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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)

RE-DESIGNATION OF DIRECTORS RESIGNATION OF CHIEF EXECUTIVE OFFICER AND CHAIRMAN OF BOARD OF DIRECTORS CHANGE OF COMPANY SECRETARY AND CHANGE OF COMPLIANCE OFFICER AND AUTHORISED REPRESENTATIVES

The Board announces the following changes of the Company:

- (1) Mr. Chang, the executive Director, the chairman of the Board and the CEO, will be re-designated as the non-executive Director and cease to be the chairman of the Board and the CEO with effect from 31 August 2015. Mr. Chang will cease to act as the Compliance Officer and the Authorised Representative of the Company upon his re-designation as the non-executive Director.
- (2) Mr. Lam, the non-executive Director, will be re-designated as the executive Director and appointed as the Compliance Officer and the Authorised Representative of the Company with effect from 31 August 2015.
- (3) Ms. Wong will resign as the Company Secretary with effect from 31 August 2015 and will cease to act as the Authorized Representative of the Company upon her resignation.
- (4) Mr. Chan will be appointed as the Company Secretary and Authorised Representative of the Company with effect from 31 August 2015.

RE-DESIGNATION OF DIRECTORS AND RESIGNATION OF CHIEF EXECUTIVE OFFICER AND CHAIRMAN OF THE BOARD

The board (the “**Board**”) of directors (the “**Director(s)**”) of Zebra Strategic Holdings Limited (the “**Company**” together with its subsidiaries, collectively the “**Group**”) announces that (1) Mr. Chang Tin Duk, Victor (“**Mr. Chang**”), the executive Director, the chairman of the Board and the chief executive officer of the Company (the “**CEO**”), will be re-designated as the non-executive Director and cease to be the chairman of the Board and the CEO with effect from 31 August 2015; and (2) Mr. Lam Tsz Chung (“**Mr. Lam**”), the non-executive Director, will be re-designated as the executive Director with effect from 31 August 2015.

Mr. Chang, aged 44, was appointed as the executive Director on 24 February 2012. He is a co-founder of the Group and is a director of a number of subsidiaries of the Company. He has over 16 years of experience in recruitment process outsourcing, executive/staff search and private investment management. Mr. Chang graduated with a bachelor of science degree in business administration from Boston University in January 1993.

Mr. Chang has confirmed that there is no disagreement with the Board, and there is no matter relating to his resignation as the chairman of the Board and the CEO that needs to be brought to the attention to the shareholders of the Company. During his time as the chairman of the Board and the CEO, Mr. Chang has shown great commitment in ensuring the development of the Company. The Company extends its gratitude to Mr. Chang for his contribution to the Company.

Mr. Chang will enter into a letter of appointment with the Company with a term of three years, he will be subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Chang is entitled to receive an annual remuneration of HK\$240,000 which is reviewed by the remuneration committee of the Company and determined by the Board with reference to the prevailing market rate and his duties and responsibilities in the Company.

As at the date hereof, Mr. Chang does not have, and is not deemed to have, any interests or short positions in the shares and underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (the “**SFO**”).

Save as disclosed above, (i) Mr. Chang does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders (as defined under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”)) of the Company; (ii) Mr. Chang does not hold other positions with the Company and other members of the Group; (iii) Mr. Chang did not hold any directorship in the last three years preceding the date of this announcement in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) Mr. Chang does not have any other matters that need to be brought to the attention of the shareholders of the Company nor does he have any other information that is required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

The Company is seeking the suitable candidate(s) at endeavor basis to act as the chairman of the Board and the CEO.

Mr. Lam, aged 42, was appointed as the non-executive Director on 1 September 2014 and is responsible for advising on business opportunities for investment, development and expansion of the Company. He is also a member of remuneration committee of the Company and a director of a number of the subsidiaries of the Group.

Mr. Lam obtained a Bachelor of Laws and a Postgraduate Certificate of Laws from the University of Hong Kong in 1995 and 1996 respectively. He obtained a Master of Laws from City University of Hong Kong and a Master of Science (Financial Analysis) from the Hong Kong University of Science and Technology.

Having practised laws in Hong Kong for more than 15 years, Mr. Lam is qualified to practise in Hong Kong and England and Wales. He is currently a consultant of Messrs. C. W. Lau & Co. holding a practicing certificate issued by the Law Society of Hong Kong. From October 2013 to August 2015, he was the chief legal counsel of Sino Credit Holdings Limited (Stock code: 0628). Mr. Lam is a China-Appointed Attesting Officer appointed by Ministry of Justice of the People's Republic of China, an adjudicator of Immigration Tribunal, an adjudicator of Registration of Persons Tribunal and a member of Appeal Panel (Housing).

Mr. Lam will enter into a service contract with the Company with a term of three years, he will be subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Lam is entitled to receive an annual remuneration of HK\$360,000 which is reviewed by the remuneration committee of the Company and determined by the Board with reference to the prevailing market rate and his duties and responsibilities in the Company.

As at the date hereof, Mr. Lam does not have, and is not deemed to have, any interests or short positions in the shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Mr. Lam does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders (as defined under the GEM Listing Rules) of the Company; (ii) Mr. Lam does not hold other positions with the Company and other members of the Group; (iii) Mr. Lam did not hold any directorship in the last three years preceding the date of this announcement in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) Mr. Lam does not have any other matters that need to be brought to the attention of the shareholders of the Company nor does he have any other information that is required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

CHANGE OF COMPANY SECRETARY AND AUTHORIZED REPRESENTATIVES

The Board announces that with effect from 31 August 2015, Ms. Wong, Susan Chui San (“**Ms. Wong**”) will resign as the company secretary of the Company (the “**Company Secretary**”) and will cease to act as the Authorised representative of the Company (the “**Authorised Representative**”) under Rule 5.24 of the GEM Listing Rules.

Ms. Wong confirmed that she has no disagreement with the Board and there are no circumstances that need to be brought to the attention of the shareholders of the Company in relation to her resignation.

Mr. Chan Chi Fai David (“**Mr. Chan**”) will be appointed as the Company Secretary and the Authorised Representative of the Company with effect from 31 August 2015.

Mr. Chan is a fellow member of the Hong Kong Institute of Certified Public Accountants and holds a Bachelor’s degree in Business Administration from the University of Manchester. He has over 27 years of experience in company secretary, auditing, finance and accounting fields in various listed companies and international accounting firm in Hong Kong.

Under Rules 5.19 and 5.24 of GEM Listing Rules, the Board also announces that with effect from 31 August 2015, Mr. Chang will cease to act as the compliance officer and the Authorised Representative of the Company. Mr. Lam will act as the compliance officer and the Authorised Representative of the Company upon his re-designation as the executive Director of the Company.

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

Hong Kong, 28 August 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.