



# Z-Obee Holdings Limited

## 融達控股有限公司\*

(incorporated in Bermuda with limited liability)

(Hong Kong Stock Code: 948)

(Singapore Stock Code: D5N)

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

### FORM OF PROXY FOR SPECIAL GENERAL MEETING

Form of proxy for use by shareholders at the special general meeting (the “SGM”) of Z-Obee Holdings Limited (the “Company”) to be held at 33/F, 9 Queen’s Road Central, Hong Kong on Friday, 14 June 2013 at 10:00 a.m. and at any adjournment thereof.

I/We (note a) \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ (note b) ordinary shares of

US\$0.008 each in the Company hereby appoint the Chairman of the SGM or (notes c & h) \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend and vote for me/us on my/our behalf at the SGM to be held on Friday, 14 June 2013 at 10:00 a.m. and at any adjournment thereof, on the resolutions, with or without modifications, referred to in the notice convening the SGM (the “Notice”), or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR	AGAINST
The proposed change of the Company’s listing status on the Singapore Exchange Securities Trading Limited from a primary listing to a secondary listing.		
SPECIAL RESOLUTION		
The proposed adoption of the Bye-laws of the Company.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2013

Shareholder’s signature \_\_\_\_\_ (notes e, f, g and h)

#### Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint a person other than the Chairman of the SGM as your proxy, please delete the words “the Chairman of the SGM or” and insert the name and address of that person appointed in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the relevant box(es) marked “For”. If you wish to vote against any of the resolutions, please tick (“✓”) the relevant box(es) marked “Against”. If you wish to vote only part of the number of shares in respect of which the proxy is so appointed, please state the exact number of shares in lieu of tick “✓” in the relevant box. If this form returned is duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all the resolutions. A proxy will also be entitled to vote at his discretion on any resolution properly put to the SGM other than those set out in the Notice.
- In the case of joint registered holders, the vote of the senior member who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or signed by a duly authorised officer or attorney.
- In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of authority, must be lodged at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong (for Hong Kong Shareholders), or the Company’s share transfer agent in Singapore, Tricor Barbinder Share Registration Services, at 80 Robinson Road #02-00 Singapore 068898 (for Singapore Shareholders), not less than forty-eight (48) hours before the time appointed for holding the SGM or any adjourned meeting thereof (as the case may be).
- Any alteration made to this form of proxy must be initialed by the person who signs the form.
- Completion and return of this proxy will not preclude you from attending in person and voting at the SGM.

\* For identification purpose only