

Unless otherwise defined, 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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## 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 Shares comprising 75,000,000  
New Shares and 25,000,000 Sale Shares**

**Placing Price : HK\$0.41 per Share (payable in full on  
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

- The Placing Price is 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%). The net proceeds of the Placing, after deducting the related expenses, are estimated to be approximately HK\$21.4 million.
- The 100,000,000 Shares offered by the Company and Z Strategic Investments Ltd. under the Placing comprising (i) 75,000,000 New Shares being offered for subscription; and (ii) 25,000,000 Sale Shares being offered for sale, were slightly over-subscribed.
- Pursuant to the Placing, 100,000,000 Shares have been conditionally allocated to a total of 127 selected professional, institutional and other investors.

- The Directors confirm that all placees under the Placing are independent of and not connected with any of the Directors, chief executive, Controlling Shareholders or substantial shareholders of the Company or any of its subsidiaries, and their respective associates or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee will, individually, be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing.
- The Directors confirm that immediately after completion of the Capitalisation Issue and the Placing, the Company will comply with the public float requirements under Rule 11.23(7) and Rule 11.23(8) of the GEM Listing Rules that the public float of the Company will be 25% of the enlarged issued share capital of the Company and not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Wednesday, 10 April 2013.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **PLACING PRICE AND USE OF PROCEEDS**

The Placing Price is 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%). The net proceeds of the Placing, after deducting the related expenses, are estimated to be approximately HK\$21.4 million. The Directors intend to apply the net proceeds of the Placing in accordance with the purposes set forth in the section headed “Statement of business objectives” in the Prospectus.

## **LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING**

The 100,000,000 Shares offered by the Company and Z Strategic Investments Ltd. under the Placing comprising (i) 75,000,000 New Shares being offered for subscription; and (ii) 25,000,000 Sale Shares being offered for sale, were slightly over-subscribed.

## RESULTS OF ALLOCATION

Pursuant to the Placing, 100,000,000 Shares have been conditionally allocated to a total of 127 selected professional, institutional and other investors. The distribution of the Placing Shares is set out below:

	<b>Aggregate number of Placing Shares allocated</b>	<b>Approximate percentage of the total number of Placing Shares allocated</b>	<b>Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing</b>
Top placee	12,400,000	12.40%	3.10%
Top 5 placees	58,470,000	58.47%	14.62%
Top 10 placees	94,610,000	94.61%	23.65%
Top 25 placees	98,960,000	98.96%	24.74%

<b>Number of Placing Shares allocated</b>	<b>Number of placees</b>
10,000 to 100,000	114
100,001 to 1,000,000	1
1,000,001 to 10,000,000	6
10,000,001 and above	6
Total	<u><u>127</u></u>

The Directors confirm that all placees under the Placing are independent of and not connected with any of the Directors, chief executive, Controlling Shareholders or substantial shareholders of the Company or any of its subsidiaries, and their respective associates or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee will, individually, be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing.

**Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## MINIMUM PUBLIC FLOAT REQUIREMENT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of at least 25% of its total issued share capital at the time of the Listing and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of the Listing shall be owned by the three largest public Shareholders. The Directors confirmed that immediately after completion of the Capitalisation Issue and the Placing, the Company will comply with the public float requirements under Rule 11.23(7) and Rule 11.23(8) of the GEM Listing Rules that the public float of the Company will be 25% of the enlarged issued share capital of the Company and not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders.

## DEPOSIT OF SHARE CERTIFICATES INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the compliance by the Company with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or such other date as 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 any application monies paid. The Company will not issue any temporary documents of title.**

The share certificates issued in respect of the Placing Shares will be deposited into CCASS on Tuesday, 9 April 2013 for credit to the relevant CCASS Participants' stock accounts or CCASS Investor Participants' stock accounts designated by the Joint Bookrunners, the placees or their respective agents (as the case may be).

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 written notice 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. In the event that the Underwriting Agreement does not become unconditional or is terminated in accordance with its terms and conditions, an announcement will be published by the Company on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.zebra.com.hk](http://www.zebra.com.hk) accordingly.

All share certificates will only become valid certificates 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. on the Listing Date.

## COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Wednesday, 10 April 2013.

If there is any change to the expected timetable, an announcement will be published immediately by the Company on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.zebra.com.hk](http://www.zebra.com.hk). 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, 9 April 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, Raymond Shiu Cheung 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 will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the day of its posting. This announcement will also be published on the Company's website at [www.zebra.com.hk](http://www.zebra.com.hk).*