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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)**

### **COMPLETION OF PLACING OF NEW SHARES UNDER SPECIFIC MANDATE**

**Placing Agent**



The Board is pleased to announce that all of the conditions of the Placing have been fulfilled and the Completion took place on 24 March 2015. 190,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placées at the Placing Price of HK\$0.261 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

References are made to the announcements of Zebra Strategic Holdings Limited (the “**Company**”) dated 29 December 2014 and 25 February 2015 (the “**Announcements**”) and the circular of the Company dated 30 January 2015 (the “**Circular**”) in respect of the Placing. Unless defined otherwise, capitalized terms used herein shall have the same meanings as those defined in the Announcements and the Circular.

#### **COMPLETION OF THE PLACING**

The Board is pleased to announce that all of the conditions of the Placing have been fulfilled and the Completion took place on 24 March 2015. 190,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placées at the Placing Price of HK\$0.261 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, each of the Placees and whose respective ultimate beneficial owner(s) are Independent Third Parties and none of the Placees and their ultimate beneficial owners has become a substantial Shareholder (within the meaning of the GEM Listing Rules) immediately upon Completion.

The net proceeds from the Placing, after deduction of commission payable to the Placing Agent and other expenses incidental to the Placing, is approximately HK\$48.5 million which is intended to be used as to (i) approximately HK\$3 million as working capital for the Sheng Zhuo Group, which would cover staff salary, rental expenses and administrative expenses; (ii) approximately HK\$5.5 million as additional general working capital of the Group to maintain its liquidity and fulfill the need for possible increase of administrative expenses of the Group; and (iii) the remaining balance of approximately HK\$40 million to develop the Group's money lending business.

### SHAREHOLDING STRUCTURE OF THE COMPANY

190,000,000 Placing Shares represent approximately 28.57% of the issued share capital of the Company immediately after Completion. The aggregate nominal value of the Placing Shares issued under the Placing is HK\$1,900,000.

Set out below is the shareholding structure of the Company immediately before and after Completion:

Shareholders	Immediately before Completion		Immediately after Completion	
	No. of Shares	%	No. of Shares	%
Upmost Corporation Limited (Note 1)	207,200,000	43.62	207,200,000	31.16
Zhan Yu Global Limited (Note 2)	75,000,000	15.79	75,000,000	11.28
The Placees (Note 3)	—	—	190,000,000	28.57
Other public shareholders	<u>192,800,000</u>	<u>40.59</u>	<u>192,800,000</u>	<u>28.99</u>
<b>Total</b>	<u><u>475,000,000</u></u>	<u><u>100.00</u></u>	<u><u>665,000,000</u></u>	<u><u>100.00</u></u>

Notes:

1. Upmost Corporation Limited holds 207,200,000 Shares. As Upmost Corporation Limited is wholly and beneficially owned by Mr. Zhang Jian, Mr. Zhang Jian is deemed to be interested in 207,200,000 Shares.

2. Zhan Yu Global Limited holds 75,000,000 Shares. As Zhan Yu Global Limited is wholly and beneficially owned by Mr. Ye Jun, Mr. Ye Jun is deemed to be interested in 75,000,000 Shares.
3. None of the Placees has become a substantial Shareholder (within the meaning of the GEM Listing Rules) immediately upon Completion.

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

Hong Kong, 24 March 2015

*As at the date of this announcement, the executive Directors are Mr. Chang Tin Duk Victor and Mr. Zheng Zhong Qiang, the non-executive Director is Mr. Lam Tsz Chung and the independent non-executive Directors are Mr. Lam Raymond Shiu Cheung, Mr. Wang En Ping and Dr. Cheung Wai Bun Charles, JP.*

*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 enquires, 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 herein or this announcement misleading.*

*This announcement will remain on GEM website on the “Latest Company Announcements” page for at least seven days from the day of its posting and on the Company’s website at [www.zebra.com.hk](http://www.zebra.com.hk).*