

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)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, 25 FEBRUARY 2015 AT 3.00 P.M. (OR AT ANY ADJOURNED MEETING THEREOF)

I/We ^(note 1) _____ (name)
of _____ (address)
being the registered holder(s) of ^(note 2) _____ ordinary share(s)
of HK\$0.01 each (“Share(s)”) in the capital of Zebra Strategic Holdings Limited (the “Company”) HEREBY APPOINT
THE CHAIRMAN OF THE MEETING or (note 3) _____ (name)
of _____ (address)
as my/our proxy to attend and act for me/us at the extraordinary general meeting of the Company to be held at Unit 1207,
12/F, No. 9 Queen’s Road Central, Hong Kong on Wednesday, 25 February 2015 at 3.00 p.m. (the “Meeting”) (or at any
adjournment thereof) for the purpose of considering and, if thought fit, pass with or without amendments the resolution as
set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in
my/our name(s) in respect of such resolution as hereunder indicated and, if no such indication is given, as my/our proxy
thinks fit.

ORDINARY RESOLUTION ^(note 4)	For ^(Note 5)	Against ^(Note 5)
To approve, amongst other things, the Placing Agreement dated 29 December 2014, the issue and allotment of the Placing Shares and the transactions contemplated thereunder.		

Dated this _____ day of _____ 2015 Signature(s) _____ ^(note 6)

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the chairman of the Meeting is preferred, strike out “the chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. The above description of the proposed ordinary resolution is by way of summary only. The full text appears in the notice of the Meeting.
5. **IMPORTANT:** If you wish to vote for any resolution, tick the box marked “For”. If you wish to vote against any resolution, tick the box marked “Against”. Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than referred to the notice convening the Meeting.
6. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer, attorney or other person duly authorized.
7. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of authority, must be deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting.
8. In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders is present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
9. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
10. Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy shall be deemed to be revoked.