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before time appointed for holding the meeting or any adjournment thereof (as the case may be) and in default thereof the form of proxy shall not be treated as valid.

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## NOTICE OF ANNUAL GENERAL MEETING

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3. For the purpose of ascertaining the Shareholders' right to attend and vote at the meeting, the register of members of the Company will be closed from 16 August 2018 to 21 August 2018, both days inclusive, during which no transfer of Shares will be registered. In order to be eligible to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 15 August 2018.
4. Where there are joint holders of any Share, any one of such joint holders may vote at the meeting, 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 the meeting in person or by proxy, that one of the said joint holders 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 in respect thereof.
5. A circular containing the particulars in connection with the retiring Directors be re-elected under resolution no. 6. and an explanatory statement in connection with the proposed repurchase mandate under resolution no. 8 as required by the Listing Rules, have been dispatched to members of the Company together with the 2018 annual report of the Company.
6. The Chinese version of the resolutions set out in this notice is for reference only. If there is any inconsistency between the English and the Chinese versions, the English version shall prevail.
7. As at the date of this notice, the executive Directors are Mr. Xiong Jianrui (chairman) and Mr. Yi Peijian (chief executive officer) and the independent non-executive Directors are Mr. Lin Tao, Mr. Khoo Wun Fat William and Mr. Cui Songhe.