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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)

DISCLOSEABLE TRANSACTION PROVISION OF FINANCIAL ASSISTANCE

PROVISION OF FINANCIAL ASSISTANCE

The Board is pleased to announce that, on 26 May 2015, Guangdong Hong Bo had entered into the Loan Agreement with the Borrower. Pursuant to the Loan Agreement, Guangdong Hong Bo has agreed to lend a fund in the amount of RMB9 million (equivalent to approximately HK\$11.25 million) to the Borrower for a term of 60 days.

GEM LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the amount of financial assistance granted to the Borrower within the period of 12 months immediately preceding to the date of the Loan Agreement are more than 5% but less than 25%, the Loan granted under the Loan Agreement constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the reporting and announcement requirements under the GEM Listing Rules.

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Summarised below are the principal terms of the Loan Agreement.

THE LOAN AGREEMENT

Principal terms

Date of the Loan Agreement:	26 May 2015
Lender:	Guangdong Hong Bo
Borrower:	喬宗明 (unofficial English translation being “Qiao Zong Ming”)
Loan amount:	RMB9 million (equivalent to approximately HK\$11.25 million)
Interest rate:	5% per annum
Term:	60 days commencing from the drawdown date of the Loan
Repayment:	The Borrower shall repay in full the outstanding amount of the Loan at the end of the term

The Loan

Guangdong Hong Bo will transfer the amount with respect to the Loan, being RMB9 million (equivalent to approximately HK\$11.25 million), to the Borrower on the drawdown date. The Group will finance the Loan with its internal resources.

Pursuant to the Loan Agreement, all the economic interest (including but not limited to loan repayment and loan interest) arising from the Loan Agreement shall belong to Guangdong Hong Bo.

INFORMATION ON THE BORROWER

The Borrower is an individual. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Borrower is an Independent Third Party and not connected with the Group. The Borrower has less than 12 months of business relationship with the Group, other than entering into the Loan Agreement, and there is no default history of the Borrower to the Group.

INFORMATION ON THE GROUP

The principal activity of the Group is the provision of staff outsourcing services. The Group is also engaged in the provision of executive/staff search services and other human resources support services.

Guangdong Hong Bo is a company established in the PRC which is principally engaged in the provision of credit assessment and credit counseling services to the customers in the PRC.

REASONS FOR ENTERING INTO THE LOAN AGREEMENT

The terms of the Loan Agreement are negotiated on an arm's length basis and are on normal commercial terms. The Loan Agreement is expected to increase the revenue of the Group and to bring positive cashflow arisen from the interest income in respect of the Loan. The Lender mainly relies on the legal charge procured by the Borrower in respect of properties in the PRC worth not less than RMB16 million (equivalent to approximately HK\$20 million) to cover the loss if the Loan is in default. The Directors (including the independent non-executive Directors) consider that the entering into the Loan Agreement is fair and reasonable and is in the interests of the Company and its shareholders as a whole.

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DEFINITIONS

In this announcement, the following expressions have the following meanings:

“Board”	the board of Directors
“Borrower”	喬宗明 (unofficial English translation being “Qiao Zong Ming”)
“Company”	Zebra Strategic Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“Loan”	the loan contemplated under the Loan Agreement
“Loan Agreement”	the loan agreement dated 26 May 2015 entered into between Guangdong Hong Bo and the Borrower in respect of a loan in the amount of RMB9 million (equivalent to approximately HK\$11.25 million)

“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
“Guangdong Hong Bo” or the “Lender”	廣東弘博信用管理服務有限公司 (unofficial English translation being “Guangdong Hong Bo Credit Management Services Company Limited”), a limited liability company established in the PRC, the entire equity interest of which is wholly-owned by the Group
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	person who, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, is third party independent of the Company and its connected person(s)
“PRC”	the People’s Republic of China and, for the purpose of this announcement, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

In this announcement, amounts quoted in RMB have been converted into HK\$ at the rate of HK\$1.00 to RMB0.80. Such exchange rate has been used, where applicable, for the purposes of illustration only and does not constitute a representation that any amounts were or may have been exchanged at this or any other rates or at all.

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

Hong Kong, 26 May 2015

As at the date of this announcement, the executive Directors are Mr. Chang Tin Duk Victor and Mr. Zheng Zhong Qiang, the non-executive Director is Mr. Lam Tsz Chung and the independent non-executive Directors are Mr. Lam Raymond Shiu Cheung, Mr. Wang En Ping and Dr. Cheung Wai Bun Charles, JP.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM for the purpose of giving information with regard to the Company.

The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on GEM website on the “Latest Listed Company Information” page for at least seven days from the day of its posting and on the Company’s website at www.zebra.com.hk.