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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)

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 Friday, 11 March 2016 at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, 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 25 February 2016 (the “**Circular**”).

AS ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the sale and purchase agreement (the “**WM 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 20 January 2016 entered into between Wise Astute Limited, a wholly-owned subsidiary of the Company (as purchaser) and Elate Star Limited and Cultured Noble Limited respectively (together as vendors) in respect of the acquisition (the “**WM Acquisition**”) of the entire issued share capital of Best Moon Holdings Limited at a consideration of HK\$192,500,000 (the “**WM Consideration**”) and the transactions contemplated thereunder or incidental to the WM Agreement be and are hereby approved, ratified and confirmed;
- (b) subject to the completion of the WM 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 under the Specific Mandate, credited as fully paid at an issue price of HK\$1.3 per Consideration Share to Elate Star Limited and Cultured Noble Limited in satisfaction of the WM Consideration pursuant to the WM 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 WM Agreement (including to authorize any amendment, supplementation and/or waiver of any terms thereunder).”

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

Hong Kong, 25 February 2016

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. Zheng Zhong Qiang, Mr. Lam Tsz Chung 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.