

**If you are in any doubt** about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Zebra Strategic Holdings Limited (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

**PROPOSALS FOR GRANT OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES  
RETIREMENT OF DIRECTORS AND  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of the Company to be held on 2 August 2013 (Friday) at 4:30 p.m. at 11/F., 122 QRC, 122–126 Queen’s Road Central, Hong Kong is set out on pages 17 to 21 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 26/F Tesbury Centre, 28 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof should you so desire.

*This circular will remain on the “Latest Company Announcements” page of the Stock Exchange website at [www.hkexnews.hk](http://www.hkexnews.hk) for 7 days from the date of its posting. This circular will also be posted on the Company’s website at [www.zebra.com.hk](http://www.zebra.com.hk).*

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<b>CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET</b>
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**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be held on 2 August 2013 (Friday) at 4:30 p.m. at 11/F., 122 QRC, 122–126 Queen’s Road Central, Hong Kong;
“AGM Notice”	the notice convening the AGM set out on pages 17 to 21 of this circular;
“Articles”	the articles of association of the Company;
“associates”	has the same meaning as defined in the GEM Listing Rules;
“Board”	the board of Directors;
“Company”	Zebra Strategic Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange;
“connected person(s)”	has the same meaning as defined in the GEM Listing Rules;
“Director(s)”	the directors of the Company;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no. 4 in the AGM Notice;
“Latest Practicable Date”	26 June 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Date”	10 April 2013, the date on which dealings in the Shares commenced on GEM;
“Memorandum”	the memorandum of association of the Company;

## DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no. 5 in the AGM Notice;
“SFO”	Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers.

**LETTER FROM THE BOARD**

**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)**

*Executive Directors:*

Mr. Chang, Tin Duk Victor (*Chairman*)

Mr. Kung Phong

*Non-executive Director:*

Mr. Pan Chik

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Independent non-executive Directors:*

Mr. Ng, Kwan Ho Andy

Mr. Lam, Raymond Shiu Cheung

Mr. Tam, Tak Kei Raymond

*Places of Business in Hong Kong:*

5th Floor, Chinachem Century Tower

178 Gloucester Road

Wanchai, Hong Kong

28 June 2013

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GRANT OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES  
RETIREMENT OF DIRECTORS AND  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) furnish you with details of the proposed re-election of Directors; and (iv) give you notice of the AGM.

## LETTER FROM THE BOARD

### GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 400,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to issue a maximum of 80,000,000 Shares representing 20% of the aggregate nominal amount of the share capital of the Company as at the date of the AGM.

An explanatory statement containing information regarding the Repurchase Mandate is set out in the Appendix I to this circular.

### RETIREMENT OF DIRECTORS AND RE-ELECTION OF RETIRING DIRECTORS

All Directors will retire from office as Directors at the AGM. All of them, being eligible, offer themselves for re-election pursuant to Article 83(3) of the Articles. Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### AGM

A notice convening the AGM to be held on 2 August 2013 (Friday) at 4:30 p.m. at 11/F., 122 QRC, 122–126 Queen's Road Central, Hong Kong is set out on pages 17 to 21 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will find enclosed a proxy form for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible but in any event not less than

<b>LETTER FROM THE BOARD</b>
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48 hours before the time appointed for holding the AGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish.

**RECOMMENDATION**

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that all Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice at the AGM.

**RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 circular misleading.

By Order of the Board  
**Zebra Strategic Holdings Limited**  
**Chang, Tin Duk Victor**  
*Chairman*



This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

## **1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES**

The GEM Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The GEM Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

## **2. FUNDING AND IMPACT OF REPURCHASES**

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the Memorandum and Articles, the GEM Listing Rules and the applicable laws of the Cayman Islands. As compared with the financial position of the Company as at 31 March 2013 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

## **3. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

## **4. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 400,000,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 40,000,000 Shares, being 10% of the issued share capital of the Company.

**5. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the applicable laws of the Cayman Islands and in accordance with the Memorandum and Articles.

**6. EFFECT OF THE TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar the Directors are aware of, the controlling Shareholders were (i) Z Strategic Investments Ltd. ("Z Strategic") which owned 235,000,000 Shares (approximately 58.75% of the issued share capital of the Company); (ii) Mr. Chang, Tin Duk Victor ("Mr. Chang") and (iii) Mr. Kung Phong ("Mr. Kung"), where Z Strategic is beneficially owned by Mr. Chang and Mr. Kung in equal shares. For the purpose of the SFO, each of Mr. Chang and Mr. Kung is deemed or taken to be interested in all the Shares owned by Z Strategic. In the event that the Repurchase Mandate was exercised in full, (i) the interest of Z Strategic in the Company will be increased from approximately 58.75% to approximately 65.28%; and (ii) the interest of each of Mr. Chang and Mr. Kung in the Company will be increased from approximately 58.75% to approximately 65.28%. On the basis of the aforesaid increase of shareholding, the Directors are not aware of any consequences of such repurchases of Shares that would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. As the exercise of the Repurchase Mandate would result in insufficient public float of the Company, the Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

**7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

None of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

**8. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months ended on the Latest Practicable Date.

**9. SHARE PRICES**

The highest and lowest prices at which the Shares since the commencement date of dealing of the Shares on the Stock Exchange up to the Latest Practicable Date were as follows:

	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2013</b>		
April (from the Listing Date)	1.64	0.42
May	1.14	0.84
June (till the Latest Practicable Date)	1.03	0.50

Set out below are details of the proposed Directors to be re-elected at the AGM.

### Executive Directors

**Mr. Chang, Tin Duk Victor (張天德)** (“Mr. Chang”), aged 42, was appointed as a Director on 24 February 2012 and designated as the chairman of the Board and an executive Director on 2 April 2012. He is also a member of the remuneration committee and the nomination committee of the Company. He is a co-founder of the Group and is a director of Zebra Strategic Outsource Solution Limited. He is responsible for overseeing the business development and in-house operations and devising market strategies and business expansion plans of the Group. He has approximately 15 years of experience in recruitment process outsourcing, executive/staff search and private investment management. During the period from May 1996 to March 1999, Mr. Chang worked in Lippo Securities Limited and last held the position of assistant manager — investment services department. Since March 1999, Mr. Chang has been a director of Grand International Holdings Limited (“Grand International”) which is engaged in general investment. Between 3 January 2007 and 21 May 2009, Mr. Chang was beneficially interested in Astrum Capital Management Limited (a corporation licensed to carry out type 1 (dealing in securities), type 2 (dealing in futures contract), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO and he disposed of his interests in Astrum Capital Management Limited to Mr. Pan in October 2007 and May 2009 respectively for an aggregate consideration of HK\$6,214,200. During the period from July 2007 to August 2012, Mr. Chang was a director and a responsible officer of Astrum Capital Management Limited and Murtsa Capital Partners Limited, a corporation licensed to carry out type 9 (asset management) regulated activity under the SFO. To cope with the business expansion of the Group and to concentrate on the business of the Group, Mr. Chang resigned as a director of Astrum Capital Management Limited and Murtsa Capital Partners Limited on 16 August 2012 and ceased to act as a responsible officer of Astrum Capital Management Limited and Murtsa Capital Partners Limited on 2 January 2013. Mr. Chang has been appointed as a compliance consultant of Astrum Capital Management Limited with effect from 1 January 2013.

Mr. Chang graduated with a bachelor of science degree in business administration from Boston University in January 1993. He has not been a director of any publicly listed company during the three years immediately preceding the Latest Practicable Date.

Under Rule 17.50(2)(1) of the GEM Listing Rules, a director must disclose his directorship in any company which has been dissolved or put into liquidation (otherwise than by a member’s voluntary winding up when the company, in the case of a Hong Kong company, was solvent) or bankruptcy or the object of an analogous proceeding during the period when he was one of its directors or within 12 months after his ceasing to act as one of its directors. Mr. Chang has disclosed to the Board that he is one of the seven directors of Grand International and a winding-up petition was filed against Grand International as one of the respondents on 14 November 2011 in which the petitioner was seeking a court order to wind up Grand International under section 177(1)(f) of the Companies Ordinance. Despite the involvement of Mr. Chang in the aforesaid petition, the Company has sought the advice of an independent firm

of legal advisers and based on their opinion, the Directors are of the view that the aforesaid petition does not affect his character, experience and integrity to act as an executive Director. For further details, please refer to the prospectus of the Company dated 29 March 2013.

Save as disclosed above, Mr. Chang does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Chang owned 50% of the entire issued share capital of Z Strategic which in turn, owned 235,000,000 Shares (approximately 58.75% of the issued share capital of the Company). For the purpose of the SFO, Mr. Chang is deemed or taken to be interested in all the Shares owned by Z Strategic.

Save as disclosed above, Mr. Chang does not have any relationship with other Directors, senior management of the Company, substantial or controlling Shareholders and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Chang has entered into a director's service agreement with the Company for an initial term of three years commencing on the Listing Date, which may be terminated by giving the other party not less than three months' prior notice in writing.

Mr. Chang is entitled to receive an annual remuneration of HK\$910,000 which is determined with reference to market conditions and individual qualification and experience.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 17.50(2)(h) to (v) of the GEM Listing Rules.

**Mr. Kung Phong (龔鈺)** ("Mr. Kung"), aged 41, was appointed as an executive Director on 2 April 2012. He is a co-founder of the Group and is a director of Zebra Strategic Outsource Solution Limited. He is responsible for overseeing the business development, in-house operations, overall strategic planning, accounts and human resources activities of the Group. He has approximately 12 years of experience in business development as well as extensive knowledge in sales and marketing. From May 1997 to June 1999, Mr. Kung was employed as a senior researcher in an executive search company in Hong Kong. In 1999, he started his own executive search company which was engaged in the provision of executive search services in the banking and finance industry. To cope with the expansion and to broaden the human resources spectrum, Mr. Kung approached Mr. Chang to join and co-found the Group in 2002. From August 2008 to June 2011, he was an executive director of Lee & Man Chemical Company Limited (formerly known as Lee & Man Holding Limited) (stock code: 0746), which is a company listed on the Main Board of the Stock Exchange and is principally engaged in the manufacture and sale of chloro-alkali chemical products which consist of dichloromethane, chloroform and other ancillary products such as hydrogen peroxide and sodium hydroxide. He left Lee & Man Chemical Company Limited in order to concentrate on

his duty in Lee & Man Handbags Holding Limited (stock code: 1488), a company listed on the Main Board of the Stock Exchange. There was no disagreement between Mr. Kung and Lee & Man Chemical Company Limited.

Mr. Kung joined Lee & Man Handbags Holding Limited, which is principally engaged in the manufacture and sale of men and women's handbags, tote bags, cosmetics bags, children's bags and backpacks, as an executive director in January 2011 and he is responsible for the management and development of the handbag business of such company. Mr. Kung will allocate approximately 30% of his time and resources to the Group's business upon the Listing.

Save as disclosed above, Mr. Kung does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Kung owned 50% of the entire issued share capital of Z Strategic which in turn, owned 235,000,000 Shares (approximately 58.75% of the issued share capital of the Company). For the purpose of the SFO, Mr. Kung is deemed or taken to be interested in all the Shares owned by Z Strategic.

Save as disclosed above, Mr. Kung does not have any relationship with other Directors, senior management of the Company, substantial or controlling Shareholders and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Kung has entered into a director's service agreement with the Company for an initial term of three years commencing on the Listing Date, which may be terminated by giving the other party not less than three months' prior notice in writing.

Mr. Kung shall not receive any Director's remuneration.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 17.50(2)(h) to (v) of the GEM Listing Rules.

**Non-executive Director**

**Mr. Pan Chik (潘稷)** (“Mr. Pan”), aged 44, was appointed as our non-executive Director on 2 April 2012 and is responsible for advising on business opportunities for investment, development and expansion of the Group. Mr. Pan obtained a bachelor of arts degree in accounting, finance and economics from University of Essex in July 1991 and has approximately 18 years of experiences in investment services and asset management. During the period from May 1993 to April 2007, Mr. Pan worked in Lippo Securities Holdings Limited and last held the position of associate director — investment services.

In May 2009, Mr. Pan acquired an indirect 100% shareholding interest in Astrum Capital Management Limited from Mr. Chang and an Independent Third Party. He is currently a director and a responsible officer of Astrum Capital Management Limited. In 2009, Mr. Pan founded Murtsa Capital Partners Limited, where he focuses on providing advisory and management services to offshore funds. Mr. Pan is a director and a responsible officer of Murtsa Capital Partners Limited.

Other than his directorship in the Company, Mr. Pan was an independent non-executive director of Chinese Energy Holdings Limited (formerly known as iMerchants Limited) (stock code: 8009) from March 2008 to November 2009 and Sing Pao Media Enterprises Limited (formerly known as SMI Publishing Group Limited) (stock code: 8010) from September 2009 to August 2011, all of which are companies listed on GEM.

Save as disclosed above, Mr. Pan does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Pan owned the entire issued share capital of Ascent Way Investments Limited (“Ascent Way”) which in turn, owned 65,000,000 Shares (approximately 16.25% of the issued share capital of the Company). For the purpose of the SFO, Mr. Pan is deemed or taken to be interested in all the Shares owned by Ascent Way.

Save as disclosed above, Mr. Pan does not have any relationship with other Directors, senior management of the Company, substantial or controlling Shareholders and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Pan has entered into an appointment letter with the Company for an initial term of three years commencing on the Listing Date, which may be terminated by giving the other party not less than three months’ prior notice in writing.

Mr. Pan is entitled to receive an annual remuneration of HK\$120,000 which is determined with reference to market conditions and individual qualification and experience.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 17.50(2)(h) to (v) of the GEM Listing Rules.



**Independent non-executive Directors**

**Mr. Ng, Kwan Ho Andy (吳君豪)** (also known as Mr. Ng, Kwan-Ho Andrew) (“Mr. Ng”), aged 41, was appointed as an independent non-executive Director on 2 April 2012 and is responsible for providing independent judgment on the issue of strategy, performance, resources and standard of conduct of the Company. He is also the chairman of the audit committee and a member of both the remuneration committee and the nomination committee of the Company. Mr. Ng obtained a master’s degree in business administration in November 1999 from the Hong Kong University of Science and Technology and a bachelor of economics degree in February 1993 from the University of Sydney. Prior to joining the Group, he worked in Price Waterhouse Company Limited from August 1993 to January 1997, first as a staff accountant from August 1993 and thereafter as an audit senior from July 1995 to January 1997. From January 1997 to August 1998, Mr. Ng worked for Citibank N.A. and last held the position of senior financial analyst. From August 1998 to September 2001, he worked for Morgan Stanley Dean Witter Asia Limited and last held the position of associate in the finance division. From September 2001 to May 2007, he was employed by Deutsche Bank AG Hong Kong branch and last held the position of vice president, business area controller in the controlling division. From May 2007 to July 2009, he was employed by The Royal Bank of Scotland and last held the position of regional head, finance new product approval process. Mr. Ng has been an associate member of the Australia Society of Certified Practising Accountants since January 1994 and a member of the Institute of Management Accountants since August 1995. Mr. Ng currently does not have any full-time position.

Save as disclosed above, Mr. Ng does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Ng does not have any relationship with other Directors, senior management of the Company, substantial or controlling Shareholders and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Ng has entered into an appointment letter with the Company for an initial term of three years commencing on the Listing Date, which may be terminated by giving the other party not less than three months’ prior notice in writing.

Mr. Ng is entitled to receive an annual remuneration of HK\$120,000 which is determined with reference to market conditions and individual qualification and experience.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 17.50(2)(h) to (v) of the GEM Listing Rules.



**Mr. Lam, Raymond Shiu Cheung (林兆昌)** (“Mr. Lam”), aged 47, was appointed as an independent non-executive Director on 2 April 2012 and is responsible for providing independent judgment on the issue of strategy, performance, resources and standard of conduct of the Company. He is also the chairman of the remuneration committee and a member of both the audit committee and the nomination committee of the Company. Mr. Lam obtained a bachelor of business degree in banking and finance from the Victoria University of Technology (now known as Victoria University) in July 1991 and a master’s degree in applied finance from Macquarie University in September 1994.

Other than his directorship in our Company, Mr. Lam is currently an executive director of Chinese Food and Beverage Group Limited (stock code: 8272), an independent non-executive director of China Assurance Finance Group Limited (stock code: 8090), all of which are companies listed on GEM. He is also an independent non-executive director of The Hong Kong Building and Loan Agency Limited, a company listed on the Main Board (stock code: 0145). From January 2008 to September 2010, he was an independent non-executive director of China Oriental Culture Group Limited, a company listed on the Main Board (stock code: 2371). He was also an independent non-executive director of China Railway Logistics Limited (stock code: 8089) from December 2008 to June 2009; China Bio-Med Regeneration Technology Limited (stock code: 8158) from June 2008 to June 2009; Chinese Food and Beverage Group Limited (stock code: 8272) from May 2010 to April 2013, all of which are companies listed on GEM. He was also the deputy chief executive officer of China Eco-Farming Limited (stock code: 8166) from June 2009 to April 2013, a company listed on GEM.

Save as disclosed above, Mr. Lam does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Lam does not have any relationship with other Directors, senior management of the Company, substantial or controlling Shareholders and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Lam has entered into an appointment letter with the Company for an initial term of three years commencing on the Listing Date, which may be terminated by giving the other party not less than three months’ prior notice in writing.

Mr. Lam is entitled to receive an annual remuneration of HK\$120,000 which is determined with reference to market conditions and individual qualification and experience.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 17.50(2)(h) to (v) of the GEM Listing Rules.

**Mr. Tam, Tak Kei Raymond** (譚德機) (“Mr. Tam”), aged 50, was appointed as an independent non-executive Director on 26 June 2012 and is responsible for providing independent judgment on the issue of strategy, performance, resources and standard of conduct of the Company. He is also the chairman of the nomination committee and a member of both the audit committee and the remuneration committee of the Company. Mr. Tam obtained a bachelor of arts degree in accounting with computing from the University of Kent at Canterbury (now known as the University of Kent) in July 1985 and has over 20 years of professional accounting experience. Prior to joining the Group, Mr. Tam had been the financial controller of David Y W Ho & Co. from May 1995 to January 2002, Barlow Lyde & Gilbert from December 2002 to May 2010 and Blank Rome Solicitors from June 2010 to September 2011. Mr. Tam has been a member of the Institute of Chartered Accountants in England and Wales since August 1990 and an associate of the Hong Kong Society of Accountants (now known as Hong Kong Institute of Certified Public Accountants) since January 1995. He is currently the finance director of a Hong Kong-based auction company and the company secretary of Branding China Group Limited, a company listed on GEM (stock code: 8219).

Other than his directorship in the Company, Mr. Tam is also an independent non-executive director of Sun Innovation Holdings Limited (stock code: 0547), Tianjin Jinran Public Utilities Company Limited (formerly known as Tianjin Tianlian Public Utilities Company Limited) (stock code: 1265), Vision Fame International Holding Limited (stock code: 1315) and Sunley Holdings Limited (stock code: 1240), all of which are companies listed on the Main Board.

Save as disclosed above, Mr. Tam does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Tam does not have any relationship with other Directors, senior management of the Company, substantial or controlling Shareholders and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Tam has entered into an appointment letter with the Company for an initial term of three years commencing on the Listing Date, which may be terminated by giving the other party not less than three months’ prior notice in writing.

Mr. Tam is entitled to receive an annual remuneration of HK\$120,000 which is determined with reference to market conditions and individual qualification and experience.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 17.50(2)(h) to (v) of the GEM Listing Rules.

**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 IS HEREBY GIVEN** that an annual general meeting (the “Meeting”) of Zebra Strategic Holdings Limited (the “Company”) will be held on 2 August 2013 (Friday) at 4:30 p.m. at 11/F., 122 QRC, 122–126 Queen’s Road Central, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

1. To receive, consider and adopt the audited consolidated accounts and reports of the directors and auditor of the Company and its subsidiaries for the year ended 31 March 2013.
2. To re-appoint BDO Limited as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.
3.
  - (a) Mr. Chang, Tin Duk Victor be re-elected as an executive Director of the Company and the board of directors of the Company be authorised to fix his director’s remuneration.
  - (b) Mr. Kung Phong be re-elected as an executive Director of the Company and the board of directors of the Company be authorised to fix his director’s remuneration.
  - (c) Mr. Pan Chik be re-elected as a non-executive Director of the Company and the board of directors of the Company be authorised to fix his director’s remuneration.
  - (d) Mr. Ng Kwan Ho Andy be re-elected as an independent non-executive Director of the Company and the board of directors of the Company be authorised to fix his director’s remuneration.
  - (e) Mr. Lam, Raymond Shiu Cheung be re-elected as an independent non-executive Director of the Company and the board of directors of the Company be authorised to fix his director’s remuneration.
  - (f) Mr. Tam, Tak Kei Raymond be re-elected as an independent non-executive Director of the Company and the board of directors of the Company be authorised to fix his director’s remuneration.

## NOTICE OF ANNUAL GENERAL MEETING

4. “THAT:

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

## NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

5. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the aggregate nominal amount of share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or

## NOTICE OF ANNUAL GENERAL MEETING

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. “**THAT** conditional upon the passing of Resolutions 4 and 5 as set out in this notice convening the Meeting of which this Resolution forms part, the general mandate granted to the directors of the Company pursuant to Resolution 4 as set out in this notice convening the Meeting of which this Resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 5 as set out in this notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution.”

By Order of the Board  
**Zebra Strategic Holdings Limited**  
**Chang, Tin Duk Victor**  
*Chairman*

Hong Kong, 28 June 2013

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 26/F Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

## NOTICE OF ANNUAL GENERAL MEETING

7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution no. 5 as set out in this notice is enclosed.
8. The transfer books and Register of Members of the Company will be closed from 1 August 2013 to 2 August 2013, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 31 July 2013.
9. Details of each of the retiring directors proposed to be re-elected as a director of the Company at the Meeting are set out in Appendix II to this circular.
10. A form of proxy for use at the Meeting is enclosed.