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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 (“**Company**”) dated 8 June 2015, 25 June 2015, 26 June 2015, 30 July 2015, 13 August 2015, 28 August 2015, 22 October 2015, 5 November 2015 and 17 November 2015 (“**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 7 December 2015, the Company received a conversion notice from a holder of the Convertible Preference Shares (the “**CPS holder**”) to convert, in aggregate, 2,500,000 Convertible Preference Shares. Pursuant to the terms of the Convertible Preference Shares, 2,500,000 Conversion Shares were allotted and issued by the Company to the CPS holder on 14 December 2015.

To the best of the Director’s knowledge, information and belief, the CPS holder is independent third party of the Company and its connected person (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	
	<i>Shares</i>	<i>%</i>	<i>Shares</i>	<i>%</i>
Upmost Corporation Limited (<i>Note 1</i>)	207,200,000	22.24	207,200,000	22.18
Zhan Yu Global Limited (<i>Note 2</i>)	75,000,000	8.05	75,000,000	8.03
Li Si Cong (<i>Note 3</i>)	66,500,000	7.14	66,500,000	7.12
Maoman Holdings Limited (<i>Note 4</i>)	52,276,923	5.61	52,276,923	5.60
New Champ Corporation Limited (<i>Note 5</i>)	50,000,000	5.37	50,000,000	5.35
CPS holder	–	–	2,500,000	0.27
Other public Shareholders	<u>480,523,077</u>	<u>51.59</u>	<u>480,523,077</u>	<u>51.45</u>
Total	<u><u>931,500,000</u></u>	<u><u>100.00</u></u>	<u><u>934,000,000</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. Mr. Li Si Cong is a director of the Company.
4. 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.
5. 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.

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

Hong Kong, 14 December 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-group.com.