

---

## DEFINITIONS

---

*In this prospectus, the following expressions have the following meanings unless the context otherwise requires.*

“Application Form(s)”	<b>WHITE</b> application form(s), <b>YELLOW</b> application form(s), <b>PINK</b> application form(s) and <b>GREEN</b> Form, or where the context so requires, any of them, relating to the Share Offer
“Associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks are generally open for business throughout their normal business hours in Hong Kong
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person or persons admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CCDH”	CCDH Technology (Shenzhen) Limited (久宜通信技術(深圳)有限公司), a company incorporated in the PRC with limited liability, a wholly foreign-owned enterprise
“CCDH Tech”	CCDH Technology Limited, a company incorporated in BVI with limited liability, an indirect wholly owned subsidiary of the Company

---

## DEFINITIONS

---

“CDP”	The Central Depository (Pte) Limited
“CEO”	chief executive officer
“chief executive”	the chief executive (as defined in the SFO) of the Company
“Companies Act”	the Companies Act 1981 of Bermuda, as amended from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”	Z-Obee Holdings Limited, an exempted company incorporated in Bermuda with limited liability on 30 January 2007, which was formerly known as EGG Technology (Holdings) Limited and subsequently changed its name as Z-Obee Holdings Limited on 17 May 2007
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and in context of this prospectus, means Wise Premium, Mr. Wang and Ms. Wang Tao
“Director(s)”	the director(s) of the Company, including non-executive director and independent non-executive directors of the Company
“Eight Treasures”	Eight Treasures Investment Limited, a company incorporated in BVI, an Independent Third Party
“Elastic Glory”	Elastic Glory Investment Limited, a company incorporated in BVI with limited liability, a direct wholly owned subsidiary of the Company
“Elite Link”	Elite Link Technology Limited, a company incorporated in Hong Kong with limited liability, an indirect wholly owned subsidiary of the Company
“Emperor”	Emperor Securities Limited, a licensed corporation to conduct type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the SFO

---

## DEFINITIONS

---

“Finet Enterprises”	Finet Enterprises Limited, a company incorporated in BVI with limited liability, an indirect wholly owned subsidiary of the Company
“Finet Technology”	Finet Technology Limited which was dissolved on 23 June 2007 by way of a members’ voluntary winding up
“Group”	the Company and its subsidiaries, or any of them or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries, the present subsidiaries of the Company or, where the context otherwise specifies or so requires in respect of financial or accounting information, the Company and its subsidiaries
“HK eIPO White Form”	the application for Public Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website at <a href="http://www.hkeipo.hk">www.hkeipo.hk</a>
“HK eIPO White Form Application Form(s)” or “GREEN Form”	the application form(s) to be completed by the HK eIPO White Form Service Provider designated by the Company
“HK eIPO White Form Service Provider”	the HK eIPO White Form service provider designated by the Company, as specified on the designated website at <a href="http://www.hkeipo.hk">www.hkeipo.hk</a>
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars”, “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Independent Third Party”	party(ies), who is/are not connected with any members of the Group, the Directors, the chief executive or substantial shareholders of the Company
“India”	The Republic of India
“Indonesia”	The Republic of Indonesia
“ISO”	The International Organisation for Standardisation

---

## DEFINITIONS

---

“Joint Bookrunners” or “Joint Lead Managers”	SinoPac and Emperor
“Latest Practicable Date”	5 February 2010, being the latest practicable date for ascertaining certain information in this prospectus prior to its printing
“Listing”	the listing and the commencement of dealings of the Shares on the Main Board of the Stock Exchange
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date on which dealings in the Shares on the Main Board first commence
“Listing Manual”	listing rules of the SGX-ST which set out the requirements applicable to issuers relating to, inter alia: (i) the manner in which securities are to be offered and (ii) the continuing obligations of issuers
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Main Board”	the stock market operated by the Stock Exchange (excluding the options market) which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“Max Sunny”	Max Sunny Limited, a company incorporated in Hong Kong with limited liability, an indirect wholly owned subsidiary of the Company
“Memorandum of Association”	the memorandum of association of the Company as amended from time to time, a summary of which is set out in Appendix IV to this prospectus
“MII”	中華人民共和國信息產業部 (The Ministry of Information Industry of the PRC)
“Mr. Wang”	Mr. Wang Shih Zen, one of the Controlling Shareholders, the chairman and the chief executive officer of the Company
“Ms. Wang Tao”	Ms. Wang Tao, an executive Director of the Company, being one of the Controlling Shareholders and the Selling Shareholder

---

## DEFINITIONS

---

“NDRC”	中華人民共和國發展和改革委員會 (National Development and Reform Commission of the PRC)
“New Bye-laws”	the new bye-laws of the Company adopted on 11 February 2010, a summary of which is set out in Appendix IV to this prospectus
“New Shares”	the new Shares being offered by the Company for subscription at the Offer Price under the Share Offer
“Offer Price”	the offer price per Offer Share (excluding brokerage fee, SFC transaction levy and Stock Exchange trading fee) which will be not more than HK\$2.29 and is expected to be not less than HK\$1.70, such price to be determined before 5:00 p.m. on Friday, 19 February 2010 or such later date not later than 6:00 p.m. on Wednesday, 24 February 2010 as may be agreed between the Company (for itself and on behalf of the Selling Shareholder) and the Joint Lead Managers (for themselves and on behalf of the Underwriters)
“Offer Shares”	the Placing Share(s) and the Public Offer Share(s)
“Old Share(s)”	ordinary Share(s) with a par value of US\$1.00 each in the share capital of the Company before the sub-division of the Share(s) of the Company becoming effective on 24 September 2007
“Philippines”	The Republic of the Philippines
“PhoneLink”	Shanghai PhoneLink Communications Technology Co., Ltd. (上海風凌通訊技術有限公司), a company incorporated in the PRC with limited liability, an indirect wholly domestic owned enterprise of the Company
“Placing”	the conditional placing by the Placing Underwriters of the Placing Shares at the Offer Price with institutional, professional and private investors, details of which are described in the section headed “Structure of the Share Offer” in this prospectus
“Placing Shares”	the 102,600,000 Shares which comprise 66,600,000 New Shares and 36,000,000 Sale Shares, subject to the re-allocation as described in the section headed “Structure and Conditions of the Share Offer” in this prospectus

---

## DEFINITIONS

---

“Placing Underwriters”	the underwriters in respect of the Placing named in the paragraph headed “Placing Underwriters” in the section headed “Underwriting” in this prospectus
“Placing Underwriting Agreement”	the underwriting agreement expected to be entered into on or about the Price Determination Date among the Company, the Joint Lead Managers, the Controlling Shareholders, the Selling Shareholder and the Placing Underwriters in relation to the Placing
“PRC”, “China” or “Mainland China”	the People’s Republic of China excluding, for the purposes of this prospectus only, Hong Kong, Macau and Taiwan
“PRC Government”	the central government of the PRC including all government departments (including provincial, municipal and other regional or local government entities) and organs thereof or, as the context requires, any of them
“PRC Laws”	all laws, rules, regulations, notices, orders and decrees in force in the PRC as at the date of this prospectus
“PRC Legal Adviser”	Haihua Yongtai Law Firm
“Price Determination Agreement”	the price determination agreement expected to be entered into on the Price Determination Date between the Joint Lead Managers (for themselves and on behalf of the Underwriters) and the Company (for itself and on behalf of the Selling Shareholder)
“Price Determination Date”	the date, on which the Offer Price is determined, which is expected to be on or around Friday, 19 February 2010 but no later than Wednesday, 24 February 2010
“Public Offer”	the offer to the public in Hong Kong for subscription of the Public Offer Shares at the Offer Price, on and subject to the terms and conditions stated in this prospectus and in the Application Forms
“Public Offer Shares”	the 11,400,000 New Shares (subject to re-allocation) being offered by the Company for subscription at the Offer Price under the Public Offer
“Public Offer Underwriters”	the underwriters in respect of the Public Offer named in the paragraph headed “Public Offer Underwriters” in the section headed “Underwriting” in this prospectus

---

## DEFINITIONS

---

“Public Offer Underwriting Agreement”	the underwriting agreement dated 10 February 2010 entered into among the Company, the Joint Lead Managers, the Controlling Shareholders and the Public Offer Underwriters in relation to the Public Offer
“R&D”	research and development
“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange (國家外匯管理局)
“SAIC”	State Administration of Industry and Commerce (國家工商行政管理總局)
“Sale Shares”	the 36,000,000 Shares being offered for sale by the Selling Shareholder as described in the section headed “Structure and Conditions of the Share Offer” in this prospectus
“Selling Shareholder”	Ms. Wang Tao
“SFA”	The Securities and Futures Act, Chapter 289 of Laws of Singapore, as amended or modified from time to time
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Share(s)”	ordinary share(s) with a par value of US\$0.008 each in the share capital of the Company
“Share Offer”	the Placing and the Public Offer
“Share Option Scheme”	the share option scheme conditionally adopted by the Company on 11 February 2010, the principal terms of which are summarised under the paragraph headed “Share Option Scheme” in Appendix V to this prospectus
“Shareholder(s)”	the holder(s) of the Shares
“Singapore”	The Republic of Singapore

---

## DEFINITIONS

---

“Singapore Code”	Singapore Code on Takeovers and Mergers
“Singapore Companies Act”	The Companies Act, Chapter 50 of Laws of Singapore, as amended or modified from time to time
“Singapore dollars” or “S\$”	Singapore dollars, the lawful currency of Singapore
“SinoPac” or “Sponsor”	SinoPac Securities (Asia) Limited, a licensed corporation to conduct type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO and the sponsor for the Share Offer
“South Africa”	The Republic of South Africa
“State Tech”	State Tech International Limited, a company incorporated in BVI with limited liability
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed thereto in section 2 of the Companies Ordinance
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Taiwan”	The Republic of China, Taiwan
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended from time to time
“Tongqing”	Tongqing Communication Equipment (Shenzhen) Co., Ltd. (統慶通信設備(深圳)有限公司), a company incorporated in the PRC with limited liability, an indirect wholly foreign-owned enterprise of the Company
“Track Record Period”	the three financial years of the Company ended 31 March 2009 and the six months ended 30 September 2009
“US” or “USA”	The United States of America
“US\$”, “US dollars” or “USD”	United States dollars, the lawful currency of US
“Underwriters”	the Placing Underwriters and the Public Offer Underwriters



---

## DEFINITIONS

---

“Underwriting Agreements”	the Placing Underwriting Agreement and the Public Offer Underwriting Agreement
“Vietnam”	The Socialist Republic of Vietnam
“WFOE”	a wholly foreign owned enterprise incorporated in the PRC
“Wise Premium”	Wise Premium Limited, a company incorporated in BVI with limited liability and wholly and beneficially owned by Mr. Wang, being one of the Controlling Shareholders
“Zeus”	Zeus Telecommunication Technology Holdings Ltd. (深圳市杰特電信控股有限公司), a company incorporated in the PRC with limited liability, an indirect a wholly foreign-owned enterprise of the Company
“Zhenhua Group”	Zhenhua Technology and its subsidiaries
“Zhenhua Obee”	GuiZhou Zhenhua OBEE Communication Co., Ltd
“Zhenhua Technology”	China Zhenhua (Group) Science & Technology Co., Ltd, a company incorporated in the PRC and the issued shares of which are listed on the Shenzhen Stock Exchange, an Independent Third Party
“sq.ft.”	square feet
“sq.m.”	square metres
“%”	per cent.

*Unless otherwise specified, for illustration purpose only, the following exchange rates are used in this prospectus:*

*US\$1.0 = HK\$7.78*

*S\$1.0 = HK\$5.56*

*US\$1.0 = S\$1.39*

*No representation is made that any amounts in US\$, S\$ or HK\$ were or could have been converted at the above rate or at any other rates or at all.*