

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.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.

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 SUBSCRIPTION FOR NEW SHARES UNDER GENERAL MANDATE AND APPOINTMENT OF EXECUTIVE DIRECTOR

Financial Adviser



Euto Capital Partners Limited

The Board is pleased to announce that all conditions precedent to the Subscription Agreement have been fulfilled, and the allotment and issue of an aggregate of 66,500,000 fully paid Subscription Shares by the Company to the Subscriber was completed on 18 November 2015 in accordance with the terms and conditions of the Subscription Agreement. The net proceeds from the issue of the Subscription Shares are approximately HK\$78.29 million.

Reference is made to the announcements of Zebra Strategic Holdings Limited (the “**Company**”) dated 10 November 2015 and 13 November 2015 (the “**Announcements**”) in relation to the Subscription. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as defined in the Announcements.

COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all conditions precedent to the Subscription Agreement have been fulfilled, and the completion took place on 18 November 2015. In accordance with the terms and conditions of the Subscription Agreement, an aggregate of 66,500,000 fully paid Subscription Shares by the Company have been allotted and issued to the Subscriber on 18 November 2015.

The net proceeds from the Subscription are approximately HK\$78.29 million and the net price per Subscription Share is approximately HK\$1.177 per Subscription Share.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The table below illustrates the shareholding structure of the Company (a) immediately before the completion of the Subscription; and (b) immediately after the completion of the Subscription:

	(a) Immediately before the completion of the Subscription		(b) Immediately after the completion of the Subscription	
	<i>Shares</i>	<i>Approximate %</i>	<i>Shares</i>	<i>Approximate %</i>
Upmost Corporation Limited (<i>Note 1</i>)	207,200,000	23.95	207,200,000	22.24
Zhan Yu Global Limited (<i>Note 2</i>)	075,000,000	8.67	75,000,000	8.05
Maoman Holdings Limited (<i>Note 3</i>)	52,276,923	6.04	52,276,923	5.61
New Champ Corporation Limited (<i>Note 4</i>)	50,000,000	5.78	50,000,000	5.37
Subscriber	–	–	66,500,000	7.14
Other public Shareholders	<u>480,523,077</u>	<u>55.56</u>	<u>480,523,077</u>	<u>51.59</u>
Total	<u><u>865,000,000</u></u>	<u><u>100.00</u></u>	<u><u>931,500,000</u></u>	<u><u>100.00</u></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.
3. Maoman Holdings Limited held 52,276,923 Shares. As Maoman Holdings Limited is wholly and beneficially owned by Mr. Ku Kim, Mr. Ku Kim is deemed to be interested in 52,276,923 Shares.
4. New Champ Corporation Limited held 50,000,000 Shares. As New Champ Corporation Limited is wholly and beneficially owned by Mr. Lin Ying Bo, Mr. Lin Ying Bo is deemed to be interested in 50,000,000 Shares.

APPOINTMENT OF EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Li Si Cong (李思聰), the Subscriber, has been appointed as an executive Director with effect from 18 November 2015. The appointment of Mr. Li has been reviewed by the Nomination Committee and approved by the Board in accordance with the articles of association of the Company.

Mr. Li, aged 57, graduated from 安徽廣播電視大學 (Anhui Open University*) in 1986 and worked at 中國人民銀行安徽省分行 (Anhui Province Branch of the People's Bank of China*). He is currently the chairman of 廣東銀達融資擔保投資集團有限公司 (Guangdong Yinda Financing and Guarantee Investment Group Limited*), and 廣東合銀創業投資有限公司 (Guangdong Heyin Start-up Investment Limited*). Mr. Li is also a 廣州市政協常委 (standing committee member of the Chinese People's Political Consultative Conference of Guangzhou*), vice president of 廣州市工商聯 (Guangzhou Federation of Industry and Commerce), president of 廣州市金融服務促進會 (Guangzhou Financial Service Promotion Association*), vice president of 廣州市知識份子聯誼會 (Guangzhou Intellectual Association*) and the vice president of 廣州外商投資企業協會 (Guangzhou Foreign Trade Investment Enterprises Association*). Mr. Li has received many awards for his contribution in different areas, which include 中國經濟百名傑出人物 (Outstanding Individual of the Economy of China*), 中國改革百名優秀人物 (Top 100 Revolutionist of the New Century in China*), 中國最具影響力企業家 (The Most Influential Entrepreneur in China*), 中國企業創新優秀人物 (Outstanding Individual on Renovation of Chinese Enterprises*), 全國中小企業信用擔保機構十大領軍人物 (Top 10 Leaders of Credit and Guarantee for Small and Mediumsized Enterprises of the Country*), 推動廣東經濟發展傑出貢獻人物 (Outstanding Individual for Promoting the Economy of Guangdong*), 亞洲十大創新人物 (Asia 10 Brand Innovation Personality Award), 中國改革開放三十年十大創新人物 (Top 10 Innovative Individuals for the Opening-up of China*), 建國60週年廣東經濟風雲人物 (Outstanding Individual of Guangdong for the 60th Anniversary of China*), 中國十大新銳人物 (Top 10 Innovative Individual of China*), 十大徽商領袖 (Top 10 Huishang Leaders*), 廣州市傑出企業家 (Guangzhou Outstanding Entrepreneur*) 廣東十大經濟風雲人物 (Top 10 Outstanding Business Individuals of Guangdong*), and 廣東省現代服務業優秀企業家 (Outstanding Entrepreneur of Guangdong Modern Services*).

The Company has entered into a service agreement with Mr. Li in relation to his appointment as an executive Director with no fixed term. Mr. Li is subject to re-election at the next general meeting of the Company after his appointment and thereafter subject to retirement by rotation at least once every three years in accordance with the articles of association of the Company. Mr. Li is entitled to a salary in the total sum of HK\$360,000 annually, which was determined with reference to the prevailing market rate.

As at the date of this announcement, Mr. Li is directly interested in 66,500,000 ordinary shares of the Company.

To the knowledge of the Board and as advised by Mr. Li, save as disclosed above and as at the date of this announcement, (i) Mr. Li did not hold any directorship in other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) Mr. Li did not hold any other position in the Group;

(iii) Mr. Li did not have any other interest or short position (both within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong (the “SFO”)) in the shares of the Company which is required to be disclosed under Part XV of SFO; (iv) Mr. Li does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company; and (v) there is no information that should be disclosed relating to Mr. Li which is required to be disclosed pursuant to Rule 17.50(2) (h) to (v) of the GEM Listing Rules and there are no matters that need to be brought to the attention of the shareholders of the Company in connection with the appointment of Mr. Li.

The Board would like to take this opportunity to welcome Mr. Li to join the Board.

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

Hong Kong, 18 November 2015

As at the date of this announcement, the executive Directors are Mr. Lam Tsz Chung Mr. Li Si Cong 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.

* *For identification purpose only*