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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: 08260)

POLL RESULTS OF THE ANNUAL GENERAL MEETING AND RE-ELECTION OF RETIRING DIRECTORS

The Board is pleased to announce that all the resolutions as set out in the AGM Notice were duly passed at the AGM held on 2 August 2013

Reference is made to the notice of annual general meeting (the “**AGM**”) dated 28 June 2013 (the “**AGM Notice**”) of Zebra Strategic Holdings Limited (the “**Company**”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the circular of the Company dated 28 June 2013.

POLL RESULTS OF AGM

The Board announces that, at the AGM held at 11/F., 122 QRC, 122–126 Queen’s Road Central, Hong Kong on 2 August 2013 at 4:30 p.m., voting by poll was adopted for all of the resolutions as set out in the AGM Notice (the “**Resolutions**”).

The Board is pleased to announce that the Resolutions were duly passed by the Shareholders by way of poll at the AGM. The poll results for the Resolutions are as follows:

Ordinary Resolutions	Number of Votes (%)		Total Votes
	For	Against	
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.	300,000,000 (100%)	0 (0%)	300,000,000
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.	300,000,000 (100%)	0 (0%)	300,000,000

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.	300,000,000 (100%)	0 (0%)	300,000,000
	(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.	300,000,000 (100%)	0 (0%)	300,000,000
	(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.	300,000,000 (100%)	0 (0%)	300,000,000
	(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.	300,000,000 (100%)	0 (0%)	300,000,000
	(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.	300,000,000 (100%)	0 (0%)	300,000,000
	(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.	300,000,000 (100%)	0 (0%)	300,000,000
4.		To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.	300,000,000 (100%)	0 (0%)	300,000,000

5.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.	300,000,000 (100%)	0 (0%)	300,000,000
6.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company.	300,000,000 (100%)	0 (0%)	300,000,000

The description of the Resolutions above is by way of summary only. The full text appears in the AGM Notice.

As more than 50% of the votes were cast in favour of the Resolutions, the Resolutions were duly passed as ordinary resolutions of the Company.

Tricor Investor Services Limited, was appointed as the scrutineer for the poll voting at the AGM.

Notes:

- (a) The total number of Shares in issue as at the date of the AGM: 400,000,000 Shares of HK\$0.01 each. No Shareholder was required to abstain from voting on the Resolutions at the AGM under the GEM Listing Rules.
- (b) The total number of Shares entitling the holders to attend and vote only against the Resolutions at the AGM as set out in Rule 17.47A of the GEM Listing Rules: Nil.
- (c) The total number of Shares entitling the holders to attend and to vote for or against the Resolutions at the AGM: 400,000,000 Shares.

RE-ELECTION OF MR. CHANG, TIN DUK VICTOR AS AN EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Chang, Tin Duk Victor as an executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

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 Chik 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 date of this announcement.

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 date of this announcement, Mr. Chang owned 50% of the entire issued share capital of Z Strategic Investments Ltd. ("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.

RE-ELECTION OF MR. KUNG PHONG AS AN EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Kung Phong as an executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

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, inhouse 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 date of this announcement, 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.

RE-ELECTION OF MR. PAN CHIK AS A NON-EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Pan Chik as a non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Pan Chik (潘櫻) ("Mr. Pan"), aged 44, was appointed as a 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 date of this announcement, 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.

RE-ELECTION OF MR. NG, KWAN HO ANDY AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Ng, Kwan Ho Andy as an independent non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

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.

RE-ELECTION OF MR. LAM, RAYMOND SHIU CHEUNG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Lam, Raymond Shiu Cheung as an independent non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

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 the 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.

RE-ELECTION OF MR. TAM, TAK KEI RAYMOND AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Tam, Tak Kei Raymond as an independent non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

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.

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

Hong Kong, 2 August 2013

As at the date of this announcement, the executive Directors are Mr. Chang Tin Duk, Victor and Mr. Kung Phong, the non-executive Director is Mr. Pan Chik and the independent non-executive Directors are Mr. Ng Kwan Ho, Andy, Mr. Lam, Raymond Shiu Cheung and Mr. Tam Tak Kei, Raymond.

This announcement, 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 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 the “Latest Company Announcements” page of the Stock Exchange website at www.hkexnews.hk for 7 days from the date of its posting. This announcement will also be posted on the Company’s website at www.zebra.com.hk.