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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

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



KINGSTON SECURITIES LTD.

ON BEHALF OF UPMOST CORPORATION LIMITED

FOR ALL THE ISSUED SHARES IN

ZEBRA STRATEGIC HOLDINGS LIMITED

**(OTHER THAN THOSE ALREADY OWNED AND/OR AGREED TO BE
ACQUIRED BY UPMOST CORPORATION LIMITED AND
PARTIES ACTING IN CONCERT WITH IT)**

**Joint financial advisers to
Upmost Corporation Limited**


Halcyon Capital Limited


KINGSTON CORPORATE FINANCE LTD.

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


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**

References are made to (i) the joint announcements issued by Zebra Strategic Holdings Limited (the “**Company**”) and Upmost Corporation Limited (the “**Offeror**”) dated 9 July 2014 and 30 July 2014; and (ii) the composite offer and response document jointly issued by the Offeror and the Company dated 20 August 2014 (the “**Composite Offer Document**”) in relation to, among other things, the mandatory unconditional cash offer being 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 Composite Offer Document unless the context requires otherwise.

DESPATCH OF THE COMPOSITE OFFER DOCUMENT

The Composite Offer Document setting out, among other things, details of the Offer, the letter from Halcyon Capital and Kingston Corporate Finance, the letter from the Board, the letter from the Independent Board Committee and the letter from Goldin Financial, together with the Form of Acceptance, has been despatched to the Independent Shareholders on 20 August 2014 in accordance with the Takeovers Code.

Independent Shareholders are strongly advised to read the Composite Offer Document and the Form of Acceptance carefully, including the recommendation from the Independent Board Committee and the advice from Goldin Financial, before deciding whether or not to accept the Offer.

Independent Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

EXPECTED TIMETABLE

The Offer commenced for acceptance on Wednesday, 20 August 2014 and the latest time and date for acceptance of the Offer is at 4:00 p.m. on Wednesday, 10 September 2014 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. An announcement will be issued on the websites of the Stock Exchange and the Company by 7:00 p.m. on Wednesday, 10 September 2014 stating whether the Offer has been revised or extended or has expired.

The expected timetable of the Offer is set out below:

2014

Despatch date of the Composite Offer Document and the Form of Acceptance and commencement date of the Offer (<i>Note 1</i>)	Wednesday, 20 August
Latest time and date for acceptance of the Offer (<i>Note 2</i>)	4:00 p.m. on Wednesday, 10 September
Closing Date (<i>Note 2</i>)	Wednesday, 10 September
Announcement of the results of the Offer (<i>Note 2</i>)	no later than 7:00 p.m. on Wednesday, 10 September
Latest date for posting of remittances in respect of valid acceptances received under the Offer (<i>Note 3</i>)	Friday, 19 September

Notes:

1. *The Offer, which is unconditional, is made on the date of posting of the Composite Offer Document, and is capable of acceptance on and from that date until the Closing Date.*
2. *The Offer, which is unconditional, will be closed on the Closing Date. The latest time for acceptance of the Offer is at 4:00 p.m. on Wednesday, 10 September 2014 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. An announcement will be issued on the websites of the Stock Exchange and the Company by 7:00 p.m. on Wednesday, 10 September 2014 stating whether the Offer has been revised or extended or has expired. In the event that the Offeror decides that the Offer will remain open until further notice, a notice by way of an announcement will be given not less than 14 days before the Offer is closed to those Independent Shareholders who have not accepted the Offer.*
3. *Remittances in respect of the cash consideration payable for the Shares tendered under the Offer will be made as soon as possible, but in any event within seven (7) Business Days following the date of receipt by the Registrar from the Shareholders accepting the Offer of all documents to render the acceptance valid in accordance with the Takeovers Code.*

All times and dates contained in this joint announcement, the Composite Offer Document and the Form of Acceptance shall refer to Hong Kong times and dates.

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, 20 August 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 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.