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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)

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 13 August 2014.

Reference is made to the notice of annual general meeting (the “**AGM**”) dated 30 June 2014 (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 30 June 2014.

POLL RESULTS OF AGM

The Board announces that, at the AGM held at Unit 1207, 12/F., No. 9 Queen’s Road Central, Hong Kong on 13 August 2014 at 3:00 p.m., poll voting 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 poll voting 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 auditors of the Company and its subsidiaries for the year ended 31 March 2014.	204,001,000 (100%)	0 (0%)	204,001,000
2. To re-appoint BDO Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.	204,001,000 (100%)	0 (0%)	204,001,000
3. (a) 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.	204,001,000 (100%)	0 (0%)	204,001,000

Ordinary Resolutions	Number of Votes (%)		Total Votes
	For	Against	
(b) 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.	204,001,000 (100%)	0 (0%)	204,001,000
(c) 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.	204,001,000 (100%)	0 (0%)	204,001,000
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.	204,001,000 (100%)	0 (0%)	204,001,000
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.	204,001,000 (100%)	0 (0%)	204,001,000
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.	204,001,000 (100%)	0 (0%)	204,001,000

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.

The Hong Kong branch share registrar and transfer office 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: 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. 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 42, 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 48, 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) and an independent non-executive director of China Assurance Finance Group Limited (stock code: 8090), both of which are companies listed on GEM.

He was an independent non-executive director of China Chuanglian Education Group Limited (formerly known as China Oriental Culture Group Limited) (stock code: 2371) from January 2008 to September 2010 and The Hong Kong Building and Loan Agency Limited (stock code: 0145) from February 2012 to June 2014, both of which are companies listed on the Main Board. 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 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 51, 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 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), Sunley Holdings Limited (stock code: 1240), Jin Cai Holdings Company Limited (stock code: 1250) and Ngai Shun Holdings Limited (stock code: 1246), all of which are companies listed on the Main Board. Mr. Tam had acted as an independent non-executive director of Digital Domain Holdings Limited (formerly known as Sun Innovation Holdings Limited), a company whose shares of which are listed on the Main Board (stock code: 0547) during the period from 10 September 2009 to 9 August 2013.

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, 13 August 2014

As at the date of this announcement, the executive Directors are Mr. Chang Tin Duk, Victor and Mr. Kung Phong, 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.