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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)

### **CLARIFICATION ANNOUNCEMENT**

**Financial Adviser**



**Euto Capital Partners Limited**

Reference is made to the announcements of the Company dated 17 November 2015 (“**Conversion Announcement**”) and 18 November 2015 (“**Subscription Announcement**”, together with the Conversion Announcement, collectively the “**Announcements**”). Unless otherwise defined, capitalized terms used in herein shall have the same meanings as those defined in the Announcements.

#### **Conversion of Convertible Preference Shares**

Maoman Holdings Limited was allotted and issued 340,000,000 Convertible Preference Shares on 5 November 2015 as consideration for its sale of the entire issued share capital of Radiant Expert Global Limited.

As stated in the Conversion Announcement, on 11 November 2015, the Company received conversion notices from the CPS holders to convert in aggregate, of 200,000,000 Convertible Preference Shares, and 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.

The Board would like to clarify that the Company received notices of transfer of the Convertible Preference Shares from Maoman Holdings Limited to the CPS holders on 11 November 2015, and the Company has made reasonable enquiry to each of the CPS holders to ensure each of them is not a connected person on the same date prior to processing and completing the said transfers and registrations on 11 November 2015.

There were a total of 13 CPS holders, 2 of which (namely, New Champ Corporation Limited and Maoman Holdings Limited) held more than 5% of the total issued share capital of the Company as enlarged by the issuance of 200,000,000 Conversion Shares, while each of the remaining CPS holders held less than 5% of the total issued share capital of the Company as enlarged by the issuance of 200,000,000 Conversion Shares.

As at the date of this announcement, (i) New Champ Corporation Limited held 50,000,000 Shares, representing approximately 5.37% of the existing issued share capital of the Company; and (ii) Maoman Holdings Limited held 52,276,923 Shares, representing approximately 5.61% of the existing issued share capital of the Company.

Based on the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the CPS holders and their ultimate beneficial owners are independent third parties of (a) the Company and its connected persons; (b) Maoman Holdings Limited; and (c) among each of the CPS holders.

### **Subscription of new Shares under General Mandate**

As disclosed in the Subscription Announcement, an aggregate of 66,500,000 fully paid Subscription Shares were allotted and issued by the Company to the Subscriber on 18 November 2015 in accordance with the terms and conditions of the Subscription Agreement.

The Board would like to clarify that to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Subscriber (i.e. Mr. Li Si Cong) and his respective associates are independent third parties of New Champ Corporation Limited (being one of the CPS holders) and its ultimate beneficial owners.

The above mentioned clarifications do not affect any other information contained in the Announcements and, save as disclosed above, all other information in the Announcements shall remain unchanged.

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

Hong Kong, 23 November 2015

*As at the date of this announcement, the executive Directors are Mr. Lam Tsz Chung, Mr. Zheng Zhong Qiang and Mr. Li Si Cong, 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).*