

Unless defined otherwise, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 28 March 2013 (the "Prospectus") issued by Zebra Strategic Holdings Limited (the "Company").

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This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares or other securities of the Company. Potential investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.

ZEBRA STRATEGIC HOLDINGS LIMITED

施伯樂策略控股有限公司

(Incorporated in the Cayman Islands with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING

Number of Placing Shares : 100,000,000 Placing Shares comprising
75,000,000 New Shares and
25,000,000 Sale Shares

Placing Price : HK\$0.41 per Share (payable in full upon
application, plus brokerage fee of 1%,
SFC transaction levy of 0.003% and Stock
Exchange trading fee of 0.005%)

Nominal value : HK\$0.01 each

GEM stock code : 8260

Sponsor



大有融資有限公司
MESSIS CAPITAL LIMITED

Joint Bookrunners



天行聯合證券有限公司
United Simsen Securities Limited



Astrum Capital Management Limited
阿仕特朗資本管理有限公司

Printed copies of the Prospectus required by the GEM Listing Rules and the Companies Ordinance are available, for information purposes only, at the offices of (i) MESSIS Capital Limited at Room 2002, 20th Floor, Tower One, Lippo Centre, 89 Queensway, Hong Kong, and (ii) United Simsen Securities Limited at 19th Floor, Wing Lung Bank Centre, 636 Nathan Road, Mongkok, Kowloon, Hong Kong; and (iii) Astrum Capital Management Limited at 11th Floor, 122 QRC, 122-126 Queen's Road Central, Central, Hong Kong during normal office hours from 9:00 a.m. to 5:00 p.m. from 28 March 2013 up to 5 April 2013 (both dates inclusive and for business days only).

Pursuant to the Underwriting Agreement, the Company is offering 75,000,000 New Shares for subscription and Z Strategic Investments Ltd. is offering 25,000,000 Sale Shares for sale by way of the Placing at the Placing Price, on and subject to the terms and conditions as set forth in the Prospectus and the Underwriting Agreement.

Application for the Placing Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus. The Placing is conditional upon the fulfillment of the conditions set forth under the paragraph headed “Conditions of the Placing” in the section headed “Structure and conditions of the Placing” in the Prospectus. In the event that the conditions of the Placing as mentioned therein are not fulfilled prior to the time and date specified in the Prospectus, the Placing will lapse and all monies received will be refunded to the applicants of the Placing without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the website of the Stock Exchange at www.hkexnews.com and the Company’s website at www.zebra.com.hk on the next business day following the date of such lapse.

Prospective investors of the Placing Shares should note that the Joint Bookrunners (for themselves and on behalf of the Underwriters and the Sponsor) are entitled to terminate their obligations under the Underwriting Agreement by giving notice in writing to the Company, upon the occurrence of any of the events set forth under the paragraph headed “Grounds for termination” in the section headed “Underwriting” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. Such events include, without limitation, any act of God, war, riot, public disorder, civil commotion, fire, flood, tsunami, explosion, epidemic, pandemic, act of terrorism, earthquake, strike or lock-out.

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares issued and to be issued as described in the Prospectus, including any Shares which may fall to be issued upon the exercise of any options which may be granted under the Share Option Scheme.

Subject to the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares on GEM, as well as compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in the CCASS with effect from the Listing Date or, under contingent situation, any other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

No receipt will be issued for application monies paid. The Company will not issue temporary documents of title. Share certificates will only become valid documents of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

The announcement of the level of indications of interests in the Placing and the basis of allocations of the Placing Shares will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company’s website at www.zebra.com.hk on or before Tuesday, 9 April 2013.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Wednesday, 10 April 2013. Shares will be traded in board lots of 10,000 Shares each. The stock code of the Shares is 8260.

By Order of the Board
Zebra Strategic Holdings Limited
Chang Tin Duk, Victor
Executive Director

Hong Kong, 28 March 2013

As at the date of this announcement, the executive Directors are Mr. Chang Tin Duk, Victor and Mr. Kung Phong, the non-executive Director is Mr. Pan Chik and the independent non-executive Directors are Mr. Ng Kwan Ho, Andy, Mr. Lam Shiu Cheung, Raymond and Mr. Tam Tak Kei, Raymond.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement and a copy of the Prospectus will remain on the website of the Stock Exchange at www.hkexnews.com and in the case of this announcement, on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company’s website at www.zebra.com.hk.