

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: N/A

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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 25 January 2016.....

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. Zheng Zhong Qiang
 Mr. Lam Tsz Chung
 Mr. Li Si Cong

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	20.64 % <i>(Note 1)</i>
	Zhan Yu Global Limited	75,000,000	7.47 % <i>(Note 2)</i>
	Chance Talent Management Ltd	70,000,000	6.97% <i>(Note 3)</i>
	Li Si Cong	66,500,000	6.62% <i>(Note 4)</i>
	Maoman Holdings Limited	52,276,923	5.21% <i>(Note 5)</i>

Notes:

- Upmost Corporation Limited is a company incorporated in Hong Kong with limited liabilities, wholly and beneficially owned by Mr. Zhang Jian.*

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2. *Zhan Yu Global Limited is a company incorporated in the BVI with limited liabilities, wholly and beneficially owned by Mr. Ye Jun.*

3. *Chance Talent Management Limited held 70,000,000 Shares. Chance Talent Management Limited is a wholly owned subsidiary of CCBI Investments Limited, which is wholly owned by CCB International (Holdings) Limited. CCB International (Holdings) Limited is in turn held by CCB Financial Holdings Limited, which is a wholly owned subsidiary of CCB International Group Holdings Limited.*

- China Construction Bank Corporation is the holding company of CCB International Group Holdings Limited.*

4. *Mr. Li Si Cong is an executive Director of the Company.*

5. *Maoman Holdings Limited is a company incorporated in the BVI with limited liabilities, wholly and beneficially owned by Mr. Ku Kim.*

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:

Room 2418A,
Wing On Centre,
111 Connaught Road Central,
Hong Kong

Web-site address (if applicable):

www.zebragroup.com

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
22th Floor, Hopewell Centre
183 Queen's Road East
Hong Kong

Auditors:

BDO Limited

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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; (iii) entrusted loan in the PRC; and (iv) P2P business in the PRC.

C. Ordinary shares

Number of ordinary shares in issue: 1,004,000,000 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

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.
 67,500,000 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. Zheng Zhong Qiang

Mr. Lam Tsz Chung

Mr. Li Si Cong

Mr. Chang Tin Duk Victor

Mr. Lam Raymond Shiu Cheung

Dr. Cheung Wai Bun Charles, *JP*

Mr. Wang En Ping

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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.*