

**THE STOCK EXCHANGE OF HONG KONG LIMITED**  
*(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)*

**APPENDIX 5**

**FORMS RELATING TO LISTING**

**FORM F**

**THE GROWTH ENTERPRISE MARKET (GEM)**

**COMPANY INFORMATION SHEET**

**Case Number:** 20150609-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.

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The information in this sheet was updated as of 05 November 2015.....

**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: ***Executive Directors:***

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

Mr. Lam Tsz Chung  
Mr. Zheng Zhong Qiang

***Non-executive Director:***

Mr. Chang Tin Duk, Victor

***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	31.16 % (Note 1)
Zhan Yu Global Limited	75,000,000	11.28 % (Note 2)

***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. Ye Jun.*

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

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Head office and principal place of business: 2418A,  
 Wing On Centre,  
 111 Connaught Road  
 Central  
 Hong Kong

Web-site address (if applicable): [www.zebra.com.hk](http://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  
 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 (i) staff outsourcing services, executive / staff search and other human resources support services; (ii) credit assessment, credit counselling services; and (iii) entrusted loan in the PRC.

**C. Ordinary shares**

Number of ordinary shares in issue: 665,000,000 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: N/A  
*(Not applicable if the warrant is  
 denominated in dollar value of  
 conversion right)*

No. of warrants outstanding: N/A

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

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**E. Other securities**

Details of any other securities in issue.  
*340,000,000 Convertible Preference Shares*

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

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**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. Lam Tsz Chung

\_\_\_\_\_  
 Mr. Zheng Zhong Qiang

\_\_\_\_\_  
 Mr. Chang Tin Duk Victor

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 Mr. Lam Raymond Shiu Cheung

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 Mr. Wang En Ping

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 Dr. Cheung Wai Bun Charles, *JP*

**NOTES**

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- (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.*