

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Case Number: 20141126-F08260-0002

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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 above company (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 15 December 2014.

A. GENERAL

Place of incorporation: The Cayman Islands

Date of initial listing on GEM: 10 April 2013

Name of Sponsor(s): N/A

Names of directors:
*(please distinguish the status
of the directors — Executive,
Non-Executive or
Independent Non-Executive)*

Executive Directors:
Mr. Chang Tin Duk, Victor (*Chairman*)
Mr. Zheng Zhong Qiang

Non-executive Director:
Mr. Lam Tsz Chung

Independent non-executive directors:
Mr. Lam Raymond Shiu Cheung
Mr. Wang En Ping
Dr. Cheung Wai Bun Charles, *JP*

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

| Name | No. of ordinary shares | Approximate percentage of issued share capital |
|----------------------------|---------------------------------------|---|
| Upmost Corporation Limited | 207,200,000 | 43.62 % (<i>Note 1</i>) |
| Zhan Yu Global Limited | 75,000,000 | 15.79 % (<i>Note 2</i>) |

Notes:

1. Upmost Corporation Limited is a company incorporated in Hong Kong with limited liabilities and wholly and beneficially owned by Mr. Zhang Jian.
2. Zhan Yu Global Limited is a company incorporated in the BVI with limited liabilities and wholly and beneficially owned by Mr. Shiu Shu Ming.

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: | <i>Principal share registrar:</i> Codan Trust Company (Cayman) Limited Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands <i>Hong Kong branch share registrar:</i> Tricor Investor Services Limited Level 22, Hopewell Centre 183 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: | 475,000,000 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: <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i> | 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

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

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 Stock 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:

Mr. Chang Tin Duk Victor

Mr. Zheng Zhong Qiang

Mr. Lam Tsz Chung

Mr. Lam Raymond Shiu Cheung

Mr. Wang En Ping

Dr. Cheung Wai Bun Charles, *JP*

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.