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**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 a special general meeting (the “SGM”) of Z-Obee Holdings Limited (the “**Company**”) will be held at 33/F., 9 Queen’s Road Central, Central, Hong Kong, on Tuesday, 18 May 2010 at 10:00 a.m.. 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 7 Temasek Boulevard, #15-03 Suntec Tower one, Singapore. 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 sharply on Tuesday, 18 May 2010 at 10:00 a.m..

The SGM is convened for the purposes of considering and if thought fit, passing with or without modifications, the following resolution (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 30 April 2010 relating to the Proposed Acquisition):

**AS ORDINARY RESOLUTION**

**“THAT**

the terms and conditions and the execution of the Share Purchase Deed, (a copy of which is produced to this meeting marked “A” and signed by the Chairman for identification purpose), and the implementation of the transactions contemplated therein (including the execution of the Share Charge and the Shareholders Deed, and the acquisition of the Sale Shares) be and are hereby approved, ratified and confirmed and the Directors be and are hereby authorized to sign all such documents and/or do all such things and acts as the Directors may consider necessary or expedient and in the interest of the Company for the purpose of effecting or otherwise in connection with any transaction contemplated under the Share Purchase Deed, (including the execution of the Share Charge and the Shareholders Deed and the acquisition of the Sale Shares) or any matter incidental thereto.”

By order of the Board  
**Z-Obee Holdings Limited**  
**Wang Shih Zen**  
*Chairman and chief executive officer*

Hong Kong, 30 April 2010

*Registered Office:*  
Clarendon House, 2 Church Street  
Hamilton HM 11, Bermuda

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

Unit 605, 6/F, Yen Sheng Centre  
64 Hoi Yuen Road  
Kwun Tong  
Kowloon  
Hong Kong

*Headquarters 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

*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 of 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 in Singapore, Tricor Barbinder Share Registration Services, at 8 Cross Street #11-00, PWC Building, Singapore 048424 (for Singapore Shareholders or Depositor), 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 Latest Practicable Date, the Board comprises three executive Directors, namely Mr. Wang Shih Zen, Ms. Wang Tao and Mr. Lu Shangmin, one non-executive Director, namely Mr. Lim Teck Leong David and three independent non-executive Directors, namely Mr. Chan Kam Loon, Mr. Guo Yanjun and Mr. Lo Hang Fong.
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 8 Cross Street #11-00, PWC Building, Singapore 048424 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).