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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)

**(1) MAJOR TRANSACTION
IN RELATION TO THE ACQUISITION
OF THE ENTIRE ISSUED SHARE CAPITAL
OF RADIANT EXPERT GLOBAL LIMITED
INVOLVING THE ISSUE OF CONVERTIBLE PREFERENCE
SHARES UNDER
SPECIFIC MANDATE;
(2) PROPOSED AMENDMENTS TO MEMORANDUM AND
ARTICLES OF ASSOCIATION;
AND
(3) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

Financial Adviser



Euto Capital Partners Limited

THE AGREEMENT

The Board is pleased to announce that on 8 June 2015 (after trading hours), the Purchaser, a wholly-owned subsidiary of the Company, entered into the Agreement with the Vendor, pursuant to which the Purchaser has conditionally agreed to acquire and the Vendor has conditionally agreed to sell the Sale Share, representing the entire issued share capital of the Target Company, at the Consideration of HK\$204,000,000. The Consideration will be satisfied by the allotment and issuance of 340,000,000 Convertible Preference Shares.

LISTING RULES IMPLICATIONS

As the applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the Acquisition exceed 25% but below 100%, the Acquisition constitutes a major transaction of the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the reporting, announcement and Shareholders' approval requirements.

PROPOSED AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes that the Convertible Preference Shares be created and that the memorandum and articles of association of the Company should be amended to incorporate the terms of the Convertible Preference Shares, which are summarised in the section headed "The Convertible Preference Shares" in this announcement. The amendments of the memorandum and articles of association are subject to the approval of the Shareholders by way of a special resolution at the EGM.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

As at the date of this announcement, the authorised share capital of the Company is HK\$50,000,000 divided into 5,000,000,000 Shares of HK\$0.01 each of which 665,000,000 Shares have been allotted and issued and fully paid or credited as fully paid.

In order to accommodate the issue of the Convertible Preference Shares, the Board proposes to increase the existing authorised share capital of the Company to HK\$100,000,000 divided into 5,000,000,000 Shares and 5,000,000,000 Convertible Preference Shares by the creation of additional 5,000,000,000 unissued Convertible Preference Shares of HK\$0.01 each. The increase in authorised share capital is conditional upon, among other things, the passing of the necessary resolutions approving the issue of the 340,000,000 Convertible Preference Shares by the Shareholders at the EGM.

GENERAL

The EGM will be convened and held for the Shareholders to consider, and if thought fit, to approve, among other matters, (i) the Acquisition; (ii) the grant of the Specific Mandate; (iii) the amendments of the memorandum and articles of association of the Company; and (iv) the increase of authorised share capital of the Company.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder or any of its associates has any material interest in the Agreement and the transactions contemplated thereunder, and no Shareholder would be required to abstain from voting on the resolution(s) in respect of the Acquisition, the grant of Specific Mandate, the amendments of the memorandum and articles of association of the Company and the increase of authorised share capital of the Company at the EGM.

A circular containing, among other things, (i) further information of the Acquisition; (ii) financial information of the Group and the Target Group; (iii) pro forma financial information of the Enlarged Group; (iv) valuation report on the PRC Company; (v) the proposed amendments to the articles of association to reflect the creation of the Convertible Preference Shares; and (vi) notice of the EGM, will be despatched to the Shareholders on or before 29 June 2015 as additional time is required for the preparation of the relevant information for inclusion in the circular.

Completion is subject to the fulfillment and/or waiver of certain conditions precedent set out in the Agreement and therefore may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

INTRODUCTION

The Board is pleased to announce that on 8 June 2015 (after trading hours), the Purchaser, a wholly-owned subsidiary of the Company, entered into the Agreement with the Vendor, pursuant to which the Purchaser has conditionally agreed to acquire and the Vendor has conditionally agreed to sell the Sale Share, representing the entire issued share capital of the Target Company.

THE AGREEMENT

The principal terms of the Agreement are summarized as follows:–

Date

8 June 2015 (after trading hours)

Parties

- | | |
|---------------|-------------------------|
| (i) Purchaser | Wise Astute Limited |
| (ii) Vendor | Maoman Holdings Limited |

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the Vendor and its ultimate beneficial owner are Independent Third Parties.

Assets to be acquired

The Sale Share represents the entire issued share capital of the Target Company. Upon completion of the Reorganization, the Target Company shall own the entire issued share capital of the Hong Kong Company and the Hong Kong Company shall in turn own the entire issued share capital of the PRC Company.

Consideration

The Consideration for the Sale Share is HK\$204,000,000, which will be satisfied by the Purchaser to the Vendor by way of allotment and issuance of 340,000,000 Convertible Preference Shares.

The Consideration was arrived at based on arm's length negotiations between the Purchaser and the Vendor with reference to (i) the valuation of the 100% equity interest of the PRC Company (the "**Valuation**"), of RMB163,936,000 (equivalent to HK\$204,920,000), as at 31 March 2015 prepared by the Independent Valuer; and (ii) the unaudited net asset value of the PRC Company as at 31 March 2015. Accordingly, the Board is of the view that the Consideration is fair and reasonable and in the interests of the Group and the Shareholders as a whole.

The Conversion Shares to be allotted and issued upon full conversion of the Convertible Preference Shares represent approximately 51.13% of the existing issued share capital of the Company as at the date of this announcement and represent approximately 33.83% of the issued share capital of the Company as enlarged by the allotment and issuance of the Conversion Shares.

As the Valuation is prepared using discounted cash flow method under the income approach. Therefore, the Valuation is regarded as a profit forecast under Rule 19.61 of the GEM Listing Rules. Information in compliance with Rule 19.61 and Rule 19.62 of the GEM Listing Rules in respect of the said profit forecast will be disclosed in the circular.

Conditions precedent

Completion is conditional upon the satisfaction (or waiver, if applicable) of, inter alia, the following conditions precedent:

- (i) Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the Conversion Shares;
- (ii) the passing of the resolution(s) by the Shareholders at the EGM to approve (i) the Acquisition, including but not limited to, the allotment and issue of 340,000,000 Convertible Preference Shares to the Vendor; and (ii) the amendments to the memorandum and articles of association of the Company in relation to the creation of Convertible Preference Shares;
- (iii) the Purchaser has received documents to its satisfaction that the Reorganization has been completed in accordance to the structure set out in the Agreement;
- (iv) the Purchaser has been satisfied with the results of the due diligence conducted by the Purchaser on the Target Group;

- (v) no event having occurred since the date hereof to the date of Completion, the consequence of which is to materially and adversely affect the financial position, business or property, results of operations or business prospects of the Target Group;
- (vi) no material breach of the warranties and the warranties remaining true and accurate in all respects and not misleading at Completion as if repeated at Completion and at all times between the date of the Agreement and Completion, and the Vendor having complied with all of its obligations under the Agreement;
- (vii) all licences and consents necessary for the operations of the Target Group remain valid and subsisting up to and after the Completion to the satisfaction of the Purchaser;
- (viii) the registration and filing requirement for the amendments to the memorandum and articles of association of the Company in relation to the creation of Convertible Preference Share have been completed;
- (ix) the Purchaser has received the PRC legal opinion (in form and substance reasonably satisfactory to the Purchaser) in relation to the legality of the PRC Company; and
- (x) the Purchaser has received a valuation report on the PRC Company prepared by an Independent Valuer appointed by the Purchaser in form and substance satisfactory to the Purchaser.

If the above conditions precedent have not been satisfied (or waived by the Purchaser, if applicable) on or before the Long Stop Date, the Agreement shall lapse and thereafter neither party shall be bound to proceed with the sale and purchase of the Sale Share save for any antecedent breaches of the terms of the Agreement.

As at the date of this announcement, none of the above conditions precedent has been fulfilled.

Completion

Subject to fulfillment (or waiver, as the case may be) of the above conditions precedent on or before the Long Stop Date, Completion shall take place on the fifth Business Day after the fulfillment (or waiver, as the case may be) of the last of the said conditions precedent.

Upon Completion, the Target Group will become wholly-owned subsidiaries of the Company and the consolidated financial results of the Target Group will be consolidated into the Group's financial statements.

Convertible Preference Shares

The principal terms of the Convertible Preference Shares to be issued by the Company are as follows:

Principal amount	:	HK\$204,000,000
Issue Price	:	HK\$0.60 per Convertible Preference Share
Convertible Preference Shares	:	340,000,000 Convertible Preference Shares
Conversion Price	:	One Convertible Preference Share of the Issue Price of an amount equivalent to HK\$0.60 shall be convertible into one Share. The Conversion Price of HK\$0.60 represents (i) a discount of approximately 16.67% over the closing price of HK\$0.720 per Share as quoted on the Stock Exchange on the Last Trading Day; (ii) a discount of approximately 16.20% over the average of the closing prices of approximately HK\$0.716 per Share as quoted on the Stock Exchange for the last five trading days immediately prior to and including the Last Trading Day. The Conversion Price is subject to adjustments upon the occurrence of, among others, subdivision or consolidation or reclassification of Shares, capitalization issues, capital distribution, rights issues and grant of options and warrants on and subject to the terms of the Convertible Preference Shares.
Dividend	:	Holder of each Convertible Preference Share shall have the same entitlement to dividend as holder of the number of Shares into which such Convertible Preference Share may be converted upon exercise of conversion rights attached thereto.
Conversion	:	The Convertible Preference Shares are convertible at the option of the holder at any time commencing from 3:00 p.m. (Hong Kong time) on the Business Day immediately after the date of issue of such Convertible Preference Share and up to 4:00 p.m. (Hong Kong time) on the date of all Convertible Preference Shares being converted or purchased in full (or such earlier

date as may be required under the applicable laws provided that no Convertible Preference Shares may be converted, to the extent that following such exercise (a) the minimum public float requirement of the Company as required under the Listing Rules cannot be satisfied; or (b) a holder of the Convertible Preference Shares and parties acting in concert with it, taken together, will trigger a mandatory offer obligation under Rule 26 of the Takeovers Code.

Ranking	:	The Convertible Preference Shares rank (A) in priority to the Shares and any other shares of the Company as to return of capital, and (B) pari passu with the Shares as to dividends.
Listing	:	No application will be made for the listing of the Convertible Preference Shares on the Stock Exchange or any other stock exchanges.
Transferability	:	The Convertible Preference Shares will be freely transferable.
Voting rights	:	Holders of the Convertible Preference Shares will not be permitted to attend or vote at meetings of the Company.
Redemption	:	Holder of the Convertible Preference Shares shall have no right to redeem, and the Company shall have no right to redeem.
Return of capital	:	On winding up of the Company, the holder of the Convertible Preference Shares shall be entitled to the return of capital on the basis of the Issue Price of the Convertible Preference Shares.

The Conversion Price/Issue Price was determined after arm's length negotiations between the Vendor and the Purchaser. The Company considers that the Conversion Price is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

Application for listing

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in the Conversion Shares to be issued upon the exercise of the conversion rights attached to the Convertible Preference Shares. The Conversion Shares, when allotted and issued upon Completion, will rank pari passu in all respects with the existing Shares in issue.

THE SPECIFIC MANDATE

The 340,000,000 Convertible Preference Shares will be allotted and issued pursuant to the Specific Mandate to be sought at the EGM.

INFORMATION OF THE GROUP

The Group is 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.

INFORMATION ON THE VENDOR AND THE TARGET GROUP

The Vendor is a limited liability company incorporated in the BVI on 12 September 2014. As advised by the Vendor, the principal business activity of the Vendor is investment holding.

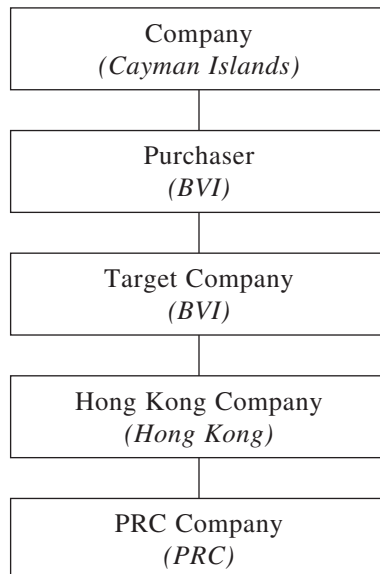
The Target Company is a limited liability company incorporated in the BVI on 2 September 2014. The principal business activity of the Target Company is investment holding. As of the date of this announcement, the Target Company is wholly-owned by the Vendor.

The Hong Kong Company is a limited liability company incorporated in Hong Kong on 28 May 1996. The principal business activity of the Hong Kong Company is investment holding.

The PRC Company is a limited liability enterprise incorporated in the PRC on 6 August 2014 with a registered capital of RMB10,000,000.

Upon completion of the Reorganization, (i) the Hong Kong Company will be wholly owned by the Target Company; and (ii) the PRC Company will be wholly owned by the Hong Kong Company.

The following diagram illustrates the corporate structure of the Company and the Target Group immediately after Completion:



Business model of the PRC Company

The PRC Company is principally engaged in the provision of internet financing services through an online platform named Shunxindai (順心貸). Shunxindai is a peer-to-peer (P2P) online credit marketplace information platform providing loan products information to borrowers and lenders. The lenders who invested the loan products placed on Shunxindai will receive interest payments from such corporate and personal loan products issued by borrowers.

Upon successfully matching potential borrowers and lenders, the PRC Company will offer (i) credit check services and book keeping services to the lenders; and (ii) guarantor-search services to the borrowers. For the aforesaid services, the PRC Company will charge (i) the lenders a certain percentage based on the interest payments to be received by the lenders as service fees; and (ii) the borrowers a certain percentage based on the principal loan amount to be received by the borrowers as service and consultation fees.

Financial information of the Target Group

As advised by the Vendor, the Target Company and the Hong Kong Company are principally engaged in investment holdings. Due to the short operational history of the Target Company and the insignificant operation of the Hong Kong Company since its incorporation, the financial performance of the Target Company and the Hong Kong Company are insignificant.

As advised by the Vendor, (i) the loss before and after tax of the Target Company for the period commencing from 2 September 2014 (its date of incorporation), to 31 December 2014 was approximately HK\$10,000 and there was no profit before and after tax of the Target Company for the three months ended 31 March 2015; (ii) the total assets of the Target Company were both approximately nil as at 31 December 2014 and 31 March 2015; and (iii) the total liabilities of the Target Company were nil and approximately HK\$10,000 as at 31 December 2014 and 31 March 2015 respectively.

As advised by the Vendor, (i) the loss before and after tax of the Hong Kong Company was approximately HK\$6,000, HK\$10,000 and nil for the year end 31 December 2013, for the year ended 31 December 2014 and for the three months ended 31 March 2015; (ii) the total assets were approximately HK\$10,000, HK\$4,000 and nil as at 31 December 2013, 31 December 2014 and 31 March 2015 respectively; and (iii) the total liabilities were approximately nil, nil and HK\$6,000 as at 31 December 2013, 31 December 2014 and 31 March 2015 respectively.

Set out below are financial information of the PRC Company as extracted from its unaudited consolidated financial statements, as provided by the Vendor, for the period from 6 August 2014 (the date of incorporation of the PRC Company) to 31 December 2014 and three months ended 31 March 2015:

	For the period from 6 August 2014, date of its incorporation, to 31 December 2014 (unaudited)	For the three months ended 31 March 2015 (unaudited)
Revenue	RMB45,000 (equivalent to approximately HK\$56,000)	RMB122,000 (equivalent to approximately HK\$153,000)
Net loss before and after taxation	RMB394,000 (equivalent to approximately HK\$493,000)	RMB455,000 (equivalent to approximately HK\$569,000)

According to the unaudited financial statements of the PRC Company, as provided by the Vendor, the total assets and total liabilities as at 31 March 2015 were approximately RMB3,335,000 (equivalent to approximately HK\$4,169,000) and RMB1,183,000 (equivalent to approximately HK\$1,479,000), respectively. The unaudited net asset value of the PRC Company is approximately RMB2,152,000 (equivalent to approximately HK\$2,690,000).

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group is principally engaged in the provision of (i) staff outsourcing services; (ii) credit assessment, credit counselling services; and (iii) entrusted loan in the PRC.

According to the annual results (the “**2015 Annual Results**”) of the Company for the year ended 31 March 2015, the Group had incurred a net loss of approximately HK\$1.53 million, compared to a net profit of approximately HK\$0.28 million in the previous year. To further enhance the Group’s profitability, the Group explored other potential business opportunities.

As disclosed under the paragraph above headed “Business model of the PRC Company”, Shunxindai, the online platform operated by the PRC Company, is a peer-to-peer (P2P) online credit marketplace information platform providing loan products information to borrowers and lenders. The lenders who invested the loan products placed on Shunxindai will receive interest payments from such corporate and personal loan products issued by borrowers.

As of the date of this announcement, as advised by the Vendor, the Target Group has entered/has intended to enter into 13 cooperation agreements with parties including, amongst others, associations of financial leasing companies, guarantee companies and microfinance companies as well as science parks in the PRC in favor of the business development of Shunxindai.

The economy in the PRC has been experiencing a robust growth. The financing scale in the PRC has been expanding quickly in the past decade. According to the preliminary statistics released by the People’s Bank of China, the PRC’s aggregate financing to the real economy in 2014 amounted to approximately RMB16,460 billion. Among which, RMB loans increased by approximately RMB9,780 billion in 2014, representing approximately 59.4% of the aggregate financing to the real economy of the PRC. The huge demands of loans coupled with tight regulatory restrictions by the PRC government on direct lending between commercial entities should stimulate growth of online peer-to-peer crowdfunding platform service needs.

In view of growing demand for loans in the PRC, the Board is optimistic about the future development of the online peer-to-peer service sector in the PRC.

The Directors are of the view that the online credit marketplace, will not only create a wider spectrum of the Group’s service portfolio, but also has the information technology infrastructure in place that allows the Group to tap into online peer-to-peer service sector. Therefore, the Directors consider that the Acquisition will enhance the Group’s competitive edge and synergize with the development strategy of the Group as the Group can refer potential borrowers from its credit assessment and counselling business to Shunxindai.

Taking into consideration of the above, the Directors consider that the terms of the Acquisition are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

EFFECT ON THE SHAREHOLDING STRUCTURE

The following table illustrates the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately following Completion and (iii) immediately following completion and conversion of all Convertible Preference Shares:

		(i) As at the date of this announcement		(ii) Immediately following Completion		(iii) Immediately following Completion and conversion of all Convertible Preference Shares	
	Note	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %
Upmost Corporation Limited	1	207,200,000	31.16%	207,200,000	31.16%	207,200,000	20.62%
Zhan Yu Global Limited	2	75,000,000	11.28%	75,000,000	11.28%	75,000,000	7.46%
Vendor		–	–	–	–	340,000,000	33.83%
Other public Shareholders		382,800,000	57.56%	382,800,000	57.56%	382,800,000	38.09%
Total		665,000,000	100%	665,000,000	100%	1,005,000,000	100%

Notes:

- (1) Upmost Corporation Limited held 207,200,000 Shares. As Upmost Corporate Limited is wholly and beneficially owned by Mr. Zhang Jian, Mr. Zhang Jian is deemed to be interested in 207,200,000 Shares.
- (2) Zhan Yu Global Limited held 75,000,000 Shares. As Zhan Yu Global Limited is wholly and beneficially owned by Mr. Ye Jun, Mr. Ye Jun is deemed to be interested in 75,000,000 Shares.

PROPOSED AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes that the Convertible Preference Shares be created and that the memorandum and articles of association of the Company should be amended to incorporate the terms of the Convertible Preference Shares, which are summarised in the section headed “The Convertible Preference Shares” in this announcement. The amendments of the memorandum and articles of association are subject to the approval of the Shareholders by way of a special resolution at the EGM.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

As at the date of this announcement, the authorised share capital of the Company is HK\$50,000,000 divided into 5,000,000,000 Shares of HK\$0.01 each of which 665,000,000 Shares have been allotted and issued and fully paid or credited as fully paid.

In order to accommodate the issue of the Convertible Preference Shares, the Board proposes to increase the existing authorised share capital of the Company to HK\$100,000,000 divided into 5,000,000,000 Shares and 5,000,000,000 Convertible Preference Shares by the creation of additional 5,000,000,000 unissued Convertible Preference Shares of HK\$0.01 each. The Increase in authorised share capital is conditional upon, among other things, the passing of the necessary resolutions approving the issue of the 340,000,000 Convertible Preference Shares by the Shareholders at the EGM.

LISTING RULES IMPLICATIONS

As the applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the Acquisition exceed 25% but below 100%, the Acquisition constitutes a major transaction of the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the reporting, announcement and Shareholders' approval requirements.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders or any of its associates has any material interest in the Agreement and the transactions contemplated thereunder, and no Shareholder would be required to abstain from voting on the resolution(s) in respect of the Acquisition, the grant of the Specific Mandate, the amendments of the memorandum and articles of association of the Company and the increase of authorised share capital of the Company at the EGM.

GENERAL

The EGM will be convened and held for the Shareholders to consider, and if thought fit, to approve, among other matters, (i) the Acquisition; (ii) the grant of the Specific Mandate; (iii) the amendments of the memorandum and articles of association of the Company; and (iv) the increase of authorised share capital of the Company.

A circular containing, among other things, (i) further information of the Acquisition; (ii) financial information of the Group and the Target Group; (iii) pro forma financial information of the Enlarged Group; (iv) valuation report on the PRC Company; (v) the proposed amendments to the articles of association to reflect the creation of the Convertible Preference Shares; and (vi) notice of the EGM, will be despatched to the Shareholders on or before 29 June 2015 as additional time is required for the preparation of the relevant information for inclusion in the circular.

Completion is subject to the fulfillment and/or waiver of certain conditions precedent set out in the Agreement and therefore may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, the following expressions have the following meanings:

“Acquisition”	the acquisition of the Sale Share by the Purchaser pursuant to the Agreement
“Agreement”	the conditional sale and purchase agreement dated 8 June 2015 and entered into between the Purchaser and the Vendor in respect of the Acquisition
“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday, Sunday or days on which a typhoon signal No. 8 or above or black rainstorm warning is hosted in Hong Kong at 10:00 a.m.) on which licensed banks are generally open for business in Hong Kong
“BVI”	British Virgin Islands
“Company”	Zebra Strategic Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM
“Completion”	completion of the Acquisition contemplated under the Agreement
“Completion Date”	the date on which Completion take place in accordance with the Agreement, which is the fifth Business Day after the date of fulfillment or waiver of the last of the conditions precedent under the Agreement (or such other date as the Purchaser and the Vendor shall agree)
“Consideration”	HK\$204,000,000, being the total consideration for the Acquisition
“Conversion Shares”	340,000,000 Shares, which may be allotted and issued upon full exercise by the holder(s) of the Convertible Preference Shares of the Company, to be created and issued at Completion to the Vendor at the Issue Price per Convertible Preference Share, credited as fully paid, for the purpose of settling the Consideration
“Convertible Preference Shares”	the non-listed convertible preference shares of the Company, to be created and issued by the Company

“Conversions Price”	the conversion price of the Convertible Preference Shares, being HK\$0.60 (Subject to adjustments for subdivision or consolidation of Shares, rights issue and distribution in species and other usual dilutive events in accordance with the terms of the issue of the Convertible Preference Shares)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, to approve, the Acquisition and the transactions contemplated thereunder
“Enlarged Group”	the Company and its subsidiaries as enlarged by the Acquisition upon Completion
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Company”	Hong Kong Youhe Limited, a company incorporated in Hong Kong with limited liability and upon completion of the Reorganization, will become a wholly-owned subsidiary of the Target Company
“Independent Third Parties”	third parties who are independent of and not connected to the Company and any of its connected persons (as defined in the GEM Listing Rules) or their respective associates
“Independent Valuer”	Cushman & Wakefield Valuation Advisory Services (HK) Limited, the qualified valuer registered in Hong Kong
“Issue Price”	HK\$0.60, being the issue price per Convertible Preference Share
“Last Trading Date”	8 June 2015, being the last trading day immediately before the entering into the Agreement

“Long Stop Date”	30 September 2015 (or such other date as the Purchaser and the Vendor may agree in writing)
“Purchaser”	Wise Astute Limited, a company incorporated in the BVI with limited liability and a wholly-owned subsidiary of the Company
“PRC”	the People’s Republic of China
“PRC Company”	Guangzhou Shun Xin Dai Hu Lian Wang Internet Financial Information Services Limited, an enterprise incorporated in the PRC and upon completion of the Reorganization, will become a wholly-owned subsidiary of the Hong Kong Company
“Reorganization”	the corporate reorganization to be conducted by the Vendor at its cost and completed prior to the Completion Date to the satisfaction of the Purchaser, which includes: (i) the acquisition of the entire issued share capital of the Hong Kong Company by the Target Company; and (ii) the acquisition of the entire issued share capital of the PRC Company by the Hong Kong Company
“RMB”	Renminbi, the lawful currency of the PRC
“Sale Share”	the entire issued share capital of the Target Company
“Share (s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company as at the date of this announcement
“Shareholder(s)”	holder(s) of the Share(s)
“Specific Mandate”	the specific mandate for the allotment and issuance of the Convertible Preference Shares to be granted to the Directors by the Shareholders at the EGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Radiant Expert Global Limited, a company incorporated in the BVI with limited liability
“Target Group”	collectively, the Target Company, the Hong Kong Company, and the PRC Company

“Vendor”	Maoman Holdings Limited, a company incorporated in the BVI with limited liability
“%”	per cent
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of Hong Kong

In this announcement, amounts quoted in RMB have been converted into HK\$ at the rate of HK\$1 to RMB0.80. Such exchange rate has been used, where applicable, for the purposes of illustration only and does not constitute a representation that any amounts were or may have been exchanged at this or any other rates or at all.

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

Hong Kong, 8 June 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.