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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

APPOINTMENT OF DIRECTORS

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The Board hereby announces that Mr. Zheng will be appointed as a new executive Director, Mr. Lam will be appointed as a new non-executive Director and Mr. Wang and Dr. Cheung will be appointed as new independent non-executive Directors with effect from 1 September 2014.

References are made to 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 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 in the Company not already owned or agreed to be acquired by the Offeror and 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.

APPOINTMENT OF DIRECTORS

The Board currently comprises five Directors, including two executive Directors, namely Mr. Chang and Mr. Kung and three independent non-executive Directors, namely Mr. Ng Kwan Ho, Andy, Mr. Lam, Raymond Shiu Cheung and Mr. Tam Tak Kei, Raymond. As stated in the Composite Offer Document, Mr. Kung intends to resign as an executive Director, Mr. Ng Kwan Ho, Andy and Mr. Tam Tak Kei, Raymond intend to resign as independent non-executive Directors with effect from the earliest time permitted under the Takeovers Code (which is the close of the Offer). Mr. Chang and Mr. Lam, Raymond Shiu Cheung will remain as Directors.

Furthermore, the Offeror intends to nominate Mr. Zheng Zhong Qiang (“**Mr. Zheng**”) as a new executive Director, Mr. Lam Tsz Chung (“**Mr. Lam**”) as a new non-executive Director, and Mr. Wang En Ping (“**Mr. Wang**”) and Dr. Cheung Wai Bun, Charles (“**Dr. Cheung**”) as new independent non-executive Directors, the appointment of which will only be effective not earlier than the despatch date of the Composite Offer Document in accordance with the Takeovers Code.

The Board hereby announces that Mr. Zheng will be appointed as a new executive Director, Mr. Lam will be appointed as a new non-executive Director, and Mr. Wang and Dr. Cheung will be appointed as new independent non-executive Directors with effect from 1 September 2014.

Set out below are the biographies of each Mr. Zheng, Mr. Lam, Mr. Wang and Dr. Cheung (collectively, the “**Appointed Directors**”):

Executive Director

Mr. Zheng Zhong Qiang, aged 52, obtained his Bachelor degree of Chemistry from 華南理工大學 (South China University of Technology[#]) in 1983 and finished the Master degree course in Hotel and Tourism Management of 浙江大學－香港理工大學國際企業培訓中心 (Zhejiang University – The Hong Kong Polytechnic University International Executive Development Centre[#]) in 2014.

Mr. Zheng was appointed as a deputy department head in 中山糖廠 (Zhongshan Sugar Factory[#]) in 1991 and a deputy general manager in 中糖集團有限公司 (Zhongtang Group Co., Ltd.[#]) in 1997. In 2002, he was appointed as the head of business management in 中山市公有企業管理局 (Zhongshan Public Business Bureau[#]). During the period of 2004 to 2012, Mr. Zheng served as a director of 中山公用事業集團股份有限公司 (前稱中山公用科技股份有限公司) (Zhongshan Public Utilities Group Co., Ltd. formerly known as Zhongshan Public Utilities Science and Technology Co., Ltd.[#]) (SZ: 000685) and a general manager of 中山中滙投資集團有限公司 (Zhongshan Zhonghui Investment Group Co., Ltd.[#]). He was appointed as chairman of the board of 中山旅游集團有限公司 (Zhongshan Tourism Group Co., Ltd.[#]) in October 2010. Since June 2014, he has been appointed as the associate professor in 華南理工大學經濟與貿易學院 (Economy and Trade College, South China University of Technology[#]).

Mr. Zheng completed the training program for directors of listed company provided by China Securities Regulatory Commission and Shenzhen Stock Exchange in 2004.

The Offeror confirmed that apart from being a personal friend of Mr. Zhang, Mr. Zheng Zhong Qiang has no other relationship with Mr. Zhang.

Mr. Zheng has entered into a service agreement (the “**Service Agreement of Mr. Zheng**”) with the Company for a term of three (3) year commencing 1 September 2014 subject to the retirement and re-election at the forthcoming annual general meeting of the Company after his appointment. His appointment will also be subject to the retirement by rotation and re-election in accordance with the articles of association of the Company (the “**Articles**”) and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 to the GEM Listing Rules. Mr. Zheng is entitled to receive remuneration which is determined by the Board with reference to the prevailing market rate and the Director’s duties and responsibilities in the Company at the recommendation of the remuneration committee of the Company (the “**Remuneration Committee**”) and subject to review by the Board and the Remuneration Committee from time to time.

Non-executive Director

Mr. Lam Tsz Chung, aged 41, having practised law in Hong Kong for more than 15 years, he is qualified to practise in Hong Kong and England and Wales with expertise in civil litigation and commercial matters. Mr. Lam obtained a Bachelor of Laws and a Postgraduate Certificate of Laws from the University of Hong Kong in 1995 and 1996 respectively. He also obtained a Master of Laws from City University of Hong Kong and a Master of Science (Financial Analysis) from the Hong Kong University of Science and Technology.

Mr. Lam is currently the chief legal counsel of Sino Credit Holdings Limited (Stock Code: 00628) and he oversees all legal matters thereof. He is also a consultant of Messrs. C. W. Lau & Co. holding a practicing certificate issued by the Law Society of Hong Kong.

Mr. Lam is a China-Appointed Attesting Officer appointed by Ministry of Justice of the PRC, an adjudicator of Immigration Tribunal, an adjudicator of Registration of Persons Tribunal, a member of Appeal Panel (Housing) and an advisor of Panel of Advisors established under the Film Censorship Ordinance (Cap. 392).

Mr. Lam has entered into a letter of appointment (the “**Letter of Appointment of Mr. Lam**”) with the Company for a term of three (3) year commencing 1 September 2014 subject to retirement and re-election at the forthcoming annual general meeting of the Company after his appointment. His appointment will also be subject to the retirement by rotation and re-election in accordance with the Articles and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 to the GEM Listing Rules. Mr. Lam is entitled to receive remuneration which is determined by the Board with reference to the prevailing market rate and the Director’s duties and responsibilities in the Company at the recommendation of the Remuneration Committee and subject to review by the Board and the Remuneration Committee from time to time.

Independent non-executive Directors

Mr. Wang En Ping, aged 60, obtained his Bachelor degree in Accounting from 安徽財貿學院 (Anhui University of Finance and Economics) in 1988. He has been a member of the Chinese Institute of Certified Public Accountants since 1992 and awarded as senior accountant in 1997.

Mr. Wang worked for 冶金工業部華東地勘局 (East China Geological Prospecting Bureau, Ministry of Metallurgical Industry[#]), and became the partner of 廣東南方天元會計師事務所 (Guangdong South Tian Yuan Certified Public Accountants[#]).

In 2007, Mr. Wang completed the training program of the senior management officer provided by the Shenzhen Stock Exchange.

Mr. Wang has entered into a letter of appointment (the “**Letter of Appointment of Mr. Wang**”) with the Company for a term of three (3) year commencing 1 September 2014 subject to retirement and re-election at the forthcoming annual general meeting of the Company after his appointment. His appointment will also be subject to the retirement by rotation and re-election in accordance with the Articles and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 to the GEM Listing Rules. Mr. Wang is entitled to receive remuneration which is determined by the Board with reference to the prevailing market rate and the Director’s duties and responsibilities in the Company at the recommendation of the Remuneration Committee and subject to review by the Board and the Remuneration Committee from time to time.

Dr. Cheung, Wai Bun Charles, JP, aged 78, has extensive experience and has held senior management positions in various industries including banking, property development, investments and leisure industry. He obtained a doctor degree in business administration in 1984. He also obtained a master degree in business administration in 1962 and a bachelor of science degree in school of commerce, accounts and finance in 1960 from New York University in the United States.

Dr. Cheung is presently a director of Joy Harvest International Limited, a director and the vice chairman of executive committee of the Metropolitan Bank (China) Ltd. PRC, and an independent non-executive director of China Resources Bank of Zhuhai Co. Ltd. PRC.

Dr. Cheung is a board member and board committee member of a number of companies listing in main board and GEM board in the Hong Kong Stock Exchange. He is acting as an independent non-executive director and the chairman of the audit committee and the nomination committee of China Financial International Investments Limited (HK: 0721), independent non-executive director and the chairman of the audit committee of Pioneer Global Group Limited (HK: 0224) and independent non-executive director and the chairman of the remuneration committee of Universal Technologies Holdings Limited (HK: 1026). He is the chairman of the board and independent non-executive director of Grand T G Gold Holdings Limited (HK: 8299). Dr. Cheung was formerly an independent non-executive director and the chairman of the audit committee of Shanghai Electric Group Company Limited which is listed in both Shanghai Stock Exchange (SH: 601727) and the main board of Hong Kong Stock Exchange (HK: 2727).

Dr. Cheung is a Council Member of the Hong Kong Institute of Directors. He was formerly a visiting professor of School of Business of Nanjing University, PRC. He is a member of Hospital Governing Committee of both Kowloon Hospital and Hong Kong Eye Hospital, and he is also a member of Regional Advisory Committee of Kowloon, Hospital Authority. He was a former director and advisor of Tung Wah Group of Hospitals.

Dr. Cheung was awarded Listed Company Non-Executive Director Award of the Year 2002 by the Hong Kong Institute of Directors. In December 2010, Dr. Cheung received 3 awards namely (1) Outstanding Management Award; (2) Outstanding Director Award; and (3) Outstanding CEO Award.

Dr. Cheung has entered into a letter of appointment (the “**Letter of Appointment of Dr. Cheung**”) with the Company for a term of three (3) year commencing 1 September 2014 subject to retirement and re-election at the forthcoming annual general meeting of the Company after his appointment. His appointment will also be subject to the retirement by rotation and re-election in accordance with the Articles and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 to the GEM Listing Rules. Dr. Cheung is entitled to receive remuneration which is determined by the Board with reference to the prevailing market rate and the Director’s duties and responsibilities in the Company at the recommendation of the Remuneration Committee and subject to review by the Board and the Remuneration Committee from time to time.

Save as disclosed herein and as at the date of this joint announcement, (i) each of the Appointed Directors does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company and has not held any other positions with the Group; (ii) each of the Appointed Directors does not hold any directorship in the past three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) each of the Appointed Directors does not have and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of SFO; (iv) there are no other matters concerning each of the Appointed Directors that need to be brought to the attention of the shareholders of the Company nor is there any information relating to each of the Appointed Directors that are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules; and (v) there are no other matters concerning each of the Appointed Directors that need to be brought to the attention of the shareholders of the Company nor is there any information relating to each of the Appointed Directors that need to be brought to the attention of the Shareholders.

Each of Mr. Wang and Dr. Cheung has confirmed that he meets the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

The Board would like to take this opportunity to express its warmest welcome to the Appointed Directors for joining the Company.

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, 27 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.

[#] *The English names of PRC nationals, enterprises, entities, departments, facilities, certificates, titles and the like are translations of their Chinese names and are for identification purpose only.*