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UPMOST CORPORATION LIMITED

鼎盛行有限公司

(Incorporated in Hong Kong with limited liability)

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)

JOINT ANNOUNCEMENT

DELAY IN DESPATCH OF COMPOSITE OFFER DOCUMENT RELATING TO MANDATORY UNCONDITIONAL CASH OFFER BY



KINGSTON SECURITIES LTD.

**ON BEHALF OF UPMOST CORPORATION LIMITED
TO ACQUIRE ALL THE ISSUED SHARES IN THE ISSUED SHARE CAPITAL
OF
ZEBRA STRATEGIC HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED AND/OR AGREED TO BE
ACQUIRED BY UPMOST CORPORATION LIMITED AND/OR PARTIES
ACTING IN CONCERT WITH IT)**

**Joint financial advisers to
Upmost Corporation Limited**

**Joint financial advisers to
Zebra Strategic Holdings Limited**


Halcyon Capital Limited


KINGSTON CORPORATE FINANCE LTD.


Astrum Capital Management Limited


大有融資有限公司
MESSIS CAPITAL LIMITED

**Independent financial adviser to the independent board committee of
Zebra Strategic Holdings Limited**


高銀融資有限公司
GOLDIN FINANCIAL LIMITED

Reference is made to the joint announcement (the “**Joint Announcement**”) issued by Zebra Strategic Holdings Limited (the “**Company**”) and Upmost Corporation Limited (the “**Offeror**”) dated 9 July 2014 in relation to, among other things, the mandatory unconditional cash offer to be made by Kingston Securities Limited, on behalf of the Offeror, for all the issued shares of the Company not already owned and/or agreed to be acquired by the Offeror and/or parties acting in concert with it. Capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement unless the context requires otherwise.

DELAY IN DESPATCH OF THE COMPOSITE OFFER DOCUMENT

As mentioned in the Joint Announcement, it is the intention of the Offeror and the Board to combine the offer document from the Offeror and the offeree board circular from the Company in relation to the Offer in a composite offer document (the “**Composite Offer Document**”), and to jointly despatch the Composite Offer Document to the Shareholders as soon as practicable and in compliance with the requirements of the Takeovers Code.

Pursuant to Rule 8.2 of the Takeovers Code, the Composite Offer Document, together with the relevant form of acceptance and transfer, should be despatched to the Shareholders within 21 days from the date of the Joint Announcement (i.e. on or before 30 July 2014), unless the Executive has granted its consent to postpone the despatch date of the Composite Offer Document.

As additional time is required to finalise the information to be disclosed in the Composite Offer Document, including certain financial information of the Group and relevant biographies of new Directors to be nominated to the Board, an application has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code for its consent to extend the deadline for the despatch of the Composite Offer Document to 20 August 2014, and the Executive has granted its consent for such extension.

A further announcement will be jointly made by the Company and the Offeror when the Composite Offer Document is despatched.

By order of the board of
Upmost Corporation Limited
Zhang Jian
Sole director

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

Hong Kong, 30 July 2014

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Vendor and the Group), and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than that expressed by to the Vendor and the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and parties acting in concert with it), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than that expressed by the Offeror and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

As at the date of this joint announcement, the sole director of the Offeror is Mr. Zhang Jian.

As at the date of this joint 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.

This joint 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.