

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of Zebra Strategic Holdings Limited (the “**Company**”) will be held at 3:00 p.m. on Thursday, 22 October 2015 at Unit 1207, 12/F, No. 9 Queens Road Central, Hong Kong for the purpose of considering and, if thought fit, pass with or without amendments the following resolutions as an ordinary resolution or special resolution (as the case maybe). Expressions that are not expressly defined in this notice of EGM shall bear the same meaning as that defined in the circular dated 30 September 2015 (the “**Circular**”).

AS ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the sale and purchase agreement (the “**Agreement**”) (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification) dated 8 June 2015 entered into between Wise Astute Limited, a wholly-owned subsidiary of the Company (as purchaser) and Maoman Holdings Limited (as vendor) in respect of the acquisition (the “**Acquisition**”) of the entire issued share capital of Radiant Expert Global Limited at a consideration of HK\$204,000,000 (the “**Consideration**”) and the transactions contemplated thereunder or incidental to the Agreement be and are hereby approved, ratified and confirmed;
- (b) subject to the proposed amendment to the articles of association of the Company, the completion of the Acquisition, and the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Ordinary Shares to be issued upon conversion of the Convertible Preference Shares, the allotment and issuance by the Company of 340,000,000 Convertible Preference Shares (each having the special rights and restrictions set out in the articles of association of the Company, as amended pursuant to the resolution no. 3 below) credited as fully paid at

an issue price of HK\$0.6 per Consideration Preference Share to Maoman Holdings Limited in satisfaction of the Consideration of the Acquisition pursuant to the Agreement and all other transactions contemplated thereunder be and are hereby approved; and

- (c) any one Director be and is hereby authorised for and on behalf of the Company to do all such acts and take all steps which he may consider necessary, desirable or expedient to implement and/or give effect to the transactions contemplated under Acquisition Agreement (including to authorize any amendment, supplementation and/or waiver of any terms thereunder).”
2. **“THAT** the authorised share capital of the Company be increased from HK\$50,000,000 divided into 5,000,000,000 Shares of HK\$0.01 each to HK\$100,000,000 divided into (i) 5,000,000,000 Shares of HK\$0.01; and (ii) 5,000,000,000 Convertible Preference Shares of HK\$0.01 each, by the creation of 5,000,000,000 Convertible Preference Shares of HK\$0.01 each having the special rights and restrictions set out in the articles of association of the Company, as amended pursuant to the resolution no. 3 below.”
3. the 5,000,000,000 existing issued and unissued shares of HK\$0.01 each in the capital of the Company be redesignated as “Ordinary Shares”;
4. the directors of the Company be and are hereby authorised for and on behalf of the Company to sign and execute all such documents, instruments and agreements, and to do all such acts or things, as they may consider necessary, appropriate, desirable or expedient to give effect to the proposed amendments to the articles of association of the Company and/or in connection with this resolution.”

AS SPECIAL RESOLUTION

5. **“THAT:**

the amendments to the existing articles of association of the Company (details of which are set out in Appendix XI to the Circular) be and are hereby approved and confirmed.

By Order of the Board
Zebra Strategic Holdings Limited
Lam Tsz Chung
Executive Director

Hong Kong, 30 September 2015

Notes:

- (1) A shareholder entitled to attend and vote at the meeting may appoint one or more than one proxy to attend and to vote instead of him.
- (2) In the case of joint holders of any share, any one of such persons may vote at the said meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders is present at the said meeting, 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 share shall alone be entitled to vote in respect thereof.
- (3) In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the share registrar and transfer office of the Company in Hong Kong, 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 the meeting or any adjourned meeting thereof. Completion and return of a form of proxy will not preclude shareholders from attending and voting in person should they so desire.
- (4) A form of proxy for use at the meeting is enclosed herewith.
- (5) The votes at the abovementioned meeting will be taken by a poll.

As at the date of this announcement, the executive Directors are Mr. Lam Tsz Chung and Mr. Zheng Zhong Qiang, the non-executive Director is Mr. Chang Tin Duk Victor 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 Rules Governing the Listing of Securities on the GEM 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 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.