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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)

(Stock code: 8260)

ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE AND INSIDE INFORMATION

This announcement is made by Zebra Strategic Holdings Limited (the “**Company**”) pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) and Rule 17.10 of the Rules Governing the Listing of Securities on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company has been informed by Z Strategic Investments Limited (the “**Controlling Shareholder**”) that it is in negotiation with an independent third party not connected with the Company, its directors, chief executive, substantial shareholders, subsidiaries and associates (the “**Potential Investor**”) in relation to possible disposal of all its interest in the Company (the “**Proposal**”). The Controlling Shareholder is a company incorporated in the British Virgin Islands and is owned as to 50% by Mr. Chang Tin Duk, Victor and as to 50% by Mr. Kung Phong, both of whom are executive Directors. As at the date of this announcement, the Controlling Shareholder holds 204,000,000 ordinary shares of HK\$0.01 each of the Company (“**Shares**”), representing 51.00% of the issued share capital of the Company.

The Board has been informed by the Controlling Shareholder that in respect of the Proposal, discussion is at preliminary stage and no formal or legally binding agreement has been entered into between the Controlling Shareholder and the Potential Investor. On 24 June 2014 (after the trading hours), the Controlling Shareholder and the Potential Investor signed a confidentiality agreement in respect of confidential information to be provided by the Company and the Controlling Shareholder to the Potential Investor in connection with the Proposal and the exclusivity given by the Controlling Shareholder to the Potential Investor that it shall not, until 7 July 2014, solicit or participate in any discussions or negotiations with any persons other than the Potential Investor for any proposed arrangement or transaction in relation to any disposal of Shares. The Proposal, if materialised, may result in

the Potential Investor being required to make a mandatory offer for all the issued Shares (other than those already owned by or agreed to be acquired by the Potential Investor or parties acting with it) in accordance with Rule 26.1 of the Takeovers Code.

Further announcement(s) will be made of any further development with regard to the Proposal as and when necessary in accordance with the GEM Listing Rules and the Takeovers Code, and on a monthly basis pursuant to Rule 3.7 of the Takeovers Code until an announcement of a firm intention to make an offer or of a decision not to proceed with an offer is made in compliance with the Takeovers Code.

As at the date of this announcement, the issued share capital of the Company is HK\$4,000,000 comprising 400,000,000 Shares. The Company has no other class of relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code) in issue.

In accordance with Rule 3.8 of the Takeovers Code, associates of the Company (including a person who owns or controls 5% or more of any class of relevant securities of the Company or any person who as a result of any transaction owns or controls 5% or more of any class of relevant securities of the Company) are reminded to disclose their dealings in the securities of the Company pursuant to the requirements of the Takeovers Code.

There is no assurance that any discussion mentioned in this announcement will either materialise or eventually be consummated, and the discussion may or may not lead to the making of an offer for the Shares. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

Reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code in accordance with Rule 3.8 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

“Executive” as stated in the above has the meaning ascribed to it under the Takeovers Code.

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

Hong Kong, 24 June 2014

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

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

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, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this announcement misleading.

This announcement will remain on GEM website on the “Latest Listed Company Information” page for at least seven days from the day of its posting and on the Company’s website at www.zebra.com.hk.