

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

Case Number : 20120703-I12012-0002

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Company name : Zebra Strategic Holdings Limited (the “Company”)
施伯樂策略控股有限公司

Stock code (ordinary shares) : 8260

This information sheet contains certain particulars concerning the Company which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 9 April 2013.

A. General

Place of incorporation : The Cayman Islands

Date of initial listing on GEM : 10 April 2013

Name of Sponsor(s) : Messis Capital Limited

Names of directors : *Executive directors:*
Chang Tin Duk Victor (張天德)
Kung Phong (龔鈺)

Non-executive director:
Pan Chik (潘櫻)

Independent non-executive directors:
Ng Kwan Ho Andy (吳君豪)
Lam Raymond Shiu Cheung (林兆昌)
Tam Tak Kei Raymond (譚德機)

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Approximate	
	No. of ordinary shares	percentage of issued share capital
	Name	
	Z Strategic Investments Ltd.	235,000,000 58.75% (Note 1)
	Ascent Way Investments Limited	65,000,000 16.25% (Note 2)

Notes:

- Z Strategic Investments Ltd., a company incorporated in the British Virgin Islands (“the BVI”) with limited liability on 5 March 2013 and an investment holding company wholly and beneficially owned by Mr. Chang Tin Duk Victor (“Mr. Chang”) and Mr. Kung Phong (“Mr. Kung”) in equal shares. Both Mr. Chang and Mr. Kung are the executive directors of the Company.*
- Ascent Way Investments Limited, a company incorporated in the BVI with limited liability on 3 August 2007 and an investment holding company wholly and beneficially owned by Mr. Pan Chik, the non-executive director of the Company.*

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : N/A

Financial year end date : 31 March

Registered address : Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Head office and principal place of business : 5th Floor
Chinachem Century Tower
178 Gloucester Road
Wanchai
Hong Kong

Web-site address (if applicable) : www.zebra.com.hk

Share registrar : Principal share registrar:
Codan Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Hong Kong branch share registrar:
Tricor Investor Services Limited
26th Floor, Tesbury Centre
28 Queen's Road East
Hong Kong

Auditors : BDO Limited

B. Business activities

The Company and its subsidiaries (collectively, the “Group”) are principally engaged in 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 including sale of eHRIS software, payroll outsourcing services and human resources advisory and administration services.

C. Ordinary shares

Number of ordinary shares in issue : 400,000,000 shares

Par value of ordinary shares in issue : HK\$0.01

Board lot size (in number of shares) : 10,000

Name of other stock exchange(s) on which ordinary shares are also listed : N/A

D. Warrants

Stock code : N/A

Board lot size : N/A

Expiry date : N/A

Exercise price : N/A

Conversion ratio (*Not applicable if the warrant is denominated in dollar value of conversion right*) : N/A

No. of warrants outstanding : N/A

No. of shares falling to be issued upon the exercise of outstanding warrants : N/A

E. Other securities

Number of share options granted and outstanding : Nil

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Chang Tin Duk Victor

Kung Phong

Pan Chik

Ng Kwan Ho Andy

Lam Raymond Shiu Cheung

Tam Tak Kei Raymond

Notes:

- 1 This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- 2 Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- 3 Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*