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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)

### **THE CONVERSION OF CONVERTIBLE PREFERENCE SHARES**

**Financial Adviser**



**Euto Capital Partners Limited**

Reference is made to the announcements of Zebra Strategic Holdings Limited (the “**Company**”) dated 8 June 2015, 25 June 2015, 26 June 2015, 30 July 2015, 13 August 2015, 28 August 2015, 22 October 2015 and 5 November 2015 (the “**Announcements**”) and the circular of the Company dated 30 September 2015 (the “**Circular**”). Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

On 11 November 2015, the Company received conversion notices from holders of the Convertible Preference Shares (the “**CPS holders**”) to convert in aggregate, of 200,000,000 Convertible Preference Shares. Accordingly, pursuant to the terms of the Convertible Preference Shares, 200,000,000 Conversion Shares were allotted and issued by the Company to the CPS holders on 17 November 2015.

To the best of the Director’s knowledge, information and belief, the CPS holders and their ultimate beneficial owners are independent third parties of the Company and its connected persons (as defined under the GEM Listing Rules) as at the date of this announcement.

Set out below is the shareholding structure of the Company immediately before and after the conversion and the issue of the Conversion Shares.

	(a) Immediately before conversion and issue of the Conversion Shares		(b) Immediately after conversion and issue of the Conversion Shares	
	Shares	Approximate %	Shares	Approximate %
Upmost Corporation Limited (Note 1)	207,200,000	31.16	207,200,000	23.95
Zhan Yu Global Limited (Note 2)	75,000,000	11.28	75,000,000	8.67
CPS Holders	–	–	200,000,000	23.12
Other public Shareholders	382,800,000	57.56	382,800,000	44.26
Total	<u>665,000,000</u>	<u>100.00</u>	<u>865,000,000</u>	<u>100.00</u>

*Notes:*

1. Upmost Corporation Limited held 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 207,000,000 Shares.
2. Zhan Yu Global Limited held 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.

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

Hong Kong, 17 November 2015

*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](http://www.zebra.com.hk).*