## **CONTENTS**

## IMPORTANT NOTICE TO INVESTORS

This prospectus is issued by Z-Obee Holdings Limited solely in connection with the Share Offer and does not constitute an offer to sell or a solicitation of an offer to buy any security other than the Offer Shares offered by this prospectus pursuant to the Share Offer. This prospectus may not be used for the purpose of, and does not constitute, an offer or invitation in any other jurisdiction or in any other circumstances. No action has been taken to permit a public offering of the Offer Shares or the distribution of this prospectus in any jurisdiction other than Hong Kong.

You should rely only on the information contained in this prospectus and the Application Forms to make your investment decision. We have not authorized anyone to provide you with information that is different from what is contained in this prospectus. Any information or representation not made in this prospectus must not be relied on by you as having been authorized by the Company, the Sponsor, the Joint Lead Managers, the Joint Bookrunners, the Selling Shareholder, any of the Underwriters, any of their respective directors or officers, or any other person or party involved in the Share Offer.

|   | Page |
|---|------|
| Expected timetable                                    | i    |
| Contents  | iii  |
| Summary   | 1    |
| Definitions   | 16   |
| Glossary of technical terms                           | 25   |
| Risk factors  | 28   |
| Waivers from strict compliance with the Listing Rules | 41   |
| Information about this prospectus and the Share Offer | 42   |
| Directors and parties involved in the Share Offer     | 48   |
| Corporate information                                 | 51   |
| Industry overview                                     | 54   |
| Regulatory overview                                   | 63   |

## **CONTENTS**

| Busi | Business                                      |     |  |
|------|---|-----|--|
|      | History and development                       | 72  |  |
|      | Shareholding and group structure              | 81  |  |
|      | Overview                                      | 82  |  |
|      | Business model                                | 87  |  |
|      | Competitive strengths                         | 94  |  |
|      | Business strategy                             | 96  |  |
|      | Research and development                      | 97  |  |
|      | Production facilities                         | 99  |  |
|      | Sales and marketing                           | 100 |  |
|      | Pricing policy and revenue recognition policy | 101 |  |
|      | Major customers                               | 102 |  |
|      | Major suppliers                               | 106 |  |
|      | Quality control                               | 106 |  |
|      | Inventory management                          | 107 |  |
|      | Intellectual property                         | 108 |  |
|      | Insurance and product liability               | 109 |  |
|      | Properties                                    | 110 |  |
|      | Awards and accreditations                     | 111 |  |
|      | Environmental protection                      | 112 |  |
|      | Competition                                   | 112 |  |
|      | Litigation                                    | 114 |  |
|      | Adoption of internal control policy           | 114 |  |
|      | Continuing connected transaction              | 115 |  |

## **CONTENTS**

| Directors, senior management and staff                                  | 116    |
|---|--------|
| Corporate governance  | 121    |
| Controlling Shareholder and substantial Shareholders                    | 124    |
| Share capital   | 125    |
| Financial information   | 128    |
| Future plans and use of proceeds.                                       | 171    |
| Underwriting  | 173    |
| Structure and conditions of the Share Offer                             | 180    |
| Listings, registration, dealings and settlement                         | 186    |
| How to apply for the Public Offer Shares                                | 194    |
| Appendices  |        |
| I - Accountants' report of the Group                                    | I-1    |
| II - Unaudited pro forma financial information                          | II-1   |
| III - Property valuation  | III-1  |
| IV - Summary of the constitution of the Company and Bermuda Company Law | IV-1   |
| V - Statutory and general information                                   | V-1    |
| VI - Summary of salient provisions of the laws of Singapore             | VI-1   |
| VII - Further information relating to dual primary listing              | VII-1  |
| VIII - Documents delivered to the Registrars of Companies in Hong Kong  | VIII 1 |