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

A notice convening the EGM (as defined herein) of the Company to be held at 3:00 p.m. on Thursday, 22 October 2015 at Unit 1207, 12/F, No. 9 Queens Road Central, Hong Kong is set out on pages 164 to 165 of this circular. Whether or not you are able to attend the EGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

This circular will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the date of posting and on the website of Company at http://www.zebra.com.hk.

30 September 2015

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CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

In this circular, unless the context otherwise requires, the following terms 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 (as supplemented by the Supplemental Agreements)
"Announcements"	the announcement of the Company dated 8 June 2015, 25 June 2015 and 13 August 2015 in relation to, among other things, the (i) Acquisition; (ii) amendments to memorandum and articles of association of the Company; and (iii) increase in authorised share capital; and (iv) the Supplemental Agreement
"Board"	the board of Directors
"Bureau"	廣東省通信管理局 (Guangdong Province Communications Administration Bureau)
"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
"CAGR"	compound annual growth rate
"Catalogue"	《外商投資產業指導目錄(2015年修訂)》(Catalogue of Industries for Guiding Foreign Investment (2015 Revision))
"CMGR"	compound monthly growth rate
"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$0.60 (Subject to adjustments for subdivision or consolidation of Shares, rights issue and distribution in species and other usual dilutive events in accordance with the terms of the issue of the Convertible Preference Shares)
"Director(s)"	the director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, to approve, the Acquisition and the transactions contemplated thereunder
"Enlarged Group"	the Company and its subsidiaries as enlarged by the Acquisition upon Completion
"FITE"	Administrative Provisions on Foreign-Invested Telecommunications Enterprises issued by the State Council of the PRC
"GEM"	the Growth Enterprise Market of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"Group"	the Company and its subsidiaries
"HK$"	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
"Latest Practicable Date"	24 September 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Last Trading Date"	8 June 2015, being the last trading day immediately before the entering into the Agreement
"Long Stop Date"	30 November 2015 (or such other date as the Purchaser and the Vendor may agree in writing)
"Municipal Commission"	廣州市越秀區商務局 (Municipal Commission of Commerce of Yuexiu District in Guangzhou)
"New Articles"	the new set of articles of association of the Company consolidating all of the proposed amendments
"Notice"	《信息產業部關於重新調整《電信業務分類目錄》的通告(2003)》(2003 Notice on the Re-adjustment of *Telecommunication Business Catalogue*) by Information Industry Bureau
"Online Platform" or "Dtedai"	the peer-to-peer online marketplace information platform correctly operated by the PRC company which provides loan products information to borrowers and lenders
"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 with business limited to Guangdong Province and is a wholly-owned subsidiary of the Hong Kong Company (Batch 7 Q9(ii))
"PRC Consultation Company"	Guangzhou Shunxindai Consultation Services Limited, an enterprise incorporated in the PRC and is a wholly-owned subsidiary of the Hong Kong Company

"PRC Lawyers"	Kingson Law Firm, the Company's legal adviser as to the PRC laws
"Reorganization"	the corporate reorganization having been 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
"Supplemental Agreement"	the supplemental agreement to the Agreement dated 13 August 2015 entered into between the Purchaser and the Vendor for the purpose of supplementing and amending the Agreement
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers
"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, the PRC Company and the PRC Consultation Company
"Valuation"	the valuation of the 100% equity interest of the PRC Company of RMB163,936,000 (equivalent to HK$204,920,000) as at 31 March 2015 prepared by the Independent Valuer
"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 the PRC

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.

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)

Executive Directors:
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

Registered Office:
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Headquarters and Principal Place of Business in Hong Kong:
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111 Connaught Road
Central, Hong Kong

30 September 2015

To the Shareholders

Dear Sir or Madam,

INTRODUCTION

Reference is made to the Announcements, whereby the Board announced that, 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 purpose of the circular is to provide you with, amongst 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) details regarding the special resolution to approve the proposed amendments to memorandum and articles of association of the Company; and (vi) notice of EGM.

THE AGREEMENT

The Agreement was entered into by the Purchaser and the Vendor on 8 June 2015 (after trading hours) which was supplemented by the Supplemental Agreement dated 13 August 2015 which was supplemented by a supplemental agreement dated 30 September 2015 pursuant to which (i) an additional further term was added to the Convertible Preference Shares that the holders of the Convertible Preference Shares would have a non-cumulative preferred dividend; (ii) a mechanism would be implemented to ensure that the Convertible Preference Shares will not be transferred to the connected person and /or its associates unless GEM Listing Rules and/or other requirements imposed by the Stock Exchange (if any) have been complied with; and (iii) the Long Stop Date would be further extended from 31 October 2015 to 30 November 2015 .

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 (i.e. Ku Kim) are Independent Third Parties.

Assets to be acquired

The Sale Share represents the entire issued share capital of the Target Company. As the Reorganization has been completed on 7 September 2015, the Target Company now owns the entire issued share capital of the Hong Kong Company and the Hong Kong Company now in turn owns the entire issued share capital of the PRC Company which owns the entire issued share capital of the PRC Consultation 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; 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 (so far as the class of Shares is concerned) as at the Latest Practicable Date and represent approximately 33.83% of the issued share capital of the Company (so far as the class of Shares is concerned) as enlarged by the allotment and issuance of the Conversion Shares.

Assumptions used on the Valuation

General assumptions

In determining the market value of the 100% equity interest of the PRC Company, the following principal assumptions have been adopted:

- there will be no material change in the existing political, taxation, legal, technological, fiscal or economic conditions, which might adversely affect the business of the PRC Company;

- the conditions in which the business is being operated and which are material to revenue and costs of businesses will remain unchanged;

- the information has been prepared on a reasonable basis after due and careful consideration by the management of the PRC Company ("**Management**");
- competent management, key personnel and technical staff will be maintained to support the ongoing operation and development of the PRC Company;
- all licenses and permits that are essential for the operation of the PRC Company can be obtained and are renewable upon expiry; and
- there are no hidden or unexpected conditions associated with the businesses valued that might adversely affect the reported value and no responsibility for changes in market conditions would be assumed after 31 March 2015.

Major assumptions adopted in the financial projection prepared by the Management:

REVENUE

Revenue was mainly derived from consultation fees and success fees charged from the borrowers by the PRC Company. The PRC Company will provide consultation services including but not limited to general loan market consultation, credit check services and guarantor-search services. Subject to the consultation services provided, the PRC Company will charge the borrowers for (i) a consultation fee ranging from 0.25% to 3.75% of the loan amount (subject to the borrowing period of the loan); and (ii) upon the successful receipt of the loan money, a success fee ranging from 0.25% to 1.25% of the loan amount (subject to the borrowing period of the loan).

Historical performance

As provided by the PRC Company, the historical revenue, number of registered lenders and average investment amount per investing member for the period from January to July 2015 are set out as follows:

2015	**Jan**	**Feb**	**Mar**	**Apr**	**May**	**Jun**	**Jul**
Revenue (RMB)	24,485	43,689	52,912	244,100	294,600	687,442	1,250,722
Number of registered lenders	167	110	196	244	252	246	1,552
Member investment rate	43.8%	52.4%	17.7%	15.5%	13.3%	8.5%	13.7%
Average investment amount per investing member	32,335	78,191	77,602	50,788	47,973	122,703	21,930

For the purpose of attracting borrowers to join, the PRC Company had adopted a promotion to waive the consultation fee (only success fee was charged) since its commencement of operation until the end of March 2015. Since April 2015, the PRC Company started to resume its normal practice in charging the consultation fees, thus, the revenue had experienced high growth especially from March to April 2015. Revenue for the period from January to July 2015 represents a compound monthly growth rate ("**CMGR**") of 75.4%. For further analysis of the normal practice, a CMGR of 50.5% is observed instead for the revenue for the period from April to July 2015.

Marketing channel

With respect to attracting potential investors to Dtedai, the PRC Company had entered into cooperation agreements with and will rely on the referral from hotels, restaurants and chain food restaurants and websites. The number of potential investors projected is based on the visitor flow from each marketing channel.

The hotels that are cooperating with the PRC Company are mid-sized complex, each with about 200 rooms and assuming a 65% capacity utilization, the visitor flow is about 130 customers per day per hotel. Restaurants are mid-sized, each with about 200 seats and assuming a 65% capacity utilization, the visitor flow is about 130 customers per day per restaurant. Chain food restaurants are small-sized fast food chain, with the daily visitor turnover estimated by the restaurant is about 195 customers per day.

The PRC Company had set a target number of obtaining 400 potential investors per day to be referred by website cooperation partners and with a success fee payment for each referral obtained. As advised by the PRC Company, such number of referral had been achievable with the visitor flow of websites in cooperation.

As at the Latest Practical Date, there are altogether 15 subsisting cooperation agreements entered into by the PRC Company with 15 parties (6 hotels, 4 restaurants, 1 chain food restaurant corporation, 3 websites and 1 media company). While the above are considered reliable and quantifiable statistics as at the Valuation Date, it is assumed that such capacity and visitor flow shall be extended to more hotels, restaurants, chain food restaurants and websites during the first 5-year period. Considering the practical difficulty in predicting the potential investors that the media company can referred, the projection had not adopted such marketing resource for revenue generation.

The PRC Company targeted to achieve cooperation with each of the abovementioned marketing channels and obtained referral of potential investors during the first 5 years as below:

For the 12 months ended	31-Mar-2016	31-Mar-2017	31-Mar-2018	31-Mar-2019	31-Mar-2020
Hotels (cumulative)	2	3	4	5	7
Increase in hotel partner during the year	–	1	1	1	2
Daily customers/partner	130	130	130	130	130
(A) Hotel customers/month	7,800	11,700	15,600	19,500	27,300
Restaurants (cumulative)	1	2	3	5	7
Increase in restaurant partner during the year	–	1	1	2	2
Daily customers/partner	130	130	130	130	130
(B) Restaurant customers/month	3,900	7,800	11,700	14,500	27,300
Chain food restaurants (cumulative)	1	2	3	5	7
Increase in restaurant partner during the year	–	1	1	2	2
Daily customers/partner	195	195	195	195	195
(C) Mall customers/month	5,850	11,700	17,550	29,250	40,950
Websites (cumulative)	1	2	3	4	5
Increase in website partner	1	1	1	1	1
Daily referral/partner	400	400	400	400	400
(D) Website customers/month	12,000	24,000	36,000	48,000	60,000
Total customers/month (A+B+C+D)	29,550	35,200	80,850	116,250	155,550
Year-on-year growth rate	–	19%	130%	44%	34%

Considering (i) the already achieved number of subsisting cooperation agreements entered into by the PRC Company with each type of marketing channel; (ii) the lead time that the respective marketing channel contracted shall start to contribute referral as advised by the PRC Company; and (iii) the incremental number of partners projected for each year is conservative, it was considered that the total number of customers per month figure for each of the first 5 years are achievable.

Target loan product amount

Target loan product amount for the first 5 years is derived from the product of (i) target total customers derived from the market channels per year as set out above paragraphs; (ii) member investment rate; and (iii) the investment amount per investing member. The target loan product amount is investor-driven (instead of borrower-driven) as there is no shortage of borrowers in the current PRC credit market and hence attracting the interests of the investors is one of the key success factors in closing loan transactions.

For the 12 months ended		31-Mar-2016	31-Mar-2017	31-Mar-2018	31-Mar-2019	31-Mar-2020
Target Loan product amount (RMB)	(A)=(B)x(C)x(D)	620,550,000	1,159,200,000	1,697,850,000	2,441,250,000	3,266,550,000
Target Registered lenders	(B)	354,600	662,400	970,200	1,395,000	1,866,600
Members investment rate (%)	(C)	5%	5%	5%	5%	5%
Investment amount per investing member (RMB)	(D)	35,000	35,000	35,000	35,000	35,000

The member investment rate is determined by taking a prudent approach in comparing both the historical member investment rate achieved by the PRC Company and our research. According to our research on the China P2P industry from an internet article titled "P2P 存大量僵屍賬戶理財端轉化率不足一成" (unofficial translation being "P2P Involves Large Volume of Zombie Accounts. Investment Rate is Less than 10%") date of 4 June 2015 related to 滙付天下 (ChinaPnR), a third-party payment agent providing payment services to over hundreds of P2P enterprises in the PRC, the member investment rate is generally less than 10% for large P2P platforms. Since the PRC Company resumed normal practice starting from April 2015, we considered the historical member investment rate ranging from 8.5% to 15.5% provides better reference. Although the actual historical member investment rate had been higher, we considered the PRC Company had a short operating history, thus, we had adopted a 50% discount from the researched rate and applied a more prudent rate of 5% in the valuation model.

For the same reason, the investment amount per investing member is determined by taking reference to the historical investment amount per investing member achieved during the period from April to July 2015. As per simple calculation, the average of those values is RMB64,199. However, by visual inspection of the investment amount per transaction, it was observed that investment amount of around RMB35,000 or above represented a major population among the investment statistics, therefore, RMB35,000 was adopted for the investment amount per investment member in the valuation model.

Revenue

The PRC Company charges different fee scale of consultation fees and success fees for each of the loan products as classified by the loan period. Generally speaking, demand by borrowers for longer-term loan is higher than shorter-term loan; however, longer-term loan is generally perceived to be risker by lenders than shorter-term loan. Therefore, the PRC Company charges higher consultation fee and success fee rates for longer-term loan and lower rates for shorter-term loan correspondingly.

As advised by the directors of PRC Company, the demand by borrowers that matched the risk appetite of lenders in the market had been heavier on 2-month and 3-month loans than 1-month and longer loans. Based on the PRC Company's marketing strategy in reaching a balanced sales portfolio, the PRC Company had adopted the following fee scale and portfolio weight to its loan products:

	Consultation Fee Scale	**Success Fee Scale**	**Portfolio weight**
1 month	0.25%	0.25%	5%
2 months	0.75%	0.5%	30%
3 months	1.75%	0.75%	50%
4-6 months	3.75%	1.25%	15%

Considering that the PRC Company were able to receive the consultation fee and success fee at the above rates for the historical loans transacted during the period from Jan to July 2015, it was considered the consultation fee and success fee rates applied in the valuation model are fair and reasonable.

The projection of the consultation fee and success fee of each year were calculated with the following formula:

Consultation fee	=	Target Loan Product Amount	X	Portfolio Weight	X	Consultation Fee Scale
Success fee	=	Target Loan Product Amount	X	Portfolio Weight	X	Success Fee Scale

As a result, the projected revenue from April 2015 to March 2020 are as follows:

For the 12 months ended		**31-Mar-2016**	**31-Mar-2017**	**31-Mar-2018**	**31-Mar-2019**	**31-Mar-2020**
Net Revenue (RMB)	(A)=(B)+(C)	14,446,404	26,999,217	39,545,049	56,859,764	76,082,033
Consultation Fee (RMB)	(B)	10,394,213	19,416,600	28,438,988	40,890,938	54,714,713
Success Fee (RMB)	(C)	4,498,988	8,404,200	12,309,413	17,699,063	23,682,488

Based on the abovementioned key assumptions and the revenue was projected to increase gradually from RMB14.4 million in 2016 to RMB76.1 million in 2020. As a result, a compound annual growth rate ("**5-yr CAGR**") of 39.5% is computed by the valuation model.

The fair and reasonableness of the revenue projection that represented a 5-yr CAGR of 39.5% was determined with comparison to our market research and the PRC Company's CMGR. With reference to our research from an article titled "Can P2P Lending Reinvent Banking" dated 17 June 2015 published by Morgan Stanley Research, the China P2P loan issuance during the years 2015 to 2019 is expected to achieve 33.2 billion to 127.8 billion respectively, representing a CAGR of 30.9% ("**Industry CAGR**"). On the other hand, as mentioned in the historical revenue paragraph above, the PRC Company had actually achieved a CMGR of 75.4% for the period from April to July 2015. Although the actual historical CMGR is much higher than the 5-yr CAGR, we considered the 5-yr CAGR is more prudent than the historical CMGR, yet, considering the PRC Company is developing at its growth stage, a resultant 5-yr CAGR of 39.5% that is higher than the Industry CAGR is still considered acceptable.

COST

Value-added tax and Income tax

Industry standard value-added tax of 3% of gross revenue and income tax policy were applied in the discounted cash flow analysis.

Cost of sales

Cost of sales include of (i) a flat annual platform service fee and (ii) transaction fee based on the transacted amount.

SG&A expenses

SG&A expenses include (i) cash rebate to new registered investors, complimentary cash coupons, referral fee paid to other websites (which is in line with the increase in the target registered lenders); and (ii) general administrative expenses, salaries, depreciation, and overhead etc. (which is in line with the increase in target loan product amount).

EARNINGS BEFORE INTEREST AND TAX ("EBIT")

The EBIT margin is in line with the industry which range from 50% in 2015 to 63% in 2019. The range of EBIT margins of the 5 comparable companies is around 42% – 82%.

NET PROFIT

Without historical track record as reference, the Management predicts the P2P business could achieve the operating results as the peers, which is ranging from 37% in 2015 to 47% in 2019 of revenue in terms of net profit margin. It is in line with the result of 42%, come up from the median of 5 comparable companies as shown in the valuation report set out in Appendix VII.

CAPITAL EXPENDITURE

Management assumed that insignificant capital expenditure would be required for computer, software, furniture & fixtures in the projection period.

WORKING CAPITAL

Due to the nature of P2P business, no substantial amount of inventory is required. Thus, only certain account receivable is projected by the PRC Company. Accounts receivable days is the number of days that the fees from the borrower may be outstanding before it is collected. Based on the PRC Company's accounting policy adopted, revenue of the consultation fee is recognised and become due once the consultation agreement with the borrower is signed. Likewise, revenue of the success fee is recognised and become due once the loan amount are received from the lender members after the loan bid closed. However, the PRC Company also advised that borrowers typically need certain time to process the payment instruction for the consultation fees and success fees, thus, accounts receivable was assumed in the valuation model. As advised by the PRC Company, borrowers who approached the PRC Company were typically looking for more convenient source of fund and fast closing via the Dtedai platform. Therefore, borrowers generally had tendency to complete the transaction as quickly as possible and 30 days of turnover was adopted for the accounts receivable of consultation fees and success fees.

TERMINAL VALUE

Having estimated the free cash flow produced over the forecast period form April 2015 to March 2020, we need to come up with a reasonable idea of the value of the PRC Company's cash flows after that period. There are several ways to estimate a terminal value of cash flows, but one common method is to value the company as a perpetuity using the Gordon Growth Model. The model uses this formula:

Terminal Value = Final Projected Year Cash Flow X (1+Long-Term Cash Flow Growth Rate)/ (Discount Rate – Long-Term Cash Flow Growth Rate)

The Terminal Value of the PRC Company = RMB34,509,500 X (1+3%) / (16.14%-3%) = RMB270,555,549

LONG-TERM CASH FLOW GROWTH RATE

Long-term cash flow growth rate was assumed to be approximately 3% per year with reference to the historical inflation rate in the PRC where the business of the PRC Company is operated.

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 the 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 Completion Date, 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.

For avoidance of doubt, conditions (i), (ii), (iii), (iv), (vii), (viii), (ix) and (x) are not waivable and at of the Latest Practicable Date the Company has no intention to waive any of the conditions precedent.

As at the Latest Practicable Date, conditions referred to in (iii) and (x) above have 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 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. For details on the adjustment events, please refer to Appendix XI of this circular.
Dividend	:	Holder of each Convertible Preference Share shall have entitlement to a non-cumulative preferred dividend, which will be in priority to the dividend entitlement of the holder of the Shares, calculated on a yearly basis at a rate of 1% of the principal amount of the Convertible Preference Shares, which shall be paid in cash annually in arrears within 30 days after the conclusion of each annual general meeting of the Company. Apart from that, the holder 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 GEM 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, as disclosed in this circular, in priority to the Shares and any other shares of the Company as to return of capital and 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 provided that where the Convertible Preference Shares are intended to be transferred to a connected person of the Company, such transfer shall comply with the requirements under the GEM Listing Rules. Before any transfer, the transferor shall notify the Company about the transferee's identity and the Company shall check if such transferee is a connected person. The Company shall only process the transfer and registration for the transferee if such transfer shall comply with the aforesaid requirement.
Voting rights	:	the Convertible Preference Shares shall not confer on the holders thereof the right to receive notice of, or to attend and vote, at a general meeting of the Company. In the event that a resolution is to be proposed at a class meeting which if passed would vary or abrogate the rights or privileges of holders of the Convertible Preference Shares, such holders of the class shall have the right to receive notice of, and to attend and vote (by way of poll whereupon holders of Convertible Preference Shares shall have one vote for each Convertible Preference Share) at that class meeting. For the avoidance of doubt, article 10 of the articles of association of the Company provides that the rights of the Convertible Preference Shares may only be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class.

		As holders of the Convertible Preference Shares will only be permitted to attend or vote a class meeting of the Company where a resolution is proposed to vary the rights or privileges of holders of the Convertible Preference Shares pursuant to article 10 of the articles of association 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 return of capital on liquidation, winding up or dissolution of the Company, the Convertible Preference Shares shall confer on their holders the right to be paid, in priority to any return of assets in respect of the ordinary shares of the Company or any other class of shares in the share capital of the Company, pari passu as between themselves an amount equal to the aggregate nominal value of the Convertible Preference Shares plus all dividends accrued and unpaid with respect thereto, whereupon if the assets of the Company available for distribution shall be insufficient to provide for full payment to holders of the Convertible Preference Shares, the Company shall make payment on the Convertible Preference Shares on a pro rata basis, but do not confer on the holders of Convertible Preference Shares any further or other right to participate in the assets of the Company upon liquidation, winding up or dissolution of the Company.

Subject to the applicable law in Cayman Islands at the relevant time, in principle, if there is available fund, in the event of liquidation, winding up or dissolution of the Company, the fund will be paid in accordance to the following order of priority of claim:

1. liquidation expenses;
2. preferential creditors;
3. unsecured creditors;
4. holders of the Convertible Preference Shares up to the limit of the Issued Price; and
5. holder of Shares.

The Convertible Preference Shares is new class of issued share capital of the Company besides the 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 at the Latest Practicable Date, the Target Company is wholly-owned by the Vendor, the ultimate beneficial owner of which is Ku Kim. Upon completion of the Reorganization, the Company proposes to acquire the PRC Company from the Vendor instead directly from Ku Kim (i.e. purchasing the Vendor as well) as Ku Kim plans to keep the Vendor for his own. The Directors are of the view that the acquisition of the PRC Company from the Vendor or Ku Kim is substantially the same as long as the subject matter (i.e. the PRC Company) is included in the Target Group.

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 ultimate beneficial owner of the Hong Kong Company is Ku Kim, who is an Independent Third Party. Ku Kim was introduced to the Company by the staff of the Group's credit assessment and credit consultancy operation. Such staff met Ku Kim on business occasions when the staff markets the Group's services in the financing industry.

The Group's credit assessment and credit consultancy operation is based on Guangdong Hong Bo Credit Management Services Limited ("**Hong Bo**"), which was acquired by the Company in December 2014. As at the Latest Practicable Date, Hong Bo has 3 directors, a total 11 staff, 2 of which are general managers managing this business unit. The said staff will not be involved in the operation of the PRC Company. As disclosed under the section headed "Reasons for and benefits of the Acquisition", the Company can refer potential borrowers from its credit assessment and credit consultancy operation to the PRC Company.

The PRC Company is a limited liability enterprise incorporated in the PRC on 6 August 2014 with a registered capital of RMB10,000,000. The ultimate registered owners of the PRC Company immediately before the Reorganization were Fu Zhong Liu and Guangzhou Ao Hui Investment Limited, which are both Independent Third Parties. However, as advised by the Vendor, the PRC Company was held by Fu Zhong Liu and Guangzhou Ao Hui Investment Limited on behalf of Ku Kim before the Reorganization. Therefore, its ultimate beneficial owner is Ku Kim both before and after the Reorganization.

The PRC Consultation Company is a limited liability enterprise incorporated in the PRC on 10 July 2015 with a registered capital of RMB2,000,000. It has been dormant since incorporation and the Company currently has no plan for its future development. The ultimate registered owners of the PRC

Consultation Company immediately before the Reorganization were Fu Zhong Liu and Guangzhou Ao Hui Investment Limited, which are both Independent Third Parties. However, as advised by the Vendor, the PRC Consultation Company was held by Fu Zhong Liu and Guangzhou Ao Hui Investment Limited on behalf of Ku Kim before the Reorganization. Therefore, its ultimate beneficial owner is Ku Kim both before and after the Reorganization.

After the completion of the Reorganization on 7 September 2015, (i) the Hong Kong Company is now wholly owned by the Target Company; and (ii) the PRC Company is now wholly owned by the Hong Kong Company and (iii) the PRC Consultation Company is now owned by the PRC 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 has been principally engaged in the provision of peer-to-peer (P2P) financial intermediary services (on the Online Platform) and other relevant consultation services with business limited in Guangdong Province. The Online Platform is a peer-to-peer (P2P) online credit marketplace information platform providing information of corporate and personal loan products issued by borrowers to lenders.

The name of the Online Platform was previously disclosed as Shunxindai (順心貸) in the Announcements since Shunxindai had been marketed as the brand of the major loan product on the Online Platform. As the Online Platform also offers other branded loan products such as Shunxinying (順心盈), Shunxinbao (順心保) and Shunxindan (順心當), for avoidance of doubt, the Online Platform (which is also popularly known as "大唐e貸" (www.dtedai.com)) and will hereinafter referred to as "**Dtedai**".

Based on the due diligence results of the PRC Lawyers, there are altogether three main product types on the Online Platform and below please find the general operational steps of each of the product types:

Type 1: 借貸類 (Loan Products): They are transactions between registered members on the Online Platform, which are packaged as "Shunxindai" (loan products from borrowers related to microfinance companies), "Shunxinying" (loan products from general borrowers) and "Shunxinbao" (loan products from borrowers related to guarantee companies) (collectively, "Type 1 Products"). Other than the borrowers' profiles as aforesaid, there are no differences for the three Type 1 Products (i.e. they have same range of repayment terms, maturity period, interest rate and guarantee requirement)

Step	Description	Business Day#
1	Borrowers and investors (i.e. the lenders) are required to: (i) register as members at the Online Platform (where each member must agree on registration, through consenting the online terms and conditions, that the PRC Company can delegate a lending nominee to act on his/her behalf to sign the loan agreement in relation to the loan product of which the member is an investor (i.e. a lender)) (As advised by the PRC Lawyers, such authorisation is in compliance with the applicable PRC laws); and (ii) register one of his/her bank accounts ("**Transaction Bank Account**") with the payment agent (licensed third-party payment service provider) ("**Payment Agent**") selected by the PRC Company before any transaction is made. The Payment Agent will also serve as the custodian of funds of all transactions among the registered members. Individual applicants will generally be accepted as members if they can provide identification document number and mobile phone number. Corporate applicants will generally be accepted as members if they can provide corporate incorporation documents and bank accounts.	S

This refers to the business day generally required to complete the relevant step. As each case varies, the relevant information is for reference only.

Step	Description	Business Day#
2	After being accepted as a member, a borrower member can request to publish a loan product on the Online Platform by filling in the proposed loan product's particulars online.	S+2
3	Upon receipt of the request to publish a loan product, the PRC Company shall conduct credit check on the borrower member and the legality of the transaction contemplated under the loan product filed by the borrower member based on the following documents submitted by the borrower member: (i) For corporate borrowers: corporate incorporation documents, financial statements and information on the use of proceeds. (ii) For individual borrowers: identification documents, bank accounts and information on the use of proceeds. As advised by the Vendors, credit check on the potential borrowers would mainly be conducted by the PRC Company through requesting the borrowers to fill in details relating to the borrower profile and repayment ability (so as to ensure the potential borrowers have genuine business and ascertainable needs for financing) in a questionnaire. Such credit check would only be a preliminary check and would take around 3 to 5 business days. If a borrower applies for another loan product within 3 months, no further check would be conducted on the borrower's profile while another check would still be conducted on the borrower's repayment ability. Additional and more comprehensive check will be provided by the guarantor of the loan products. The loan product would only be approved by the general manager (i.e. Mr. Xiao Sheng Dong) based on his personal experiences provided with the credit check results. Yet the credit check results would not affect the interest rate of the loan product as the interest rate is very much based on the market rates.	S+3
4	If the loan product proposed by the borrower member successfully passes the credit and legal check, the PRC Company will arrange the borrower member to sign the following documents: (i) A loan agreement (signed between the investor (executed by the lending nominee on behalf of the investor) and the borrower member). (ii) A consultancy service agreement (signed between the PRC Company and the borrower member pursuant to which the PRC Company would provide consultancy services covering (i) credit check services on the borrower member; and (ii) guarantor-search services (which would be rendered at the option of the borrower member) to the borrower member).	

This refers to the business day generally required to complete the relevant step. As each case varies, the relevant information is for reference only.

Step	Description	Business Day#
	(iii) A guarantee agreement (signed between the guarantor and the borrower member) (although it is not mandatory to require a guarantor for a loan product, so far all loan products transacted on the Online Platform have engaged a guarantor as a credit enhancement to enhance the marketability and credibility of the loan product).	S+8
	(iv) An undertaking agreement (signed between the guarantor and the investor (executed by the lending nominee on behalf of the investor) pursuant to which the guarantor agrees to repay the outstanding sum of the loan product to the lending nominee in case the borrower member defaults).	
5	When the key terms of the loan are confirmed by the borrower member and the PRC Company, the PRC Company shall publish the loan product on the Online Platform. For each loan product, the following information will be provided on the Online Platform: (i) loan amount; (ii) loan period; (iii) interest rate; (iv) loan repayment term; (v) guarantor's name; (vi) fund custodian's name; (vii) identification document of the borrower member; (viii) business license; (ix) 組織機構代碼證 (Certificate of Organization Code); (x) tax registration certificate; (xi) guarantee; (xii) profile of the borrower member; and (xiii) repayment record.	S+12
6	Any investor member who is interested in the particular loan product may bid as one of the lender(s) of the loan product. The bidding requires the investor to confirm online that a lending nominee will act on his/her behalf to sign the loan agreement. When the target loan amount of the loan product has been fulfilled, the bidding window will be closed.	S+13
7	The PRC Company shall perform final check on the documentation of the loan product and, if everything is proper, instruct the Payment Agent to release the funds of each investor member to the borrower member (The PRC Company shall not involve in any fund transfers in relation to the loan transaction and the fund transfer shall be conducted by the Payment Agent).	S+18
8	Upon expiry of the loan term, the borrower member shall repay the loan to his/her Transaction Bank Account and the Payment Agent shall transfer the repayment back to each of the investor members.	Upon expiry of the loan term

As at 31 July 2015 and as advised by the Vendor, the PRC Company had processed 96 loan transactions for Type 1 Products for an aggregate of approximately RMB102 million since its incorporation.

This refers to the business day generally required to complete the relevant step. As each case varies, the relevant information is for reference only.

Type 2: 資產收益權轉讓與回購類 (Asset Transfers and Repurchase): They are transactions between entities which have creditors' rights to debt agreements (such entities would be pawn shops, microfinance companies or finance lease companies) and registered members on Shunxindai, which are packaged as "Shunxindang" (collectively, "Type 2 Products")

The general operational steps of the Type 2 Products are the same as the Type 1 Products above except that:

1. the borrower for Type 2 Products must be entities which have creditors' rights to debt agreements (such entities would generally be pawn shops, microfinance companies or finance lease companies) while Type 1 Products can involve borrower members of different backgrounds; and

2. the investor members will (through the lending nominee) enter into資產收益權轉讓與回購合同 (Asset Transfers and Repurchase Agreement)(instead of loan agreement for Type 1 Products) pursuant to which the borrower, being the asset transferor, will transfer its creditor's rights to the lending nominee for a loan while such rights will be transferred back to the borrower when the loan is repaid with interest.

As at 31 July 2015 and as advised by the Vendor, the PRC Company had processed 22 transactions for Type 2 Products for an aggregate of and approximately RMB23 million since its incorporation.

Type 3: 債權轉讓 (Loan Transfers): They are transactions involving sale of rights in a loan product from the Online Platform from an investor member (i.e. the loan transferor) to another investor member (i.e. the loan transferee) (collectively, "Type 3 Products")

Step	Description	Business Day#
1	The loan transferor requests to publish a loan transfer product on the Online Platform.	S
2	Upon receipt of the request to publish a loan transfer product, to decide whether to approve and thus publish such loan transfer request, the PRC Company shall primarily assess the remaining period to the expiry of the loan. If the loan is to expire soon, the PRC Company may not approve the publication of such loan transfer product.	S+1
3	If the PRC Company approves the loan transfer request, the PRC Company shall publish the loan transfer product on the Online Platform.	S+6
4	Any investor member who is interested in the particular loan product may bid as a loan transferee. Until the target loan amount of the loan product has been fulfilled, the bidding window will be closed.	S+7
5	The loan transferee will instruct the Payment Agent to transfer the transfer fee from his/her Transaction Bank Account to that of the loan transferor (The PRC Company shall not involve in any fund transfers in relation to the loan transaction and the fund transfer shall be conducted by the Payment Agent).	S+12

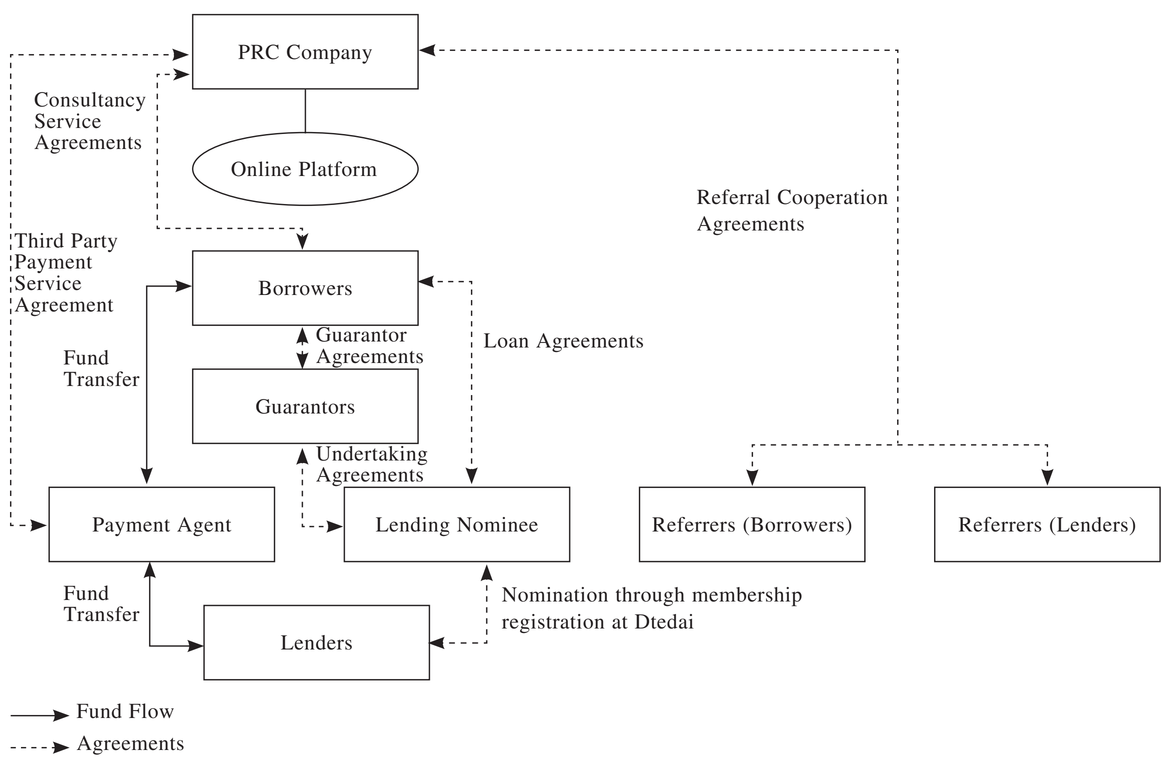
This refers to the business day generally required to complete the relevant step. As each case varies, the relevant information is for reference only.

As at 31 July 2015 and as advised by the Vendor, the PRC Company had processed 36 transactions for Type 3 Products for an aggregate of approximately RMB2 million since its incorporation.

Since the PRC Company's commencement of operation, its loan products have (i) a loan size ranging from approximately RMB80,000 to approximately RMB2.5 million, (ii) a loan period ranging from 5 days to 5 months and (iii) interest rate ranging from 8% to 18%.

The interest rate is generally determined with reference to mainly the loan period, with higher interest rate for longer loan period, and the market rates offered by at least 5 other industry players in Guangdong Province (which is public information on their respective online P2P platforms) on a weekly basis. Such information forms an internal database of market rates kept by the PRC Company. Specific interest rates of the loan products will first be proposed by the sales and marketing team based on the aforesaid database and then approved by the general manager (i.e. Mr. Xiao Sheng Dong).

Below is a diagram showing the relationship and business flow amongst the Online Platform, borrowers, lenders, the Payment Agent, lending nominee, guarantor and the referring party.



Revenue model of the PRC Company

The borrowers shall be required to sign the consultancy agreements with the PRC Company (with business limited in Guangdong Province) pursuant to which the PRC Company will provide consultation services including but not limited to general loan market consultation, credit check services and guarantor-search services, and will charge the borrowers for (i) consultation fees (when the consultancy agreement is signed) based on a percentage of the loan amount (ranging from 0.25% to 3.75%); and (ii) success fees (upon successful receipt of the loan money) based on a percentage of the loan amount ranging from 0.25% to 1.25%. As advised by the Vendor, both consultation fees and success fees shall be settled before the Payment Agent releases the funds to the borrowers and shall be settled offline via bank transfers from the borrowers to the PRC Company under the consultancy agreements. The fees shall be separately paid by the borrowers instead of being deducted from loan proceeds.

Although the success fee will only be payable by the borrowers to the PRC Company upon successful receipt of the loan money, the PRC Company will generally request the borrowers to pay the success fee in advance as a prepayment after the completion of Step 6 of the major business flow of Type 1 Products and Type 2 Products to ensure success fee can be collected.

Only after the success fee has been received, the PRC Company shall proceed to instruct the Payment Agent to release the funds to the borrowers.

Under the current arrangement, the PRC Company shall not provide any service to the potential lenders and therefore no income shall be derived from them.

As the PRC Company is only responsible for the operation of the Online Platform while the borrower and the guarantor shall repay outstanding sum of the loan product in case the borrower member defaults, the PRC Company (being only a middleman in the transaction) needs not handle any default loan and, as advised by the PRC Lawyers (after review of the standard loan agreement signed between the borrowers and the lending nominee), the PRC Company will not bear any credit risk. In case a borrower defaults in repayment of principal and/or interest, the lending nominee will enforce against the borrower and the guarantor on behalf of investors pursuant to the loan agreement and the undertaking agreement respectively, and the PRC Company will provide details of the guarantor to the investors when necessary. In light of the potential credit risk of the unguaranteed loan products, the PRC has not marketed any unguaranteed products since its commencement of operation.

There has been no default for the loan products marketed on the Online Platform since its commencement of operation.

The Payment Agent and the lending nominee

So far and up to the Latest Practicable Date, the PRC Company has only appointed one Independent Third Party to be the Payment Agent (i.e. 聯動優勢電子商務有限公司 (unofficial English translation being "Lian Dong You Shi e-Commerce Limited") who holds a《中華人民共和國支付業務許可證》(Payment Services Licence of the PRC) with which the PRC Company has entered into a third party payment agent service agreement in December 2014 with a term of 1 year (automatically renewable unless parties intend otherwise), pursuant to which the Payment Agent will provide third party payment services and fund custodian services to the PRC Company and will charge the PRC Company service fees (comprising, (i) a flat annual platform service fee; and (ii) a transaction fee. The platform service fee had been paid to the Payment Agent within 7 days of entering into the third payment agent service agreement. The transaction fee shall be settled on a monthly basis and within 5 days upon receipt of payment notice from the Payment Agent. The third party payment agent service agreement may be terminated by mutual written consent. Additionally, the PRC Company can enforce against the Payment Agent for any breaches in relation to the services provided by the Payment Agent to the PRC Company under the third party payment service agreement. The Payment Agent has obtained the payment service business license issued by the People's Bank of China in 2014.

The PRC Company also works closely with the Payment Agent on anti-money laundering exercise, where both of them will review material fund movements on a regular basis and will report to the People's Bank of China for any irregularities.

Before the appointment of the Payment Agent, the PRC Company provided the payment services itself.

According to the Clause 3(14) Guidance Opinion, internet financing entity shall select a qualified banking institute to be a fund custodian for its operation. Nevertheless, as advised by the PRC Lawyers, so far no detailed execution policy and interpretation has been released as at the Latest Practicable Date for what kind of entity amounts to a "qualified banking institute" and hence the PRC Lawyers advised that (a) the provision of payment services by the PRC Company and (b) the appointment of the current Payment Agent to be the fund custodian both do not contravene the Guidance Opinion.

While in practice, a loan product caused by a borrower can be bid by multiple lenders, therefore, it is more practicable to appoint a lending nominee to act an behalf of lender members. As at the Latest Practicable Date, the PRC Company has appointed one lending nominee, 曠野 (Kuang Ye), who is an employee of the PRC Company an Independent Third Party. No agreement has been entered into between the PRC Company and such lending nominee as the primary duty of the lending nominee is rather simple in nature and the lending nominee is on friendly terms with the PRC Company.

Pursuant to the Guidance Opinion and as advised by the PRC Lawyers, the PRC Company is an "internet financing entity" which is recommended to only provide loan information for borrowers and lenders on its Online Platform instead of signing loan agreements with the borrowers. As such, to adhere to the Guidance Opinion, the directors of the PRC Company are of the view that the PRC Company itself should not be a party to loan agreements and, as advised by the PRC Lawyers, the appointment of an individual Kuang Ye (whom is an employee of the PRC Company) as lending nominee is more appropriate. To the best knowledge of the Vendor, appointment of an individual as lending nominee is a market practice.

Other than monthly salary, the PRC Company is not required to pay any service charge to Kuang Ye.

As advised by the PRC Lawyers, there is no statutory requirement for a lending nominee in the PRC. Further, given the duty of the lending nominee is limited and simple and taking the advice from the management of PRC Company, the Directors are of the view that the current lending nominee could be easily replaced if it ceases to provide services to the PRC Company.

As the lending nominee is not a fund custodian, the Guidance Opinion's provisions on fund arrangement does not apply to him.

In summary, the roles of the Payment Agent and the lending nominee are different where the Payment Agent is responsible for being a fund custodian and fund transfer agent while the lending nominee is responsible for signing loan agreements.

Business development plan and capital expenditure

As at the Latest Practicable Date, as advised by the Vendor, the PRC Company has entered into 7 cooperation agreements with parties including, amongst others, associations of financial leasing companies, guarantee companies and microfinance companies (collectively, the "**Finance Associations**") pursuant to which those cooperation partners will refer borrowers (their members who are financial services providers named above, collectively the "**Finance Companies**") to the PRC Company. As advised by the PRC Lawyers, all the cooperation agreements with the Finance Associations and the other finance companies are legally binding.

The major terms of the aforesaid 7 cooperation agreements are as follows:

Term	10 years, commencing in 2015 for 5 out of 7 cooperation agreements and no fixed term for the other 2 remaining cooperation agreements
Major terms	The cooperation partners will refer potential corporate and individual clients to the PRC Company, and will cooperate to develop and market new financing products with the PRC Company.
Commission rate	No commission will be charged by both the PRC Company and the cooperation partners (As advised by the Vendor, such arrangement is made since the PRC Company and the cooperation partners have mutual benefits in this cooperation arrangement).
Payment terms	Not applicable

Finance Companies provide financing to the market as a financial institute under licenses relevant to their respective service nature. When Finance Companies are in need of investors to strengthen their funding resources, they may look for Online Platform services provided by the PRC Company to advertise their loan products. While the PRC Company is merely operating the Online Platform, it is not engaged in the business of providing financing to the market and does not handle any money on behalf of borrowers and investors. Moreover, the PRC Company will not act as a custodian of funds. As the Finance Companies may cooperate with the PRC Company as borrower members, thus the cooperation follows the practice as described in the sub-paragraph headed "Business model of the PRC Company".

The PRC Company has full discretion (i.e. no commitment) to market the loan products upon request of the counterparties. Likewise, the counterparties also have no commitment to refer clients to the PRC Company but would only refer so on a best effects basis.

As regards to attracting potential investors to Dtedai, the PRC Company will rely on the referral from hotels, restaurants, a chain food restaurant corporation and websites. As at the Latest Practicable Date, there are altogether 15 subsisting cooperation agreements entered into by the PRC Company with 15 parties (6 hotels, 4 restaurants, 1 chain food restaurant corporation, 3 websites and 1 media company) pursuant to which those cooperation parties will refer their respective customers to visit Dtedai and the Company expects some of the visitors will eventually become investors.

The major terms of the aforesaid hotels cooperation agreements are as follows:

Term	1 year, all commencing in 2015
Major terms	• The PRC Company will issue cash coupon as a reward for every individual who becomes a member on the Online Platform through scanning of a QR code in the cooperation partners' hotels. The QR code serves to verify that the individual, who had become member, was referred by the cooperation partners' hotels. • The PRC Company will further issue cash coupon to individual member who successfully procure a friend to become a member of the PRC Company's Online Platform (maximum number of cash coupons to be issued to an individual is limited to two). • The cash coupons can only be used in the respective cooperation partner's hotel as cash. • The staff of the cooperation partners' hotels will be entitled to receive cash incentives from the PRC Company if the staff can procure his/her friend to invest in the PRC Company's products. • The cooperation partners will offer their hotel space to the PRC Company for installation of devices used for directing hotel customers to the PRC Company's Online Platform.
Commission rate	No commission will be charged by both the PRC Company and the cooperation partners (As advised by the Vendor, such arrangement is made since the PRC Company and the cooperation partners have mutual benefits in this cooperation arrangement).
Payment terms	Not applicable

The major terms of 4 aforesaid restaurants cooperation agreements are as follows:

Term	1 year, all commencing in 2015
Major terms	• The PRC Company will issue cash coupon as a reward for every individual who becomes a member on the Online Platform through scanning of a QR code in the cooperation partners' restaurants. The QR code serves to verify that the individual, who had become member, was referred by the cooperation partners' restaurants.

- The PRC Company will further issue cash coupon to individual member who successfully procure a friend to become a member of the PRC Company's Online Platform (maximum number of cash coupons to be issued to an individual is limited to two).

- The cash coupons can only be used in the respective cooperation partner's restaurants as cash.

- The staff of the cooperation partners' restaurants will be entitled to receive cash incentives from the PRC Company if the staff can procure his/her friend to invest in the PRC Company's products.

- The cooperation partners will offer their restaurant space to the PRC Company for installation of devices used for directing hotel customers to the PRC Company's Online Platform.

Commission rate	No commission will be charged by both the PRC Company and the cooperation partners (As advised by the Vendor, such arrangement is made since the PRC Company and the cooperation partners have mutual benefits in this cooperation arrangement).
Payment terms	Not applicable

The major terms of the cooperation agreement with the chain food restaurant corporation are as follows:

Term	2 months, commencing in September 2015
Major terms	• The PRC Company will purchase 10,000 units of specific products from the cooperation partner as promotional gifts. • The PRC Company will provide advertisement materials to the restaurants cooperation partner for display at the latter's restaurants.
Fee	The PRC Company shall pay RMB200,000 in total for the said 10,000 units of products and services.
Payment terms	The cooperation partner shall send payment invoice to the PRC Company within 2 days upon the cooperation agreement becoming effective. The PRC Company shall pay RMB140,000 within 2 days upon receipt of the payment invoice. The remaining RMB60,000 shall be paid within 5 days upon receipt of second invoice (which should be issued by the cooperation partner within 3 days upon receipt of the first payment of RMB140,000).

The major terms of the websites cooperation agreements are as follows:

	Website A	Website B	Website C
Term	1 year, all commencing in 2015		
Major terms	• The PRC Company will provide advertisements to Website A and allow Website A to release such advertisements on partnership websites. • Website A will publish advertisements on partnership websites on behalf of the PRC Company.	• The PRC Company will provide accurate and non-misleading statistics and data relating to the PRC Company to Website B. • Website B will publish advertisements on its website for the PRC Company and will manage as well as provide advisory services on such advertisements.	• The PRC Company will provide advertisements to Website C and allow Website C to release such advertisements on partnership websites. • Website C will publish advertisements on partnership websites on behalf of the PRC Company.
Commission rate	The PRC Company will pay marketing campaign success fee to Website A for the services provided.	The PRC Company will pay marketing campaign success fee to Website B for the services provided.	The PRC Company will pay marketing campaign success fee to Website C for the services provided.
Payment terms	The PRC Company will make advance payment of RMB5,000 to Website A prior to publishing advertisements on Website A's partnership websites.	The PRC Company will make advance payment of RMB5,000 to Website B three days prior to publishing advertisements on Website B's platform.	The PRC Company will make advance payment of RMB5,000 to Website C prior to publishing advertisements on Website C's partnership websites.

The major terms of the aforesaid media company cooperation agreement are as follows:

Term	1 year, commencing in 2015
Major terms	The cooperation partner will provide marketing and advertising services to the PRC Company on major social networks.
Fee	The PRC Company shall pay RMB400,000 for the said services.
Payment terms	Payments shall be made in two stages: <u>Stage 1 (September 2015 – March 2016)</u> • The PRC Company shall pay (i) RMB60,000 within 20 days of entering into the cooperation agreement; (ii) RMB100,000 before 31 December 2015; and (iii) RMB40,000 after the end of stage 1. <u>Stage 2 (March 2016 – September 2016)</u> • The PRC Company shall pay the remaining amount of RMB200,000 in lump sum within 20 days after the end of stage 2.

For hotel and restaurant cooperation partners, the PRC Company will issue complimentary cash coupons (with a nominal value of RMB10 each) to their respective customers (i) once they become members of Dtedai through scanning of the QR code using WeChat in the respective hotels and restaurants and (ii) when they successfully procure friends to become members of Dtedai through WeChat. The issuance of cash coupons is tied to an unique WeChat account to avoid over-issuance and as a measure to verify the genuineness of the applicant. In addition, an individual may only be entitled to receive a maximum of two cash coupons which can only be used as cash in the respective hotel/restaurant in which they were issued. The staff of the hotel and restaurant cooperation partners will also be entitled to receive cash incentives from the PRC Company if they successfully procure their friends through WeChat to invest in products on Dtedai. The cash incentives will be settled by cash payment on a monthly basis and cash incentives accrued for each month will be paid no later than the 15th day of the subsequent month. For website cooperation partners, the PRC Company will pay marketing campaign success fees for the services provided by these website cooperation partners. The marketing campaign success fee comprises (i) an initial registration fee which is paid to the website cooperation partner when a new member is recruited via its platform; and (ii) a success fee which is paid to the website cooperation partner when an investment in the PRC Company's product is made by member diverted from its platform. The initial registration fee and the success fee is no more than RMB10 and RMB20, respectively.

The business development and marketing expenditure of the PRC Company primarily comprises cash rebate/coupons and website marketing fee. For the 12 months period commencing from 1 April 2015, the expected cash rebate/coupons and website marketing fee is approximately RMB2.6 million and approximately RMB0.9 million, respectively.

Top five customers since incorporation

As advised by the Vendor, the total revenue of the PRC Company since its incorporation up to 31 July 2015 was approximately RMB2,644,000 and the top five customers of the PRC Company since incorporation are set out below:

Customer	Industry	Revenue contribution *RMB ('000)*	%
A	Finance	442	16.72
B	Trading	142	5.37
C	Real estate	120	4.54
D	Properties	104	3.93
E	Real estate	89	3.37
Others		1,747	66.07
		2,644	

As advised by the Vendor, the top five customers of the PRC Company since its incorporation were third parties independent of the Vendor, current ultimate beneficial owners of the PRC Company, and their respective associates.

Management and Expertise

As at the Latest Practicable Date, the Target Group had a total of 21 employees, the breakdown of which is set out as follows:

	Number of employees
Management	2
Sales and marketing	12
Administration	2
Technical support	2
Finance	3
Total	21

The employees of the Target Group are remunerated by way of fixed salary, the package of which are reviewed on a regular basis. The PRC Company provided on the job training to its staff from time to time.

To facilitate the development of the PRC Company, the Group plans to recruit additional staff mainly for the sales and marketing function.

Set out below are the biographical details of the key personnels of the PRC Company as advised by the Vendor.

Directors of the PRC Company

Mr. Fu Zhong Liu, age 43, the chairman of the board of directors and the deputy general manager of the PRC Company, obtained his master degree in business administration from Ningxia University (寧夏大學) in the PRC in 2007. Mr. Fu has solid experience in commercial industry as he has spent over 10 years working in several financial institutions in the PRC, mainly responsible for financing-related and money-lending work. He joined the PRC Company since December 2014 and was appointed as chairman of the board of directors of the PRC Company on 14 May 2015.

Mr. Wu Guan Si, age 33, the director and the operations director of the PRC Company, obtained his bachelor degree in marketing from Sun Yat-sen University (中山大學) in the PRC in 2009. During March to October 2014, he was the chief operating officer at 深圳前海理想金融控股有限公司 (Shenzhen Qianhai Ideal Financial Co., Ltd.*). He has approximately 1.5 years of experience in the P2P industry. Mr. Wu joined the PRC Company since November 2014 and was appointed as director of the PRC Company on 14 May 2015.

Mr. Dong Hong Wei, age 35, the director and finance manager of the PRC Company, obtained his bachelor degree in 2004 from Hubei University of Technology (湖北工業大學) in the PRC in 2004. Mr. Dong has over 10 years of working experience in accounting firms. During November 2004 to March 2015, he worked in the audit division at Grant Thornton International Ltd (Guangzhou) (致同會計師事務所(廣州)) in the PRC. Mr. Dong joined the PRC Company since March 2015 and was appointed as director of the PRC Company on 7 September 2015.

As advised by the Vendor, Mr. Fu and Mr. Wu were appointed in May 2015 to replace former directors with a view to increasing the revenue as the revenue generated from the PRC Company from incorporation to April 2015 was not promising. Since their appointments, the revenue started to increase significantly from approximately RMB244,000 in April 2015 to approximately RMB1.3 million in July 2015. In view of the positive impact to the performance of the PRC Company, the Directors believe that Mr. Fu and Mr. Wu shall conduct their positive contribution to the development of the PRC Company.

Senior Management

Mr. Xiao Sheng Dong, age 44, the general manager of the PRC Company, obtained his bachelor degree in computer science and technology engineering from Northwestern Polytechnical University (西北工業大學) in the PRC in 1993. He has approximately 3.5 years of experience in the P2P industry. Mr. Xiao joined the PRC Company since June 2015.

Mr. Shi Chao Hui, age 37, the network technology development director of the PRC Company, obtained his master degree in business administration from University of South Wales (南威爾士大學) in the United Kingdom in 2015. During October 2013 to March 2015, he was the platform planning general manager at 廣州新影數字傳媒公司 (Guangzhou Xinying Digital Media Company*). Mr. Shi joined the PRC Company since April 2015. Before joining the PRC Company, Mr. Shi has approximately 4 years of experience in the Internet-related industry. Mr. Shi was previously employed by Baidu Inc (百度公司) and a company which operated an e-commerce platform, in which he gained experience in managing database and online platforms.

Mr. Zhuo Jian Guo, age 33, the media centre director of the PRC Company, obtained his bachelor of business administration from the Open University of China (中央廣播電視大學) in 2003. From his previous working experience in the media, internet integrated marketing, third-party payment and P2P internet financing sectors, Mr. Zhuo is proficient in market development and customer service as well as brand marketing management and is familiar with modern business operations management. He has approximately 2 years of experience in the P2P industry. Mr. Zhuo joined the PRC Company since January 2015.

* *For illustration purposes only*

Supervisor

Ms. Wang Wei, age 31, the supervisor of the PRC Company, obtained her bachelor of accounting at Zhongnan University of Economics and Law (中南財經政法大學) in 2007. She is a certified public accountant in the PRC. Ms. Wang joined the PRC Company since September 2015.

Business management plan

There is no plan that the key personnels of the PRC Company set out above will be appointed as Director before or after completion of the Acquisition.

The Company intends to rely on the existing team of the PRC Company to manage the business of the PRC Company as one of the few business units of the Company going forward. The general manager and a director of the PRC Company will prepare and provide management report to the Board for performance review of the Company on a quarterly basis, while other remaining members of the existing management team will focus on the operation of the PRC Company's business.

Even though no member in the Board currently possesses specific expertise in the P2P industry, the Board (which consists of Directors of legal, accounting and/or finance backgrounds) will bring in management experiences to the PRC Company. Through continuous monitoring and review on the operation of the PRC Company, the Directors are confident they can formulate appropriate strategies for the PRC Company.

Financial information of the Target Group

As advised by the Vendor, the Target Company and the Hong Kong Company are principally engaged in investment holding. 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 set out in the accountants' report of the Target Company (Appendix II to this circular), (i) the loss before and after tax of the Target Company for the period commencing from 2 September 2014 (date of incorporation), to 31 March 2015 was approximately HK$11,000; and (ii) the total liabilities of the Target Company were both approximately HK$10,000 as at 31 March 2015 respectively.

An emphasis of matter opinion was expressed in the accountants' report of the Target Company (Appendix II to this circular) indicating that, as at 31 March 2015, the Target Company had a net current liability and a net liability of approximately HK$10,000. This condition indicates the existence of a material uncertainty which may cost significant doubt on the Target Company's ability to continue as a going concern. The Directors consider the impact of such material uncertainty on the Target Company is immaterial as the amount of the net liability is relatively insignificant and, being an investment holding company, it would not further incur significant expenses in the future.

As set out in the accountants' report of the Hong Kong Company (Appendix III to this circular), (i) the loss before and after tax of the Hong Kong Company was nil for the years ended 31 March 2013, 2014 and 2015; (ii) the total assets were approximately HK$10,000 as at 31 March 2013, 31 March 2014 and 31 March 2015 respectively; and (iii) the total liabilities were approximately nil as at 31 March 2013, 31 March 2014 and 31 March 2015 respectively.

Set out below are financial information of the PRC Company as extracted from its audited financial statements 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 *(audited)*	**From 1 January 2015 to 31 March 2015** *(audited)*
Revenue	RMB45,000	RMB122,000
Net loss before and after taxation	RMB302,000	RMB468,000

According to the audited financial statements of the PRC Company, the total assets and total liabilities as at 31 March 2015 were approximately RMB3,516,000 and RMB1,286,000, respectively. The audited net asset value of the PRC Company was approximately RMB2,230,000.

Please also refer to the accountants' report of the PRC Company set out in Appendix IV to this circular.

INDUSTRY OVERVIEW

The principal place of business of the PRC Company is in Guangdong Province, the PRC.

Guangdong Province is the key economic and financial province of the PRC. According to National Bureau of Statistics of China, Guangdong Province had a gross domestic product of RMB6.78 trillion in 2014.

According to the 2014 Annual Report for Internet P2P Lending Industry in the PRC(《2014年中國網路借貸行業年報》)("**2014 P2P Report**"), the transaction volume of Internet P2P lending industry in the PRC reached RMB252.8 billion in 2014, representing 2.39 times of the transaction volume in 2013, and realized a compound monthly growth rate of 10.99% during 2014.

The Internet P2P loan balance in the PRC reached RMB103.6 billion at the end of 2014, representing 3.87 times of the loan balance of RMB26.8 billion at the end of 2013, and realized a compound monthly growth rate of 11.64% during 2014.

According to the 2014 P2P Report, the transaction volume of Internet P2P lending industry in Guangdong Province reached RMB84.64 billion in 2014, representing 33.48% of the total transaction volume in the PRC, which was the highest among the provinces in the PRC. This provides a favorable business environment for the Target Group.

According to the 2014 P2P Report, the leading market participants include 紅岭創投(Hongling Capital)、陸金所(Lufax.com)、温州貸(wzdai.com)、鑫合滙(xinhehui.com)、微貸網(weidai.com.cn)、合拍在綫(Hepai Online)、PPmoney、積本盒子(jimubox.com)、愛投資(itouzi.com), etc.

COMPLIANCE WITH THE PRC LAWS

To ensure that the business of the PRC Company (which was registered and with business limited in Guangdong Province, the PRC) and the Acquisition would comply with the applicable PRC laws and regulations, the Company has consulted the PRC Lawyers in particular on (a) whether the Acquisition would comply with the Catalogue and the FITE; (b) whether the PRC Company needs the Value-added Telecommunications Business Approval and the Internet Content Provision License; and (c) the consultancy agreements entered into between the borrowers and the PRC Company would comply with the applicable PRC laws.

The Catalogue and the FITE

The PRC Lawyers have assessed the actual business model of the PRC Company (including but not limited to the content to be provided on the Online Platform, online matching services and method of charging fees) under the Catalogue (in particular the list of prohibited businesses and restricted businesses), and the FITE (in particular clauses 2 and 3 therein) and confirmed that (a) the actual business model of the PRC Company does not fall within the prohibited businesses or restricted businesses under the Catalogue and (b) both the actual business model of the PRC Company and the Acquisition would comply with the Catalogue and the FITE.

On 26 June 2015, the PRC Lawyers visited the Municipal Commission and enquired on (a) the applicability of the Catalogue and FITE to the operation of the PRC Company and the Acquisition; and (b) whether the Acquisition will comply with the Catalogue and FITE. Clause 15 of《外商投資電信企業管理規則》(Foreign-Invested Telecommunications Enterprises Provisions) provides "For establishment of foreign-invested telecommunication enterprises categorized as providing basic telecommunications services or cross-provinces, autonomous regions and municipalities value-added telecommunication services, the major Chinese investor shall submit contracts and articles of association to the Ministry of Commerce under the State Council of the PRC for the proposed establishment of foreign-invested telecommunications enterprise in accordance with the《外商投資經營電信業務審定意見書》(Foreign-Invested Telecommunications Business Approval Opinion). Pertaining to the operations of value-added telecommunications services within provinces, autonomous regions and municipalities, the major Chinese investor shall submit contracts and articles of association to the commerce departments in their respective provinces, autonomous regions and municipalities for the proposed establishment of foreign-invested telecommunications enterprise in accordance with the Foreign-Invested Telecommunications Business approval Opinion". Batch 8 Q2(iii)

Therefore the PRC Lawyers advise that Municipal Commission is the competent authority in relation to the Catalogue and the FITE for the PRC Company (taking into account that the PRC Company was registered in Guangdong Province).

As informed by the PRC Lawyers, after being provided with information relating to the PRC Company by the PRC Lawyers, the relevant officials at Municipal Commission replied to the PRC Lawyers that both the operation of the PRC Company and the Acquisition comply with the Catalogue and FITE.

The Value-added Telecommunications Business Approval

As advised by the PRC Lawyers, under clause 9 of《中華人民共和國電信條例(2014修訂)》(PRC Telecommunications Law (2014 Revision)), specific "value-added telecommunication business(es)" would require the Value-added Telecommunications Business Approval. Nevertheless, under the current laws and regulations and authorities, there is no guidance or interpretation required P2P online credit marketplace information platform to classify as "value-added telecommunication business" as specified under the Notice. Furthermore, as at the Latest Practicable Date, as advised by the Vendor, the PRC Company has not been engaged in any activities that are classified as "value-added telecommunication business" by the Bureau. Therefore no application was made for a Value-added Telecommunications Business Approval by the PRC Company. Also, as told by the representative of the Bureau to the PRC Lawyers in their visit paid to the Bureau on 26 June 2015, so far no clear laws and administrative provisions had been released which stated P2P business fell into "value-added telecommunication business". As such, as at the date of the visit, no Value-added Telecommunications Business Approval had been issued for a P2P platform in the Guangdong Province and no P2P platform in the Guangdong Province had been mandatorily required to obtain the Value-added Telecommunication Business Approval.

Clause 3 of PRC Telecommunications Law (2014 Revision) provides "In accordance with the provisions of this Law, the information industry department of the State Council of the PRC shall supervise and manage nationwide telecommunications industry. Under the leadership of the information industry department of the State Council of the PRC, telecommunication regulatory authority in all provinces, autonomous regions and municipalities shall supervise and manage the telecommunications industry in the administrative areas in accordance with the provisions of this Law".

Therefore the PRC Lawyers advise that the Bureau is the competent authority (after review of the PRC Company's business scope by the PRC Lawyers and taking into account that the PRC Company was registered in Guangdong Province) for the PRC Company.

The Internet Content Provision License/Internet Information Service Record

As advised by the PRC Lawyers, under clauses 3 and 4《互聯網信息服務管理辦法》(Internet Data Services Administration Provisions), Internet Content Provision License would be required for operational Internet data services (which means providing online paid services to Internet users relating to information provision or website creation) ("**Operational Services**") while Internet Information Service Record is sufficient if the business involved is providing non-operational services (which means providing free online services relating to provision of public, sharable information) ("**Non-operational Services**").

As advised by the PRC Lawyers and the Vendor, as at the Latest Practicable Date, the PRC Company has not been engaged in any activities that are classified as Operational Services by the Bureau and hence no application was required to be made for an Internet Content Provision License by the PRC Company. As confirmed by the Vendor, the PRC Company prior to the Completion has no plan to be engaged in any activities that may be classified as Operational Services. For its operation, the PRC Company has already obtained Internet Information Service Record (with record number粵ICP備14083369) approved by the Bureau.

Clause 7 of the Internet Data Services Administrations Provisions provides "For engagement in operational Internet data services, enterprises should apply for the Internet Information Service Value-added Telecommunications Business Approval in the telecommunication regulatory authority of their respective provinces, autonomous regions, municipalities, or information industry department of the State Council of the PRC".

Clause 8 of the Internet Data Services Administrations Provisions provides "For engagement in non-operational Internet data services, enterprises should apply for the Internet Information Service Record in the telecommunication regulatory authority of their respective provinces, autonomous regions, municipalities, or information industry department of the State Council of the PRC".

Therefore the PRC Lawyers advise that the Bureau is the competent authority (after review of the PRC Company's business scope by the PRC Lawyers and taking into account that the PRC Company was registered in Guangdong Province) for the PRC Company.

PRC Contract Law and PRC Civil Law

As advised by the PRC Lawyers, as at the date of this announcement, the PRC Company has obtained all licenses and approvals for its operation in the PRC under the applicable laws and regulations, PRC Contract Law and PRC Civil Law. As advised by the PRC Lawyers, the consultancy agreements entered into between the borrowers and the PRC Company are legal, valid and binding on the PRC Company and the respective borrowers, and do not constitute a breach or a violation of and will not be deemed invalid or ineffective under (a) any provision of the PRC Contract Law; (b) any General Principles of the PRC Civil Law; and (c) any applicable PRC laws and regulations.

Anti-money Laundering Regime

The PRC anti-money laundering regime had been applied respectively under each of (i)《中華人民共和國反洗錢法》(Anti-money Laundering Law) (ii) 中國人民銀行關於印發《支付機構反洗黑錢和反恐怖融資管理辦法》的通知》(People's Bank of China issued Payment Institutes' Anti-money Laundering and Anti-terrorist Financing Management Measures Notice) ("**Payment Institutes Notice**") and (iii)《中國人民銀行、工業和信息文化部、公安部、財政部、工商總局、法制辦、銀監會、保監會、國家互聯網信息辦公室關於促進互聯網金融健康發展的指導意見》(The Guidance Opinion in relation to Internet Finance by the People's Bank of China, Industry and Information Bureau, the Ministry of Public Security of the PRC, Ministry of Finance, State Administration for Industry & Commerce of the PRC, Legislative Affairs Office of the State Council of the PRC, China Banking Regulatory Commission, China Insurance Regulatory Commission and China Internet Network Information Office) ("**The Guidance Opinion**").

As advised by the PRC Lawyers, the Anti-money Laundering Law applies to "financial institutes" while the Payment Institutes Notice only applies to "payment institutes".

According to Clause 34 of Anti-money Laundering Law, "financial institutes" refer to "the financial institutes which engage in banking businesses in accordance with the applicable laws".

According to Clause 2 of the Payment Institutes Notice, "payment institutes" refer to "the non-financial institutes which hold Payment Services Licence according to《非金融機構支付服務管理辦法》(Management Provisions for Non-financial Institutes for Payment Services).

As the PRC Company is not a payment institute, it is not subject to the Payment Institutes Notice. Also, as advised by the PRC Lawyers, the PRC Company is not a "financial institute" under the Anti-money Laundering Laws. Nevertheless, as advised by the PRC Lawyers, the Guidance Opinion applies to "internet financing entity" and the PRC Company can be categorised as an "internet financing entity". Therefore, the PRC Company is mandatorily subject to the Guidance Opinion while so far no detailed execution policy and interpretation has been released as at the Latest Practicable Date. Once the detailed execution policy and interpretation have been released, the Company will take appropriate steps to ensure full compliance with the requirement.

As advised by the PRC Lawyers, the Payment Agent is categorized as "payment institutes" under the Payment Institutes Notice and is mandatorily subject to the Payment Institutes Notice. The Payment Agent has undertaken to comply with all applicable laws (including those related to anti-money laundering laws) under the third party payment agent service agreement entered into between the Payment Agent and the PRC Company. For avoidance of doubt, the PRC Company shall not bear any legal consequences even though the Payment Agent has not fully complied with the applicable anti-money laundering laws.

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 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 Dtedai will receive interest payments from such corporate and personal loan products issued by borrowers.

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 Dtedai.

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.

REASONS FOR ISSUANCE OF CONVERTIBLE PREFERENCE SHARES

The Board is of the view that the issue of 340,000,000 Convertible Preference Shares to satisfy the Consideration of HK$204,000,000 has the benefit of preserving the internal resources of the Group and reducing the cash outflow which will preserve the financial flexibility of the Group for its future development.

The Directors have considered other methods of financing the Acquisition (such as issuance of convertible bonds/notes and consideration shares).

The Directors prefer the Convertible Preference Shares to convertible notes as the convertible bonds/notes (even if the convertible bonds/notes are non-interest bearing) would incur imputed interest expenses while no such expenses would be incurred (and hence no incidental financial burden and negative impact would be resulted) for the Convertible Preference Shares.

The Convertible Preference Shares are also selected over consideration shares as the Company would intend not to pay by cash while on the other hand the Vendor would not intend to incur a mandatory offer obligation due to allotment of consideration shares which leaves the Convertible Preference Shares a good option acceptable to both parties. Also, since the Convertible Preference Shares would not give the voting right to the holders except in its class meeting in accordance with the articles of association of the Company and the applicable laws of Cayman Islands, the Shareholders can avoid dilution of voting power as a result. To the best knowledge of the Directors, the class meetings will usually be held for consideration of any variation of its rights of the particular class of shares.

Furthermore, the current conversion restriction of the Convertible Preference Shares (i.e. no Convertible Preference Shares shall be converted, to the extent that following such exercise (a) the minimum public float requirement of the Company as required under the GEM 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) can ensure the aforesaid two compliance requirements can be met.

Therefore, the Directors consider that the issuance of the Convertible Preference Shares is fair and reasonable and in the interest of the Company and the Shareholders.

RISK FACTORS

The PRC Company's business is operating in a relatively infant industry

The market for the PRC Company's services is new and rapidly developing with a comparatively short track record. People in the PRC generally have limited experience for similar services. To be successful, the PRC Company must continue to keep updated with the market trend, market its business and develop its services and products that will achieve broad market acceptance by Internet users in the PRC.

The PRC Company operates in a very competitive market

The PRC Company (with business limited in Guangdong Province) is facing significant competition from other market players which provide services that are similar to those provided by the PRC Company.

These competitors may have greater financial and other resources than the PRC Company, and may be able to react more quickly to changing consumer requirements and demands, deliver competitive services at lower prices and more effectively respond to new Internet technologies or technical standards than the PRC Company can.

Moreover, present or future competitors may offer services and products that provide more favorable technology, performance and pricing than the PRC Company can provide, and may offer other advantages over the PRC Company's services and products, with the result that their services and products could achieve greater market acceptance than the PRC Company's services and products. The intensified competition may have a material and adverse effect on the PRC Company's financial condition and results of operations.

The PRC Company's business depends on the continuing contributions of the PRC Company's key executives and employees, and the PRC Company's business may be severely disrupted if the PRC Company loses their services.

The PRC Company's future success depends upon the continued services of the PRC Company's key executives. The Company will rely on their expertise in system development.

If one or more of the PRC Company's key executives are unable or unwilling to continue in their present positions, the PRC Company may not be able to replace them within a reasonable period of time if at all, and the PRC Company business may be severely disrupted and our financial conditions and results of operations may be materially and adversely affected, and the PRC Company may incur additional expenses in recruiting and training additional personnel.

Additionally, if any of the PRC Company's key executives joins a competitor or forms a competing business, the PRC Company's business may be disrupted.

The PRC Company's future success will also depend on the PRC Company's ability to attract and retain highly skilled technical, managerial, editorial, marketing and customer service personnel. Qualified individuals are in high demand, and the PRC Company may not be able to successfully attract, assimilate or retain the personnel we need to succeed.

The PRC Company has generally entered into employment contracts with a term of three years with key executives pursuant to which the key executives have undertaken that they will not (i) disclose commercial secret of the PRC Company to third parties; and (ii) engage in any business in competition with the existing business conducted by the PRC Company.

Compliance with the PRC Laws if the business of the PRC Company is extended outside Guangdong Province.

As the views of the PRC Lawyers on the PRC Company's compliance with PRC Laws are made based on the fact that the PRC Company was registered in Guangdong Province and that the business of the PRC Company is limited to Guangdong Province, the PRC Lawyers' views would be different if the business of the PRC Company is extended outside Guangdong Province in which case the actual business model of the PRC Company may be categorized as valued added telecommunications business by the competent authorities of the other provinces and the foreign ownership in the PRC Company may be subject to less than 100% restriction. In view of that, the PRC Company shall only extend its business outside Guangdong Province after the Company is certain, after obtaining appropriate legal opinion and necessary approvals from the relevant competent authorities, that such extension is in full compliance with the applicable PRC Laws.

Because the PRC Company's operating history is limited and the revenues and income potential of the PRC Company's businesses is unproven, the PRC Company cannot predict whether it will meet internal or external expectations of future performance.

The PRC Company believes that its future success depends on the PRC Company's ability to significantly increase revenues from its operations, for which the PRC Company has a limited operating history. Accordingly, the PRC Company's prospects must be considered in light of the difficulties and other risks customarily encountered by companies in an early stage of development, particularly companies in the new and rapidly evolving P2P industries.

The PRC Company may not be able to prevent unauthorized parties from infringing its intellectual property, which may harm its business and expose it to litigation.

The PRC Company regards its intellectual property as critical to its success. the PRC Company seek to protect its intellectual property rights by relying on a combination of patent, copyright and trademark protection and confidentiality laws and contracts. Despite the PRC Company's efforts to protect its proprietary rights, unauthorized parties may attempt to infringe the PRC Company's intellectual property including information on its website. Since the PRC Company operates in a legal regime that is still developing, the protection of intellectual property rights, the protection and enforcement of the PRC Company's intellectual property rights may not be as effective as in countries with a more mature legal system. Moreover, policing and enforcing unauthorized use of proprietary technologies is difficult and expensive. The steps the PRC Company has taken may not be effective to prevent the misappropriation of its proprietary technology entirely. Any misappropriation could have a material and adverse impact on the PRC Company's business, financial condition and results of operations. From time to time, the PRC Company may have to resort to litigation to enforce its intellectual property rights, which could result in material costs.

Unexpected network interruption caused by system failures or computer viruses may reduce visitor traffic, reduce revenues and harm the PRC Company's reputation.

Both the continual accessibility of websites and the performance and reliability of their technical infrastructure are critical to the PRC Company's reputation and its ability to attract and retain users. Any system failure or performance inadequacy that causes interruptions in the availability of the PRC Company's services or increases the response time of the PRC Company's services could reduce user satisfaction and traffic, which would reduce the PRC Company's websites' appeal to users. As the number of the PRC Company's web pages and traffic increase, there can be no assurance that the PRC Company will be able to scale its systems proportionately.

In addition, any system failures and electrical outages could have a material and adverse effect on the PRC Company's business. Computer viruses may also cause delays or other service interruptions on our systems. In addition, the inadvertent transmission of computer viruses could expose the PRC

Company to a risk of loss or litigation and possible liability. In addition, a hacker may breach its security system and sabotage the PRC Company's network or services. The PRC Company may be required to put into significant capital and other resources to protect the PRC Company's websites against the threat of such computer viruses and hackers and to alleviate any problems caused by computer viruses or hackers. Moreover, if a computer virus affecting its system is highly publicized, the PRC Company's reputation could be materially damaged and its visitor traffic may decrease, which could result in a material and adverse effect on its business. Furthermore, the damages or losses caused by computer viruses to users may lead to litigation and result in additional liabilities to the PRC Company.

Concerns about confidentiality of information on the Internet and mobile telecommunications networks may reduce use of the PRC Company's network and impede its growth.

There has been a public concern over security and privacy, especially the transmission of confidential information. If these concerns are not adequately addressed, they may inhibit the growth of the PRC Company's business. If a well-publicized breach of security were to occur, general usage of the services could decline, which could reduce its traffic and impede the PRC Company's growth. The PRC Company's current security measures may not be adequate. For example, personal data of its users could be stolen and misused. Such security breaches could expose the PRC Company to litigation and possible liability for failing to secure confidential customer or supplier information and could harm the PRC Company's reputation and ability to attract customers.

Changes of relevant rules and regulations in the PRC

Although various laws and regulations governing economic matters have been promulgated and supplemented in the PRC since 1979, the PRC legal system is not very sophisticated and the newly promulgated laws and regulations may not be sufficient to cover all aspects of the economic activities in the PRC. In addition, many laws and regulations in the PRC are promulgated in broad principles and the PRC government has gradually laid down implementation rules and has continued to refine and modify such laws and regulations. As the PRC legal system is still developing, the promulgation of such new laws or refinement and modification of existing laws may affect foreign investors. There is no assurance that future changes in the legislations or the interpretation thereof will not have an adverse effect upon the Target Group.

EFFECT ON THE SHAREHOLDING STRUCTURE

The following table illustrates the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) immediately following Completion and (iii) immediately following Completion and conversion of all Convertible Preference Shares:

		(i) As at the Latest Practicable Date		(ii) Immediately following Completion		(iii) Immediately following Completion and conversion of all Convertible Preference Shares (3)	
	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.

(3) This column is for illustrative purpose only as (i) the Vendor could only convert the Convertible Preference Shares to the extent the Company complies with the public float requirement and not subject to the Takeovers Code; and (ii) there will not be a change of control of the Company upon conversion of the Convertible Preference Shares under the terms of the Convertible Preference Shares.

The Acquisition will not result in a change of control of the Company.

PROPOSED AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION AND THE INCREASE IN AUTHORISED SHARE CAPITAL

The Board proposes that the Convertible Preference Shares being a new class of shares be created and that the New Articles be adopted to incorporate the terms of the Convertible Preference Shares.

The Company will propose at the EGM a special resolution to (i) increase the authorized share capital of the Company from HK$50,000,000 divided into 5,000,000,000 Shares of HK$0.01 each 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; and (ii) make corresponding amendments to the memorandum and articles of association of the Company to incorporate the terms of the Convertible Preference Shares.

Details of the proposed amendments to the memorandum and articles of association of the Company are set out in the Appendix XI of this circular.

FINANCIAL EFFECT OF THE ACQUISITION

After Completion, the Target Company would become a wholly-owned subsidiary of the Company and the financial statements of the Target Group would be consolidated in the accounts of the Group after Completion.

Based on the unaudited pro forma financial information of the Enlarged Group as set out in Appendix V to this circular, the total assets of the Enlarged Group would have increased by approximately HK$205.6 million from approximately HK$140.9 million as at 31 March 2015 to approximately HK$346.5 million, and the total liabilities of the Enlarged Group would have increased by approximately HK$1.7 million from approximately HK$26.5 million as at 31 March 2015 to approximately HK$28.2 million.

The Directors expect that the earnings of the Enlarged Group would be enhanced by the income generated from the Target Group after Completion.

The pro forma financial information has been prepared for illustrative purposes only, based on the judgements and assumptions of the Directors, and, because of its hypothetical nature, it may not give a true picture of the financial position of the Enlarged Group as at the Completion Date or any future date.

Moreover, since the actual fair values of the assets, liabilities and contingent liabilities of the Target Group upon Completion would be different from their estimated fair values used in the preparation of the pro forma financial information, the actual financial effects of the Acquisition might be different from the financial position as shown in Appendix V to this circular.

The Company will adopt consistent accounting policies and principal assumptions to assess the impairment of the Enlarged Group's goodwill in the Company's future financial statements, and communicate such basis to the Company's auditors.

NO INTENTION TO DISPOSE OF ANY EXISTING BUSINESS OR ASSETS

As at the Latest Practicable Date, the Company has not involved in any discussion or negotiation to, and does not have any intention to, dispose of any existing business or assets.

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.

EGM

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

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.

Set out on pages 164 to 165 of this circular is a notice convening the EGM to be held at Unit 1207, 12/F, No. 9 Queens Road Central, Hong Kong, on Thursday, 22 October 2015 at 3:00 p.m..

The form of proxy for use at the EGM is enclosed. Whether or not you are able to attend (if you are so entitled to) the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return them to the Company's share registrar, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time designated for holding the EGM. Completion and return of the relevant form of proxy will not preclude you from attending and voting in person at the meetings or at any adjourned meetings should you so wish.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 circular misleading.

RECOMMENDATION

The Board considers that the terms of the Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

By order of the Board of
Zebra Strategic Holdings Limited
Lam Tsz Chung
Executive Director

1. THREE-YEAR FINANCIAL INFORMATION OF THE GROUP

Details of the financial information of the Group for the three financial years ended 31 March 2013, 31 March 2014 and 31 March 2015 respectively have been set out on pages 32 to 79, pages 33 to 79 and pages 32 to 92 of the Company's annual reports for the financial years ended 31 March 2013, 31 March 2014 and 31 March 2015 dated 28 June 2013, 27 June 2014 and 5 June 2015 respectively.

All annual reports of the Company have been posted on the website of the Stock Exchange (www.hkex.com.hk) and the website of the Company at www.zebra.com.hk.

2. INDEBTEDNESS OF THE ENLARGED GROUP

Borrowings

As at 31 July 2015, the Enlarged Group had no borrowings from banks but had obligations under finance lease of approximately HK$317,000 with effective interest rate of 6.77% per annum, secured and guaranteed by Mr. Kung Phong to the extent of approximately HK$1,150,000, Mr. Kung Phong was a director of the Company and resigned on 10 September 2014.

As at 31 July 2015, the Enlarged Group had no financial instrument to hedge against foreign currency risk.

Contingent liabilities

As at 31 July 2015, the Enlarged Group had no material contingent liabilities.

Mortgages and charges

As at 31 July 2015, the Enlarged Group had no mortgages nor pledged bank deposits.

Banking facilities

As at 31 July 2015, the Enlarged Group had no banking facilities.

Disclaimers

Save as aforesaid or otherwise disclosed herein, and apart from intra-group liabilities, at the close of business on 31 July 2015, the Enlarged Group did not have any outstanding mortgages, charges, debentures, loan capital, bank overdrafts, loans or other similar indebtedness, finance leases or hire purchase commitments, liabilities under acceptance or acceptance credits, debt securities (whether issued and outstanding or authorised or otherwise created but unissued), guarantees or other material contingent liabilities.

Save as aforesaid, the Directors confirmed that there had been no material changes to the indebtedness and contingent liabilities of the Enlarged Group since 31 July 2015 and up to the Latest Practicable Date.

3. MATERIAL ADVERSE CHANGE

The Directors are not aware of any material adverse changes in the financial or trading position or prospects of the Group since 31 March 2015, being the date to which the latest audited consolidated financial statements of the Group were made up.

4. WORKING CAPITAL

After due and careful consideration, the Directors are of the opinion that, after taking into account the internal financial resources available to the Enlarged Group, the Enlarged Group has sufficient working capital for its present requirements, that is for at least the next twelve months from the date of this circular.

5. FINANCIAL AND TRADING PROSPECTS OF THE ENLARGED GROUP

During the year 31 March 2015, the Group had incurred a net loss of approximately HK$1.53 million. The Group will continue to focus on its staff outsourcing services and expand its existing executive search services in Hong Kong and in the PRC. The Group has successfully diversified into providing credit assessment and credit consultancy services to customers in the PRC upon completion of the acquisition of Sheng Zhuo Group Limited in December 2014, providing a strong platform to broaden and secure a steady income stream for the Group.

Given the financing scale in the PRC has been expanding quickly in the past decade, the Board is optimistic about the future development of the PRC online peer-to-peer industry. The acquisition of the Target Group will allow the Group to tap into the PRC online peer-to-peer service sector and will then 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 the Online Platform.

30 September 2015

The Board of Directors
Zebra Strategic Holdings Limited
Room 2418A, Wing On Centre
111 Connaught Road
Central
Hong Kong

Dear Sirs,

We set out below our report on the financial information (the "**Financial Information**") of Radiant Expert Global Limited ("**Radiant Expert**") which comprises the statements of financial position of Radiant Expert as at 31 March 2015, and the statements of profit or loss and other comprehensive income and the statements of changes in equity of Radiant Expert for the period from 2 September 2014 (date of incorporation) to 31 March 2015 (the "**Relevant Period**") and a summary of significant accounting policies and other explanatory information. This Financial Information has been prepared by the sole director of Radiant Expert for inclusion in Appendix II to the circular dated 30 September 2015 (the "**Circular**") issued by Zebra Strategic Holdings Limited (the "**Company**") in connection with its proposed acquisition of the entire issued share capital of Radiant Expert (the "**Transaction**").

Radiant Expert was incorporated in British Virgin Islands (the "**BVI**") on 2 September 2014 with limited liability. The addresses of Radiant Expert's registered office and principal place of business is Offshore Incorporations Centre, P.O. Box 957, Road Town, Tortola, BVI. Radiant Expert is principally engaged in investment holding.

At the date of this report, Radiant Expert has equity interest in the following subsidiaries:

Name of subsidiaries	Place and date of incorporation/ establishment	Issued and fully paid issued share capital/ registered capital	Proportion of nominal value of issued share capital/ registered capital		Principal activities
			Directly	Indirectly	
Hong Kong Youhe Limited	Hong Kong 28 May 1996	HK$10,000	100%	–	Investment holding
Guangzhou Shun Xin Dai Hu Lian Wang Internet Financial Information Services Limited	The People's Republic of China ("**PRC**") 6 August 2014	RMB10,000,000	–	100%	Provision of peer-to-peer (P2P) financial intermediary services (on the online platform) and other relevant consultation services

Name of subsidiaries	Place and date of incorporation/ establishment	Issued and fully paid issued share capital/ registered capital	Proportion of nominal value of issued share capital/ registered capital		Principal activities
			Directly	Indirectly	
Guangzhou Shunxindai Consultation Services Limited	PRC 10 July 2015	RMB2,000,000	–	100%	Inactive

The financial year end date of Radiant Expert is 31 March.

No audited financial statements have been prepared for Radiant Expert since the date of incorporation as there is no such statutory requirement.

For the purpose of this report, the sole director of Radiant Expert has prepared the financial statements of Radiant Expert for the Relevant Period (collectively the "**Underlying Financial Statements**") in accordance with the accounting policies which conform with Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**").

We have undertaken an independent audit on the Underlying Financial Statements in accordance with Hong Kong Standards on Auditing issued by the HKICPA and examined the Underlying Financial Statements in accordance with the Auditing Guideline 3.340 "Prospectuses and the Reporting Accountant" as recommended by the HKICPA.

The Financial Information set out in this report has been prepared from the Underlying Financial Statements. No adjustments have been made by us to the Underlying Financial Statements in preparing our report for inclusion in the Circular. The preparation of the Underlying Financial Statements is the responsibility of the sole director of Radiant Expert. The directors of the Company are responsible for the contents of the Circular in which this report is included. It is our responsibility to compile the Financial Information set out in this report from the Underlying Financial Statements, to form an independent opinion on the Financial Information and to report our opinion to you.

OPINION

In our opinion, the Financial Information gives, for the purpose of this report, a true and fair view of the state of affairs of Radiant Expert as at 31 March 2015 and of the results of Radiant Expert for the Relevant Period.

EMPHASIS OF MATTER

Without qualifying our opinion, we draw attention to Note 2 to the Financial Information below, which indicate that as at 31 March 2015, Radiant Expert have net current liability and net liability of approximately HK$10,000. This condition indicates the existence of a material uncertainty which may cast significant doubt on Radiant Expert's ability to continue as a going concern.

(A) FINANCIAL INFORMATION OF RADIANT EXPERT GLOBAL LIMITED

The following is the financial information of Radiant Expert Global Limited ("**Radiant Expert**") prepared by the sole director of Radiant Expert as at 31 March 2015 and for the period from 2 September 2014 (date of incorporation) to 31 March 2015 (the "**Financial Information**").

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Notes	**For the period from 2 September 2014 (date of incorporation) to 31 March 2015** *HK$'000*
Revenue		–
Administrative expenses		(11)
Loss before tax		(11)
Income tax expense	8	–
Loss and total comprehensive expense for the period	9	(11)

STATEMENTS OF FINANCIAL POSITION

	Notes	**At 31 March 2015** *HK$'000*
CURRENT LIABILITY		
Amount due to a shareholder	10	10
NET CURRENT LIABILITY AND NET LIABILITY		(10)
CAPITAL AND RESERVE		
Share capital	11	1
Accumulated losses		(11)
TOTAL DEFICITS		(10)

STATEMENTS OF CHANGES IN EQUITY

	Share capital *HK$'000*	**Accumulated losses** *HK$'000*	**Total** *HK$'000*
Issue of share upon incorporation	1	–	1
Loss and total comprehensive expense for the period	–	(11)	(11)
At 31 March 2015	1	(11)	(10)

NOTES TO THE FINANCIAL INFORMATION

1. GENERAL

Radiant Expert Global Limited ("**Radiant Expert**") was incorporated in BVI on 2 September 2014 with limited liability. Its holding company is Maoman Holdings Limited, a company incorporated in BVI with limited liability.

Radiant Expert is principally engaged in investment holding.

The addresses of the registered office and principal place of business of Radiant Expert is Offshore Incorporations Centre, P.O. Box 957, Road Town, Tortola, BVI.

The Financial Information is presented in Hong Kong dollar ("**HK$**"), which is also the functional currency of Radiant Expert.

Radiant Expert did not maintain any bank account and all of its transactions were dealt with the current account with the shareholder during the Relevant Period. Accordingly, no statement of cash flows was presented for the said Relevant Period.

2. BASIS OF PREPARATION

As at 31 March 2015, Radiant Expert had net current liability and net liability of approximately HK$10,000. This condition indicates the existence of a material uncertainty which may cast significant doubt on Radiant Expert's ability to continue as a going concern. Therefore, Radiant Expert may be unable to realise its assets and discharge its liability in the normal course of business.

These Financial Information have been prepared on a going concern basis, the validity of which depends upon the financial support of the shareholder, at a level sufficient to finance the working capital requirements of Radiant Expert. The sole director of Radiant Expert (the "**Sole Director**") is therefore of the opinion that it is appropriate to prepare the Financial Information on a going concern basis. Should Radiant Expert be unable to continue as a going concern, adjustments would have to be made to the Financial Information to adjust the value of the assets to their recoverable amounts and to provide for any further liability which might arise.

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") AND HONG KONG ACCOUNTING STANDARDS ("HKASs")

For the purpose of preparing and presenting the Financial Information for the Relevant Period, Radiant Expert has adopted all the HKFRSs and HKASs issued by Hong Kong Institute of Certified Public Accountants (the "**HKICPA**") which are effective for the accounting period beginning on or after 1 January 2014 consistently throughout the Relevant Period.

New and revised HKFRSs and HKASs in issue but not yet effective

At the date of this report, the following new and revised HKFRSs and HKASs have been issued but are not yet effective:

HKFRS 9	Financial Instruments[1]
HKFRS 14	Regulatory Deferral Accounts[2]
HKFRS 15	Revenue from Contracts with Customers[3]
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations[5]
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation[5]
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants[5]
Amendments to HKAS 19 (2011)	Defined Benefits Plans: Employee Contributions[4]

Amendments to HKAS 27	Equity Method in Separate Financial Statements[5]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[5]
Annual Improvements Project	Annual Improvements to HKFRSs 2010-2012 Cycle[6]
Annual Improvements Project	Annual Improvements to HKFRSs 2011-2013 Cycle[4]
Annual Improvements Project	Annual Improvements to HKFRSs 2012-2014 Cycle[5]
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities – Applying the Consolidation Exception[5]
Amendments to HKAS 1	Disclosure Initiative[5]

1 Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.
2 Effective for first annual HKFRS financial statements beginning on or after 1 January 2016, with earlier application permitted.
3 Effective for annual periods beginning on or after 1 January 2017, with earlier application permitted.
4 Effective for annual periods beginning on or after 1 July 2014, with earlier application permitted.
5 Effective for annual periods beginning on or after 1 January 2016, with earlier application permitted.
6 Effective for annual periods beginning on or after 1 July 2014, with limited exceptions. Earlier application is permitted.

The Sole Director does not anticipate that the application of the above new and amendment to HKFRSs and HKASs will have any significant impact on Radiant Expert's financial results and financial position.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

The Financial Information has been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the Financial Information includes applicable disclosures required by the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited and by the applicable disclosure requirements of the Hong Kong Companies Ordinance, Cap. 622.

Basis of preparation

The Financial Information has been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange of goods.

The principal accounting policies are set out below:

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the period. Taxable loss differs from "loss before tax" as reported in the statements of profit or loss and other comprehensive income because of item of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. Radiant Expert's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the Relevant Period.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Information and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of the Relevant Period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the Relevant Period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which Radiant Expert expects, at the end of the Relevant Period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax for the period

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Financial instruments

Financial liabilities are recognised when Radiant Expert becomes a party to the contractual provisions of the instruments.

Financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial liabilities are added to or deducted from the fair value of the financial liabilities, as appropriate, on initial recognition.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by Radiant Expert are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability or an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by Radiant Expert are recognised at the proceeds received, net of direct issue costs.

Other financial liabilities

Other financial liability (representing amount due to a shareholder) is subsequently measured at amortised cost, using the effective interest method.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the Relevant Period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

Derecognition

Radiant Expert derecognises financial liabilities when, and only when, Radiant Expert's obligations are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of Radiant Expert's accounting policies, which are described in Note 4 to the Financial Information, the Sole Director is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. Radiant Expert did not use any estimations in the preparation of Financial Information.

Critical judgments in applying accounting policies

The following is the critical judgment, apart from those involving estimations, that the Sole Director has made in the process of applying Radiant Expert's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

Going concern and liquidity

As explained in Note 2, Radiant Expert had net current liability and net liability of approximately HK$10,000 as at 31 March 2015. This condition indicates the existence of a material uncertainty which may raise significant doubt on Radiant Expert's ability to continue as a going concern. The assessment of the going concern assumptions involves making judgment by the Sole Director, at a particular point of time, about the future outcome of events and conditions which are inherently uncertain. The Sole Director considers that Radiant Expert has ability to continue as a going concern and the major conditions that may cast significant doubt about the going concern assumptions are set out in Note 2 to the Financial Information.

6. CAPITAL RISK MANAGEMENT

The Sole Director manages its capital to ensure that Radiant Expert will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance.

The Sole Director reviews the capital structure on a regular basis. As a part of this review, the Sole Director considers the cost of capital and risk associates with each class of capital. Based on the recommendations of the Sole Director, Radiant Expert will balance its overall capital structure through new share issues as well as the issue of new debt.

7. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	At 31 March 2015 *HK$'000*
Financial liability	
Liability measured at amortised cost:	
Amount due to a shareholder	10

(b) Financial risk management objectives and policies

Radiant Expert's major financial instruments include amount due to a shareholder. Details of the financial instruments are disclosed in respective notes. The risk associated with these financial instruments include liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Liquidity risk

In the management of liquidity risk, Radiant Expert finances its working capital requirements mainly from funds transferred from shareholder.

Radiant Expert's liquidity position is monitored closely by the Sole Director. All the financial liability is non-interest bearing and has remaining contractual maturity of less than 3 months or repayable on demand. The total undiscounted cash flows of financial liability based on the earliest date on which Radiant Expert can be required to pay approximately its carrying amounts at the end of the Relevant Period as follows:

	At 31 March 2015 Carrying amount *HK$'000*
Amount due to a shareholder	10

(c) Fair value

There is no financial instrument measured at fair value on a recurring basis.

The Sole Director consider that the carrying amounts of financial liabilities recorded at amortised cost in the Financial Information approximate their respective fair values at the end of Relevant Period.

8. INCOME TAX EXPENSE

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for the Relevant Period.

No provision of Hong Kong Profits Tax has been made in the Financial Information as Radiant Expert did not generate any assessable income for the Relevant Period.

The income tax expense for the Relevant Period can be reconciled to the loss before tax per the statement of profit or loss and other comprehensive income as follows:

	For the period from 2 September 2014 (date of incorporation) to 31 March 2015 *HK$'000*
Loss before tax	(11)
Tax at Hong Kong Profits Tax rate of 16.5%	(2)
Tax effect of expenses not deductible for tax purpose	2
Income tax expense	–

9. LOSS FOR THE PERIOD

	For the period from 2 September 2014 (date of incorporation) to 31 March 2015
	HK$'000
Loss for the period has been arrived at after charging:	
Director's remuneration	–
Other staff costs	
– salary and other emoluments	–
– retirement benefits scheme contributions	–
Total other staff cost	–
Auditor's remuneration	–
Incorporation fee	11

10. AMOUNT DUE TO A SHAREHOLDER

The amount due to a shareholder is non-trade in nature, unsecured, non-interest bearing and repayable on demand.

11. SHARE CAPITAL

	Number of shares	At 31 March 2015
Authorised:		
50,000 ordinary shares	50,000	US$50,000
Issued and fully paid:		
1 ordinary share	1	US$1
Shown in the financial statements as		HK$7.8

12. EVENTS AFTER THE END OF THE RELEVANT PERIOD

On 27 May 2015, Radiant Expert has acquired the entire issued share capital of Hong Kong Youhe Limited ("**Youhe**"), a company incorporated in Hong Kong with limited liability.

On 10 July 2015, Guangzhou Shun Xin Dai Hu Lian Wang Internet Financial Information Services Limited ("**Guagnzhou Shun Xin Dai**") has established a wholly owned subsidiary, Guangzhou Shunxindai Consultation Services Limited, in PRC, with initial registered capital of RMB2,000,000.

On 7 September 2015, Youhe has acquired the entire registered capital of Guangzhou Shun Xin Dai, a company incorporated in Guangdong Province, PRC, with registered capital of RMB10,000,000.

13. SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements have been prepared by Radiant Expert up to the date of this report.

Yours faithfully,

ZHONGLEI (HK) CPA Company Limited
Certified Public Accountants (Practising)
Lam Chik Tong
Practising Certificate Number: P05612

Suites 313-316, 3/F., Shui On Centre
6-8 Harbour Road
Wan Chai
Hong Kong

30 September 2015

The Board of Directors
Zebra Strategic Holdings Limited
Room 2418A, Wing On Centre
111 Connaught Road
Central
Hong Kong

Dear Sirs,

We set out below our report on the financial information (the "**Financial Information**") of Hong Kong Youhe Limited ("**Youhe**") which comprises the statements of financial position of Youhe as at 31 March 2013, 2014 and 2015, and the statements of profit or loss and other comprehensive income and the statements of changes in equity of Youhe for each of the years ended 31 March 2013, 2014 and 2015 (the "**Relevant Periods**") and a summary of significant accounting policies and other explanatory information. This Financial Information has been prepared by the directors of Youhe for inclusion in Appendix III to the circular dated 30 September 2015 (the "**Circular**") issued by Zebra Strategic Holdings Limited (the "**Company**") in connection with its proposed acquisition of the entire issued share capital of Radiant Expert Global Limited (the "**Transaction**").

Youhe was incorporated in Hong Kong on 28 May 1996 with limited liability. The addresses of Youhe's registered office and principal place of business is Room 1701, 9 Chong Yip Street, Kwun Tong, Kowloon, Hong Kong. Youhe is principally engaged in investment holding.

At the date of this report, Youhe has equity interest in the following subsidiaries:

Name of subsidiary	Place and date of establishment	Issued and fully paid registered capital	Proportion of nominal value of registered capital		Principal activities
			Directly	Indirectly	
Guangzhou Shun Xin Dai Hu Lian Wang Internet Financial Information Services Limited	The People's Republic of China ("**PRC**") 6 August 2014	RMB10,000,000	100%	–	Provision of peer-to-peer (P2P) financial intermediary services (on the online platform) and other relevant consultation services
Guangzhou Shunxindai Consultation Services Limited	PRC 10 July 2015	RMB2,000,000	–	100%	Inactive

The financial year end date of Youhe is 31 March.

The statutory financial statements of Youhe for the Relevant Periods which have been prepared in accordance with the relevant accounting principles and financial regulations applicable to companies incorporated or established in Hong Kong were audited by Messrs. Thomson Y. W. Lai & Co., certified public accountants registered in Hong Kong.

For the purpose of this report, the directors of Youhe have prepared the financial statements of Youhe for the Relevant Periods (collectively the "**Underlying Financial Statements**") in accordance with the accounting policies which conform with Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**").

We have undertaken an independent audit on the Underlying Financial Statements in accordance with Hong Kong Standards on Auditing issued by the HKICPA and examined the Underlying Financial Statements in accordance with the Auditing Guideline 3.340 "Prospectuses and the Reporting Accountant" as recommended by the HKICPA.

The Financial Information set out in this report has been prepared from the Underlying Financial Statements. No adjustments have been made by us to the Underlying Financial Statements in preparing our report for inclusion in the Circular. The preparation of the Underlying Financial Statements is the responsibility of the directors of Youhe. The directors of the Company are responsible for the contents of the Circular in which this report is included. It is our responsibility to compile the Financial Information set out in this report from the Underlying Financial Statements, to form an independent opinion on the Financial Information and to report our opinion to you.

OPINION

In our opinion, the Financial Information gives, for the purpose of this report, a true and fair view of the state of affairs of Youhe as at 31 March 2013, 2014 and 2015 and of the results of Youhe for the Relevant Periods.

(A) FINANCIAL INFORMATION OF HONG KONG YOUHE LIMITED

The following is the financial information of Hong Kong Youhe Limited ("**Youhe**") prepared by the directors of Youhe as at 31 March 2013, 2014 and 2015 and for each of the years ended 31 March 2013, 2014 and 2015 (collectively known as the "**Financial Information**").

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		Year ended 31 March		
		2013	**2014**	**2015**
	Notes	*HK$'000*	*HK$'000*	*HK$'000*
Revenue		–	–	–
Administrative expenses		–	–	–
Loss before tax		–	–	–
Income tax expense	7	–	–	–
Loss and total comprehensive expense for the year	8	–	–	–

STATEMENTS OF FINANCIAL POSITION

		At 31 March		
		2013	**2014**	**2015**
	Notes	*HK$'000*	*HK$'000*	*HK$'000*
CURRENT ASSETS				
Other receivable		10	10	–
Amount due from a shareholder	9	–	–	10
		10	10	10
NET CURRENT ASSETS AND NET ASSETS		10	10	10
CAPITAL AND RESERVE				
Share capital	10	10	10	10
Accumulated losses		–	–	–
TOTAL EQUITY		10	10	10

STATEMENTS OF CHANGES IN EQUITY

	Share capital	Accumulated losses	Total
	HK$'000	*HK$'000*	*HK$'000*
At 1 April 2012	10	–	10
Loss and total comprehensive expense for the year	–	–	–
At 31 March 2013	10	–	10
Loss and total comprehensive expense for the year	–	–	–
At 31 March 2014	10	–	10
Loss and total comprehensive expense for the year	–	–	–
At 31 March 2015	10	–	10

NOTES TO THE FINANCIAL INFORMATION

1. GENERAL

Hong Kong Youhe Limited ("**Youhe**") was incorporated in Hong Kong on 28 May 1996 with limited liability. Its holding company is Radiant Expert Global Limited, a company incorporated in BVI with limited liability, since 27 May 2015.

Youhe is principally engaged in investment holding.

The addresses of the registered office and principal place of business of Youhe is Room 1701, 9 Chong Yip Street, Kwun Tong, Kowloon, Hong Kong.

The Financial Information is presented in Hong Kong dollar ("**HK$**"), which is also the functional currency of Youhe.

All of the transactions were dealt with the current account with the shareholders during the Relevant Periods. Accordingly, no statement of cash flows was presented for the said Relevant Periods.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") AND HONG KONG ACCOUNTING STANDARDS ("HKASs")

For the purpose of preparing and presenting the Financial Information for the Relevant Periods, Youhe has adopted all the HKFRSs and HKASs issued by Hong Kong Institute of Certified Public Accountants (the "**HKICPA**") which are effective for the accounting period beginning on or after 1 January 2014 consistently throughout the Relevant Periods.

New and revised HKFRSs and HKASs in issue but not yet effective

At the date of this report, the following new and revised HKFRSs and HKASs have been issued but are not yet effective:

HKFRS 9	Financial Instruments[1]
HKFRS 14	Regulatory Deferral Accounts[2]
HKFRS 15	Revenue from Contracts with Customers[3]
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations[5]
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation[5]
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants[5]
Amendments to HKAS 19 (2011)	Defined Benefits Plans: Employee Contributions[4]
Amendments to HKAS 27	Equity Method in Separate Financial Statements[5]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[5]
Annual Improvements Project	Annual Improvements to HKFRSs 2010-2012 Cycle[6]
Annual Improvements Project	Annual Improvements to HKFRSs 2011-2013 Cycle[4]
Annual Improvements Project	Annual Improvements to HKFRSs 2012-2014 Cycle[5]
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities – Applying the Consolidation Exception[5]
Amendments to HKAS 1	Disclosure Initiative[5]

1 Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.
2 Effective for first annual HKFRS financial statements beginning on or after 1 January 2016, with earlier application permitted.
3 Effective for annual periods beginning on or after 1 January 2017, with earlier application permitted.
4 Effective for annual periods beginning on or after 1 July 2014, with earlier application permitted.
5 Effective for annual periods beginning on or after 1 January 2016, with earlier application permitted.
6 Effective for annual periods beginning on or after 1 July 2014, with limited exceptions. Earlier application is permitted.

The directors of Youhe (the "**Directors**") do not anticipate that the application of the above new and amendment to HKFRSs and HKASs will have any significant impact on Youhe's financial results and financial position.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

The Financial Information has been prepared in accordance with HKFRSs issued by the HKICPA and the Hong Kong Companies Ordinance, Cap. 622. In addition, the Financial Information includes applicable disclosures required by the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited.

In addition, the requirements of Part 9 "Accounts and Audit" of the Hong Kong Companies Ordinance, Cap. 622 come into operation during the Relevant Periods, as a result, there are changes to presentation and disclosures of certain information on the Financial Information.

Basis of preparation

The Financial Information has been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange of goods.

The principal accounting policies are set out below:

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable loss differs from "loss before tax" as reported in the statements of profit or loss and other comprehensive income because of item of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. Youhe's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the Relevant Periods.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Information and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of the Relevant Periods and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the Relevant Periods.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which Youhe expects, at the end of the Relevant Periods, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Financial instruments

Financial assets are recognised when Youhe becomes a party to the contractual provisions of the instruments.

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets are added to or deducted from the fair value of the financial assets, as appropriate, on initial recognition.

Financial assets

Financial assets are classified into loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the Relevant Periods. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (representing other receivable and amount due from a shareholder) are measured at amortised cost using the effective interest method, less any impairment.

Impairment loss of financial assets

Financial assets are assessed for indicators of impairment at the end of the Relevant Periods. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest and principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

For financial assets carried at amortised cost, the amount of impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Equity instruments

Classification as equity

Equity instruments issued by Youhe are classified as equity in accordance with the substance of the contractual arrangements and the definitions of an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by Youhe are recognised at the proceeds received, net of direct issue costs.

Derecognition

Youhe derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If Youhe neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, Youhe continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If Youhe retains substantially all the risks and rewards of ownership of a transferred financial asset, Youhe continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in the profit or loss.

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of Youhe's accounting policies, which are described in Note 3 to the Financial Information, the Directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. Youhe did not use any critical judgments and estimations in the preparation of Financial Information.

5. CAPITAL RISK MANAGEMENT

The Directors manage its capital to ensure that Youhe will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance.

The Directors review the capital structure on a regular basis. As a part of this review, the Directors consider the cost of capital and risk associates with each class of capital. Based on the recommendations of the Directors, Youhe will balance its overall capital structure through new share issues as well as the issue of new debt.

6. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	At 31 March		
	2013	2014	2015
	HK$'000	*HK$'000*	*HK$'000*
Financial assets			
Loans and receivables:			
Other receivable	10	10	–
Amount due from a shareholder	–	–	10
	10	10	10

(b) Financial risk management objectives and policies

Youhe's major financial instruments include other receivable and amount due from a shareholder. The risk associated with these financial instruments included credit risk. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Credit risk

At 31 March 2013, 2014 and 2015, the Company's maximum exposure to credit risk which will cause a financial loss to the Company due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognized financial assets as stated in the statement of financial position.

In order to minimize the credit, the Directors have reviewed the recoverable amount of each individual debt at the end of the reporting period to ensure that adequate impairment losses are made to irrecoverable amounts. In this regards, the Directors consider that the Company's credit risk is significantly reduced.

(c) Fair value

There is no financial instrument measured at fair value on a recurring basis.

The Directors consider that the carrying amounts of financial assets recorded at amortised cost in the Financial Information approximate their respective fair values at the end of Relevant Periods.

7. INCOME TAX EXPENSE

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for the Relevant Periods.

No provision of Hong Kong Profits Tax has been made in the Financial Information as Youhe did not generate any assessable income for the Relevant Periods.

The income tax expense for the Relevant Periods can be reconciled to the loss before tax per the statements of profit or loss and other comprehensive income as follows:

	Year ended 31 March		
	2013	2014	2015
	HK$'000	*HK$'000*	*HK$'000*
Loss before tax	–	–	–
Tax at Hong Kong Profits Tax rate of 16.5%	–	–	–
Tax effect of expenses not deductible for tax purpose	–	–	–
Income tax expense	–	–	–

8. LOSS FOR THE YEAR

	Year ended 31 March		
	2013	**2014**	**2015**
	HK$'000	*HK$'000*	*HK$'000*
Loss for the year has been arrived at after charging:			
Directors' remuneration	–	–	–
Other staff costs			
– salary and other emoluments	–	–	–
– retirement benefits scheme contributions	–	–	–
Total other staff cost	–	–	–
Auditor's remuneration	–	–	–

Note: All expenses of Youhe are borne by shareholders for the years ended 31 March 2013, 2014 and 2015.

9. AMOUNT DUE FROM A SHAREHOLDER

The amount due from a shareholder is non-trade in nature, unsecured, non-interest bearing and repayable on demand.

Particulars of amount due from a shareholder is disclosed as follows:

	At 31 March		
	2013	**2014**	**2015**
	HK$'000	*HK$'000*	*HK$'000*
Shareholder			
– Ku Kim *(Note)*	–	–	10

Maximum amounts outstanding during the years are as follows:

	Year ended 31 March		
	2013	**2014**	**2015**
	HK$'000	*HK$'000*	*HK$'000*
Shareholder			
– Ku Kim *(Note)*	–	–	10

Note: Ku Kim is the sole shareholder of Youhe since 22 September 2014.

10. SHARE CAPITAL

	Par value per share *HK$*	Number of ordinary shares *'000*	Amount *HK$'000*
Authorised:			
At 31 March 2013	1	1,000	1,000
At 31 March 2014 and 31 March 2015 *(Note)*	N/A	N/A	N/A
Issued and fully paid:			
At 31 March 2013	1	10	10
At 31 March 2014 and 31 March 2015 *(Note)*	N/A	10	10

Note: Youhe has no authorised share capital and its shares have no par value from the commencement date of the Hong Kong Companies Ordinance, Cap. 622 (i.e. 3 March 2014).

11. EVENTS AFTER THE END OF THE RELEVANT PERIODS

On 10 July 2015, Guangzhou Shun Xin Dai Hu Lian Wang Internet Financial Information Services Limited ("**Guangzhou Shun Xin Dai**") has established a wholly owned subsidiary, Guangzhou Shunxindai Consultation Services Limited, in PRC, with initial registered capital of RMB2,000,000.

On 7 September 2015, Youhe has acquired the entire registered capital of Guangzhou Shun Xin Dai, a company incorporated in Guangdong Province, PRC, with registered capital of RMB10,000,000.

12. SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements have been prepared by Youhe up to the date of this report.

Yours faithfully,

ZHONGLEI (HK) CPA Company Limited
Certified Public Accountants (Practising)
Lam Chik Tong
Practising Certificate Number: P05612

Suites 313-316, 3/F., Shui On Centre
6-8 Harbour Road
Wan Chai
Hong Kong

30 September 2015

The Board of Directors
Zebra Strategic Holdings Limited
Room 2418A, Wing On Centre
111 Connaught Road
Central
Hong Kong

Dear Sirs,

We set out below our report on the financial information (the "**Financial Information**") of Guangzhou Shun Xin Dai Hu Lian Wang Internet Financial Information Services Limited ("**Guangzhou Shun Xin Dai**") which comprises the statements of financial position of Guangzhou Shun Xin Dai as at 31 December 2014 and 31 March 2015, and the statements of profit or loss and other comprehensive income, the statements of changes in equity and the statements of cash flow of Guangzhou Shun Xin Dai for the period from 6 August 2014 (date of incorporation) to 31 December 2014 and three months ended 31 March 2015 (the "**Relevant Periods**") and a summary of significant accounting policies and other explanatory information. This Financial Information has been prepared by the directors of Guangzhou Shun Xin Dai for inclusion in Appendix IV to the circular dated 30 September 2015 (the "**Circular**") issued by Zebra Strategic Holdings Limited (the "**Company**") in connection with its proposed acquisition of the entire issued share capital of Radiant Expert Global Limited (the "**Transaction**").

Guangzhou Shun Xin Dai was incorporated in Guangdong Province, the People's Republic of China (the "**PRC**") on 6 August 2014 with limited liability. The total registered capital of Guangzhou Shun Xin Dai is RMB10,000,000. The addresses of Guangzhou Shun Xin Dai's registered office and principal place of business is Room 1312, No. 111-115 Shiyou Xinma Road, Yuexie District, Guangzhou, Guangdong, China. Guangzhou Shun Xin Dai is principally engaged in the provision of peer-to-peer (P2P) financial intermediary services (on the online platform) and other relevant consultation services with business limited in Guangdong Province. The online platform is a peer-to-peer (P2P) online credit marketplace information platform providing information of corporate and personal loan products issued by borrowers to lenders.

At the date of this report, Guangzhou Shun Xin Dai has equity interest in the following subsidiary:

Name of subsidiary	**Place and date of establishment**	**Issued and fully paid registered capital**	**Proportion of nominal value of registered capital directly held**	**Principal activities**
Guangzhou Shunxindai Consultation Services Limited	PRC 10 July 2015	RMB2,000,000	100%	Inactive

The financial year end date of Guangzhou Shun Xin Dai is 31 December.

The statutory financial statements of Guangzhou Shun Xin Dai for the period from 6 August 2014 (date of incorporation) to 31 December 2014 has been prepared in accordance with the relevant accounting principles and financial regulations applicable to companies established in the PRC (the "**PRC GAAP**") and was audited by 致同會計師事務所(特殊普通合伙)廣州分所), certified public accountants registered in the PRC.

For the purpose of this report, the directors of Guangzhou Shun Xin Dai have prepared the financial statements of Guangzhou Shun Xin Dai for the Relevant Periods (collectively the "**Underlying Financial Statements**") in accordance with the accounting policies which conform with Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**").

We have undertaken an independent audit on the Underlying Financial Statements in accordance with Hong Kong Standards on Auditing issued by the HKICPA and examined the Underlying Financial Statements in accordance with the Auditing Guideline 3.340 "Prospectuses and the Reporting Accountant" as recommended by the HKICPA.

The Financial Information set out in this report has been prepared from the Underlying Financial Statements. Adjustments have been made by us to the Underlying Financial Statements in preparing our report for inclusion in the Circular. The preparation of the Underlying Financial Statements is the responsibility of the directors of Guangzhou Shun Xin Dai. The directors of the Company are responsible for the contents of the Circular in which this report is included. It is our responsibility to compile the Financial Information set out in this report from the Underlying Financial Statements, to form an independent opinion on the Financial Information and to report our opinion to you.

OPINION

In our opinion, the Financial Information gives, for the purpose of this report, a true and fair view of the state of affairs of Guangzhou Shun Xin Dai as at 31 December 2014 and 31 March 2015 and of Guangzhou Shun Xin Dai's results and cash flow for the Relevant Periods.

(A) FINANCIAL INFORMATION OF GUANGZHOU SHUN XIN DAI HU LIAN WANG INTERNET FINANCIAL INFORMATION SERVICES LIMITED

The following is the financial information of Guangzhou Shun Xin Dai Hu Lian Wang Internet Financial Information Services Limited ("**Guangzhou Shun Xin Dai**") prepared by the directors of Guangzhou Shun Xin Dai as at 31 December 2014 and 31 March 2015 and for the period from 6 August 2014 (date of incorporation) to 31 December 2014 and three months ended 31 March 2015 (collectively known as the "**Financial Information**").

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Notes	For the period from 6 August 2014 (date of incorporation) to 31 December 2014 *RMB'000*	From 1 January 2015 to 31 March 2015 *RMB'000*
Revenue	*7*	45	122
Cost of sale		(85)	(145)
Gross loss		(40)	(23)
Selling expenses		(27)	(43)
Administrative expenses		(235)	(402)
Loss before tax		(302)	(468)
Income tax expense	*9*	–	–
Loss and total comprehensive expense for the period	*10*	(302)	(468)

STATEMENTS OF FINANCIAL POSITION

	Notes	**At 31 December 2014** *RMB'000*	**At 31 March 2015** *RMB'000*
NON-CURRENT ASSETS			
Plant and equipment	*14*	10	9
Intangible assets	*15*	155	147
		165	156
CURRENT ASSETS			
Other receivables, prepayments and deposit	*16*	12,894	3,324
Bank balances and cash	*17*	6	36
		12,900	3,360
CURRENT LIABILITY			
Other payables and accruals	*18*	10,367	1,286
NET CURRENT ASSETS		2,533	2,074
NET ASSETS		2,698	2,230
CAPITAL AND RESERVE			
Registered capital	*19*	3,000	3,000
Accumulated losses		(302)	(770)
TOTAL EQUITY		2,698	2,230

STATEMENTS OF CHANGES IN EQUITY

	Registered capital	**Accumulated losses**	**Total**
	RMB'000	*RMB'000*	*RMB'000*
Capital injection upon establishment	3,000	–	3,000
Loss and total comprehensive expense for the period	–	(302)	(302)
At 31 December 2014	3,000	(302)	2,698
Loss and total comprehensive expense for the period	–	(468)	(468)
At 31 March 2015	3,000	(770)	2,230

STATEMENTS OF CASH FLOWS

	For the period from 6 August 2014 (date of incorporation) to 31 December 2014	From 1 January 2015 to 31 March 2015
	RMB'000	*RMB'000*
OPERATING ACTIVITIES		
Loss before tax	(302)	(468)
Adjustments for:		
Depreciation of plant and equipment	–	1
Amortisation of intangible assets	5	8
Operating cash flows before movements in working capital	(297)	(459)
Movement in working capital:		
(Increase) decrease in other receivables, prepayments and deposit	(12,894)	9,570
Increase (decrease) in other payables and accruals	10,367	(9,081)
NET CASH (USED IN) FROM OPERATING ACTIVITIES	(2,824)	30
INVESTING ACTIVITIES		
Purchase of plant and equipment	(10)	–
Purchase of intangible assets	(160)	–
NET CASH USED IN INVESTING ACTIVITIES	(170)	–
NET CASH FROM FINANCING ACTIVITY		
Proceeds from capital injection	3,000	–
NET INCREASE IN CASH AND CASH EQUIVALENTS	6	30
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	–	6
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD, represented by bank balances and cash	6	36

NOTES TO THE FINANCIAL INFORMATION

1. GENERAL

Guangzhou Shun Xin Dai Hu Lian Wang Internet Financial Information Services Limited ("**Guangzhou Shun Xin Dai**") was incorporated in Guangdong Province, the PRC on 6 August 2014 with limited liability. Its holding company is Hong Kong Youhe Limited, a company incorporated in Hong Kong with limited liability, since 7 September 2015.

Guangzhou Shun Xin Dai is principally engaged in the provision of peer-to-peer (P2P) financial intermediary services (on the online platform) and other relevant consultation services with business limited in Guangdong Province.

The addresses of the registered office and principal place of business of Guangzhou Shun Xin Dai is Room 1312, No. 111-115 Shiyou Xinma Road, Yuexie District, Guangzhou, Guangdong, China.

The Financial Information is presented in Renminbi ("**RMB**"), which is also the functional currency of Guangzhou Shun Xin Dai.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") AND HONG KONG ACCOUNTING STANDARDS ("HKASs")

For the purpose of preparing and presenting the Financial Information for the Relevant Periods, Guangzhou Shun Xin Dai has adopted all the HKFRSs and HKASs issued by Hong Kong Institute of Certified Public Accountants (the "**HKICPA**") which are effective for the accounting period beginning on or after 1 January 2014 consistently throughout the Relevant Periods.

New and revised HKFRSs and HKASs in issue but not yet effective

At the date of this report, the following new and revised HKFRSs and HKASs have been issued but are not yet effective:

HKFRS 9	Financial Instruments[1]
HKFRS 14	Regulatory Deferral Accounts[2]
HKFRS 15	Revenue from Contracts with Customers[3]
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations[5]
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation[5]
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants[5]
Amendments to HKAS 19 (2011)	Defined Benefits Plans: Employee Contributions[4]
Amendments to HKAS 27	Equity Method in Separate Financial Statements[5]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[5]
Annual Improvements Project	Annual Improvements to HKFRSs 2010-2012 Cycle[6]
Annual Improvements Project	Annual Improvements to HKFRSs 2011-2013 Cycle[4]
Annual Improvements Project	Annual Improvements to HKFRSs 2012-2014 Cycle[5]
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities – Applying the Consolidation Exception[5]
Amendments to HKAS 1	Disclosure Initiative[5]

1 Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.

2 Effective for first annual HKFRS financial statements beginning on or after 1 January 2016, with earlier application permitted.

3 Effective for annual periods beginning on or after 1 January 2017, with earlier application permitted.

4 Effective for annual periods beginning on or after 1 July 2014, with earlier application permitted.

5 Effective for annual periods beginning on or after 1 January 2016, with earlier application permitted.

6 Effective for annual periods beginning on or after 1 July 2014, with limited exceptions. Earlier application is permitted.

HKFRS 9 Financial Instruments

HKFRS 9 issued in 2009 introduced new requirements for the classification and measurement of financial assets. HKFRS 9 was subsequently amended in 2010 to include requirements for the classification and measurement of financial liabilities and for derecognition, and further amended in 2013 to include the new requirements for general hedge accounting. Another revised version of HKFRS 9 was issued in 2014 mainly to include (a) impairment requirements for financial assets and (b) limited amendments to the classification and measurement requirements by introducing a "fair value through other comprehensive income" ("**FVTOCI**") measurement category for certain simple debt instruments.

Key requirements of HKFRS 9 are described below:

– All recognised financial assets that are within the scope of HKAS 39 *Financial Instruments: Recognition and Measurement* are subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured at FVTOCI. All other debt investments and equity investments are measured at their fair value at the end of subsequent accounting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

– With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities' credit risk are not subsequently reclassified to profit or loss. Under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.

– In relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

– The new general hedge accounting requirements retain the three types of hedge accounting. However, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the effectiveness test has been overhauled and replaced with the principle of an "economic relationship". Retrospective assessment of hedge effectiveness is also no longer required. Enhanced disclosure requirements about an entity's risk management activities have also been introduced.

The directors of Guangzhou Shun Xin Dai (the "**Directors**") anticipate that the application of HKFRS 9 in the future may have a material impact on amounts reported in respect of Guangzhou Shun Xin Dai's financial assets and financial liabilities. Regarding Guangzhou Shun Xin Dai's financial assets and financial liabilities, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

Amendments to HKAS 16 and HKAS 38 Clarification of Acceptable Methods of Depreciation and Amortisation

The amendments to HKAS 16 prohibit entities from using a revenue-based depreciation method for items of property, plant and equipment. The amendments to HKAS 38 introduce a rebuttable presumption that revenue is not an appropriate basis for amortisation of an intangible asset. This presumption can only be rebutted in the following two limited circumstances:

(a) when the intangible asset is expressed as a measure of revenue; or

(b) when it can be demonstrated that revenue and consumption of the economic benefits of the intangible asset are highly correlated.

The amendments apply prospectively for annual periods beginning on or after 1 January 2016. Currently, Guangzhou Shun Xin Dai uses the straight-line method for depreciation and amortisation for its property, plant and equipment, and intangible assets respectively. The Directors believe that the straight-line method is the most appropriate method to reflect the consumption of economic benefits inherent in the respective assets and accordingly, the Directors do not anticipate that the application of these amendments to HKAS 16 and HKAS 38 will have a material impact on Guangzhou Shun Xin Dai's financial statements.

HKFRS 15 Revenue from Contracts with Customers

In July 2014, HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 *Revenue*, HKAS 11 *Construction Contracts* and the related interpretations when it becomes effective.

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

The Directors anticipate that the application of HKFRS 15 in the future may have a material impact on the amounts reported and disclosures made in Guangzhou Shun Xin Dai's financial statements. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 15 until Guangzhou Shun Xin Dai performs a detailed review.

Other than the above, the Directors do not anticipate that the application of the other new and amendments to HKFRSs and HKASs will have any significant impact on Guangzhou Shun Xin Dai's financial results and financial position.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

The Financial Information has been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the Financial Information includes applicable disclosures required by the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited and by the applicable disclosure requirements of the Hong Kong Companies Ordinance, Cap. 622.

Basis of preparation

The Financial Information has been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange of goods.

The principal accounting policies are set out below:

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates, other similar allowances and sales related tax.

Success fee is recognised upon successful receipt of the loan money.

Consultation fee is recognised when the consultation agreement is signed.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to Guangzhou Shun Xin Dai and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Leasing

All leases are classified as operating leases.

Guangzhou Shun Xin Dai as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Plant and equipment

Plant and equipment held for use in the production or supply of goods or services, or for administrative purposes, are stated in the statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each of the Relevant Periods, with the effect of any changes in estimate accounted for on a prospective basis.

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each of the Relevant Periods, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Retirement benefit costs

Payment to state-managed retirement benefit schemes is recognised as an expense when employees have rendered service entitling them to the contributions.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the period. Taxable loss differs from "loss before tax" as reported in the statements of profit or loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. Guangzhou Shun Xin Dai's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the Relevant Periods.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Information and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each of the Relevant Periods and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the Relevant Periods.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which Guangzhou Shun Xin Dai expects, at the end of the Relevant Periods, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax for the period

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Financial instruments

Financial assets and financial liabilities are recognised when Guangzhou Shun Xin Dai becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets and financial liabilities, as appropriate, on initial recognition.

Financial assets

Financial assets are classified into loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the Relevant Periods. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (representing other receivables and deposit and bank balances and cash) are measured at amortised cost using the effective interest method, less any impairment.

Interest income is recognised by applying the effective interest rate.

Impairment loss of financial assets

Financial assets are assessed for indicators of impairment at the end of each of the Relevant Periods. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investments have been affected.

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest and principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial assets, such as other receivables that are assessed for impairment on a collective basis, unless they were assessed to be impaired individually. Objective evidence of impairment for a portfolio of receivables could include Guangzhou Shun Xin Dai's past experience of collecting payments, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of impairment loss recognised is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of other receivables, where the carrying amount is reduced through the use of an allowance account. When other receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss. Changes in the carrying amount of the allowance account are recognised in profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by Guangzhou Shun Xin Dai are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by Guangzhou Shun Xin Dai are recognised at the proceeds received, net of direct issue costs.

Other financial liabilities

Other financial liability (representing other payables and accruals) is subsequently measured at amortised cost, using the effective interest method.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the Relevant Periods. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

Derecognition

Guangzhou Shun Xin Dai derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If Guangzhou Shun Xin Dai neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, Guangzhou Shun Xin Dai continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If Guangzhou Shun Xin Dai retains substantially all the risks and rewards of ownership of a transferred financial asset, Guangzhou Shun Xin Dai continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in the profit or loss.

Guangzhou Shun Xin Dai derecognises financial liabilities when, and only when, Guangzhou Shun Xin Dai's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Impairment of tangible and intangible assets

At the end of each of the Relevant Periods, Guangzhou Shun Xin Dai reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, Guangzhou Shun Xin Dai estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior periods. A reversal of an impairment loss is recognised immediately in profit or loss.

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of Guangzhou Shun Xin Dai's accounting policies, which are described in Note 3 to the Financial Information, the Directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. Guangzhou Shun Xin Dai did not use any critical judgments and estimations in the preparation of Financial Information.

5. CAPITAL RISK MANAGEMENT

The Directors manage its capital to ensure that Guangzhou Shun Xin Dai will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance.

The Directors review the capital structure on a regular basis. As a part of this review, the Directors consider the cost of capital and risk associates with each class of capital. Based on the recommendations of the Directors, Guangzhou Shun Xin Dai will balance its overall capital structure through new share issues as well as the issue of new debt.

6. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	At 31 December 2014 RMB'000	At 31 March 2015 RMB'000
Financial assets		
Loans and receivables:		
Other receivables and deposit	12,802	3,245
Bank balances and cash	6	36
	12,808	3,281
Financial liability		
Liability measured at amortised cost:		
Other payables and accruals	10,367	1,286

(b) Financial risk management objectives and policies

Guangzhou Shun Xin Dai's major financial instruments include other receivables and deposit, bank balances and cash and other payables and accruals. Details of the financial instruments are disclosed in respective notes. The risk associated with these financial instruments include market risk (interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

Interest rate risk

Guangzhou Shun Xin Dai is exposed to cash flow interest rate risk in relation to variable-rate bank balance. For bank balances, the Directors are of the opinion that the impact of interest rate risk is insignificant. Accordingly, no sensitivity analysis is presented.

Credit risk

Guangzhou Shun Xin Dai's maximum exposure to credit risk which will cause a finance loss to Guangzhou Shun Xin Dai due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets stated in the statements of financial position.

Guangzhou Shun Xin Dai's credit risk is primarily attributable to its other receivables.

In order to minimise the credit risk, the management of Guangzhou Shun Xin Dai has monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, Guangzhou Shun Xin Dai reviews the recoverable amount of each individual debt at the end of Relevant Periods to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directos consider that Guangzhou Shun Xin Dai's credit risk is significantly reduced.

Liquidity risk

In the management of liquidity risk, Guangzhou Shun Xin Dai finances its working capital requirements mainly by the funds generated from operation and from funds transferred from shareholder.

Guangzhou Shun Xin Dai's liquidity position is monitored closed by the Directors. All the financial liability is non-interest bearing and has remaining contractual maturity of less than 3 months or repayable on demand. The total undiscounted cash flows of financial liability based on the earliest date on which Guangzhou Shun Xin Dai can be required to pay approximately its carrying amounts at the end of the Relevant Periods as follows:

	At 31 December 2014 Carrying amount	**At 31 March 2015 Carrying amount**
	RMB'000	*RMB'000*
Other payables and accruals	10,367	1,286

(c) Fair value

There is no financial instrument measured at fair value on a recurring basis.

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the Financial Information approximate their respective fair values at the end of Relevant Periods.

7. REVENUE

Revenue represents income arising on the provision of peer-to-peer (P2P) financial intermediary services (the online platform) and other relevant consultation services with business limited in Guangdong Province for the period. During the Relevant Periods, Guangzhou Shun Xin Dai had waived the consultation fee from the borrowers due to new business promotion and the waiver expired on 31 March 2015. Therefore, there was no revenue generated from consultation services for the Relevant Periods. An analysis of Guangzhou Shun Xin Dai's revenue for the period is as follows:

	For the period from 6 August 2014 (date of incorporation) to 31 December 2014	**From 1 January 2015 to 31 March 2015**
	RMB'000	*RMB'000*
Success fee	45	122

8. SEGMENT INFORMATION

Information reported to the board of directors of Guangzhou Shun Xin Dai (the "**Board**"), being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. This is also the basis upon which Guangzhou Shun Xin Dai is organised and managed. No operating segments identified by the Board have been aggregated in arriving at the reportable segments of Guangzhou Shun Xin Dai.

Guangdong Shun Xin Dai has only one operating and reportable segment, represented the provision of peer-to-peer (P2P) financial intermediary services (on the online platform) and other relevant consultation services with business limited in Guangdong Province for the Relevant Periods. Since this is only one operating and reportable segment of Guangzhou Shun Xin Dai, no further analysis thereof is presented. All the revenue of Guangzhou Shun Xin Dai are generated from provision of peer-to-peer (P2P) financial intermediary services (on the online platform) and other relevant consultation services with business limited in Guangdong Province for the Relevant Periods.

Geographical information

Guangzhou Shun Xin Dai's operations are located in the PRC. All the revenue from external customers of Guangzhou Shun Xin Dai is generated from customers located in the PRC. All the non-current assets of Guangzhou Shun Xin Dai are located in the PRC.

Information about major customers

Revenues from customers of the corresponding periods contributing over 10% of the total revenue of Guangzhou Shun Xin Dai are as follows:

	For the period from 6 August 2014 (date of incorporation) to 31 December 2014	From 1 January 2015 to 31 March 2015
	RMB'000	*RMB'000*
Customers A[1]	11	N/A*
Customers B[1]	7	N/A*
Customers C[1]	6	N/A*
Customers D[1]	5	N/A*

1 Revenue from success fee

* The corresponding revenue did not contribute over 10% of the total revenue of Guangzhou Shun Xin Dai

9. INCOME TAX EXPENSE

	For the period from 6 August 2014 (date of incorporation) to 31 December 2014	From 1 January 2015 to 31 March 2015
	RMB'000	*RMB'000*
Current tax:		
PRC Enterprise Income Tax ("**EIT**")	–	–

Under the Law of the People's Republic of China on Enterprise Income Tax (the "**EIT Law**" effective from 1 January 2008) and Implementation Regulation of the EIT Law, the statutory EIT rate of Guangzhou Shun Xin Dai is 25% during the Relevant Periods.

The income tax expense for the Relevant Periods can be reconciled to the loss before tax per the statement of profit or loss and other comprehensive income as follows:

	For the period from 6 August 2014 (date of incorporation) to 31 December 2014	From 1 January 2015 to 31 March 2015
	RMB'000	*RMB'000*
Loss before tax	(302)	(468)
Tax at the domestic income tax rate of 25%	(76)	(117)
Tax effect of expenses not deductible for tax purpose	6	10
Tax effect of unused tax losses not recognised	70	107
Income tax expense	–	–

As the end of the Relevant Periods, Guangzhou Shun Xin Dai has unused tax losses of approximately RMB708,000 (31 December 2014: RMB280,000) available to offset against future profit. Tax losses will expire in the coming few years. No deferred tax assets have been recognised in respect of the unused tax losses due to immaterial.

10. LOSS FOR THE PERIOD

	For the period from 6 August 2014 (date of incorporation) to 31 December 2014	From 1 January 2015 to 31 March 2015
	RMB'000	*RMB'000*
Loss for the period has been arrived at after charging:		
Directors' and chief executives' remuneration *(Note 11)*	44	64
Other staff costs		
– salary and other allowances	159	266
– retirement benefits scheme contributions	7	34
Total other staff cost	166	300
Auditor's remuneration	–	–
Depreciation of plant and equipment	–	1
Amortisation of intangible assets	5	8
Minimum lease payments under operating lease in respect of rented premises	31	46

11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

The emoluments paid or payable to the Directors during the Relevant Periods were as follows:

	Fees	Salaries and other allowances	Retirement benefits scheme contributions	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
For the period from 6 August 2014 (date of incorporation) to 31 December 2014				
Li Zhongyong *(Note)*	–	42	2	44
Wang Weijun *(Note)*	–	–	–	–
Nie Jing *(Note)*	–	–	–	–
	–	42	2	44
From 1 January 2015 to 31 March 2015				
Li Zhongyong *(Note)*	–	56	8	64
Wang Weijun *(Note)*	–	–	–	–
Nie Jing *(Note)*	–	–	–	–
	–	56	8	64

No emoluments were paid by Guangzhou Shun Xin Dai to its Directors or chief executive as an inducement to join, or upon joining Guangzhou Shun Xin Dai, or as compensation for loss of office and neither the chief executive nor any of the Directors waived any emoluments during the Relevant Periods. Apart from the Directors, Guangzhou Shun Xin Dai has not classified any other persons as chief executives during the Relevant Periods.

Note: Resigned on 14 May 2015

12. EMPLOYEES' EMOLUMENTS

The five individuals whose emoluments were the highest in Guangzhou Shun Xin Dai during the period from 6 August 2014 (date of incorporation) to 31 December 2014 and from 1 January 2015 to 31 March 2015 include 1 and 1 director of Guangzhou Shun Xin Dai respectively, whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining 4 and 4 individuals are as follows:

	For the period from 6 August 2014 (date of incorporation) to 31 December 2014	From 1 January 2015 to 31 March 2015
	RMB'000	*RMB'000*
Salaries and other allowances	84	153
Retirement benefits scheme contributions	1	13
	85	166

Their emoluments were within the following band:

	For the period from 6 August 2014 (date of incorporation) to 31 December 2014	From 1 January 2015 to 31 March 2015
Nil to RMB1,000,000	4	4

13. DIVIDEND

No dividend was paid or proposed during the Relevant periods, nor has any dividend has been proposed since the end of the Relevant periods.

14. PLANT AND EQUIPMENT

	Office equipment *RMB'000*
COST	
At 6 August 2014	–
Additions	10
At 31 December 2014 and at 31 March 2015	10
ACCUMULATED DEPRECIATION AND IMPAIRMENT	
At 6 August 2014	–
Provided for the period	–
At 31 December 2014	–
Provided for the period	1
At 31 March 2015	1
CARRYING VALUES	
At 31 December 2014	10
At 31 March 2015	9

The above items of plant and equipment are depreciated on a straight-line basis at follows:

Office equipment	3 years

15. INTANGIBLE ASSETS

	Online platform *(Note)* *RMB'000*
COST	
At 6 August 2014	–
Additions	160
At 31 December 2014 and 31 March 2015	160
ACCUMULATED AMORTISATION AND IMPAIRMENT	
At 6 August 2014	–
Provided for the period	5
At 31 December 2014	5
Provided for the period	8
At 31 March 2015	13
CARRYING VALUES	
At 31 December 2014	155
At 31 March 2015	147

The online platform is amortised on a straight-line basis over its useful live of 5 years.

Note: The peer-to-peer online marketplace information platform which provides loan products information to borrowers and lenders.

16. OTHER RECEIVABLES, PREPAYMENTS AND DEPOSIT

	At 31 December 2014 *RMB'000*	At 31 March 2015 *RMB'000*
Other receivables *(Note)*	12,702	3,145
Prepayments and deposit	192	179
	12,894	3,324

Note: Included in other receivables, approximately of RMB10,400,000 and RMB1,150,000, as at 31 December 2014 and 31 March 2015 respectively, represented the funds due from 9 and 2 borrowers, respectively, as Guangzhou Shun Xin Dai acted as the custodian of funds between the investors (i.e. the lenders) and borrowers in the preliminary stage of the business of provision of peer-to-peer (P2P) financial intermediary services.

Guangzhou Shun Xin Wai had appointed the payment agent to act as custodian of funds between investors (i.e. the lenders) and borrowers since December 2014. Approximately of RMB9,250,000 and RMB1,150,000 had been settled during the three months ended 31 March 2015 and in April 2015 respectively.

17. BANK BALANCES AND CASH

The bank balances carry interest rates as follows:

	At 31 December 2014	At 31 March 2015
Interest rate per annum	0.35%	0.35%

18. OTHER PAYABLES AND ACCRUALS

	At 31 December 2014	At 31 March 2015
	RMB'000	*RMB'000*
Other payables *(Note)*	10,257	1,166
Accruals	110	120
	10,367	1,286

Note: Included in other payables, approximately of RMB10,245,000 and RMB1,150,000 as at 31 December 2014 and 31 March 2015 respectively, represented the funds due to various investors.

Guangzhou Shun Xin Dai had appointed the payment agent to act as custodian of funds between investors (i.e. the lenders) and borrowers since December 2014. Approximately of RMB9,250,000 and RMB1,150,000 had been settled during the three months ended 31 March 2015 and in April 2015 respectively.

19. REGISTERED CAPITAL

	At 31 December 2014	At 31 March 2015
	RMB'000	*RMB'000*
Registered and fully paid capital	3,000	3,000

20. OPERATING LEASE COMMITMENTS

Guangzhou Shun Xin Dai as lessee

At the end of the Relevant Periods, Guangzhou Shun Xin Dai had commitments for future minimum lease payments under operating leases which fall due as follows:

	At 31 December 2014 *RMB'000*	At 31 March 2015 *RMB'000*
Within one year	155	109

Operating lease payments represent rentals payable by Guangzhou Shun Xin Dai for its premises. Leases are negotiated for an average term of one year, and no arrangements have been entered into for contingent rental payments.

21. RELATED PARTY TRANSACTIONS

(i) Compensation of key management personnel

The remuneration of the Directors during the Relevant Periods has been disclosed in Note 11 to the Financial Information.

(ii) Transaction with related company

During the Relevant Periods, Guangzhou Shun Xin Dai entered into the following transaction with a related party:

		For the period from 6 August 2014 (date of incorporation) to 31 December 2014 *RMB'000*	From 1 January 2015 to 31 March 2015 *RMB'000*
Success fee received from	**Relationship**		
– Guangzhou Jian Yue Zhuang Shi Limited*	Related company *(Note)*	7	–

		At 31 December 2014 *RMB'000*	At 31 March 2015 *RMB'000*
Balance due from	**Relationship**		
– Guangzhou Jian Yue Zhuang Shi Limited*	Related company *(Note)*	1,500	–

Note:

Ku Kim is the ultimate beneficial owner of Guangzhou Shun Xin Dai and Guangzhou Jian Yue Zhuang Shi Limited. The balance of RMB1,500,000 as at 31 December 2014 represented the funds as Guangzhou Shun Xin Dai acted as the custodian of funds between the investors (i.e. the lenders) and borrowers in the preliminary stage of the business of provision of peer-to-peer (P2P) financial intermediary services. As such, the balance is included in other receivables (Note 16) as at 31 December 2014.

* *For identification purpose only.*

22. EVENTS AFTER THE END OF THE RELEVANT PERIODS

On 10 July 2015, Guangzhou Shun Xin Dai has established a wholly owned subsidiary, Guangzhou Shunxindai Consultation Services Limited, in PRC, with initial registered capital of RMB2,000,000.

23. SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements have been prepared by Guangzhou Shun Xin Dai in respect of any period subsequent to 31 December 2014 and up to the date of this report.

Yours faithfully,

ZHONGLEI (HK) CPA Company Limited
Certified Public Accountants (Practising)
Lam Chik Tong
Practising Certificate Number: P05612

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6-8 Harbour Road
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INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA INFORMATION

The Board of Directors
Zebra Strategic Holdings Limited
Room 2418A, Wing On Centre
111 Connaught Road
Central, Hong Kong

Dear Sirs,

We have completed our assurance engagement to report on the compilation of the unaudited pro forma financial information of Zebra Strategic Holdings Limited (the "**Company**") and its subsidiaries (hereinafter collectively referred to as the "**Group**") by the directors of the Company (the "**Directors**") for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma consolidated statement of financial position of the Group, Radiant Expert Global Limited ("**Radiant Expert**"), Hong Kong Youhe Limited ("**Youhe**") and Guangzhou Shun Xin Dai Hu Lian Wang Internet Financial Information Services Limited ("**Guangzhou Shun Xin Dai**") (together with the Group, hereinafter collectively referred to as the "**Enlarged Group**") as at 31 March 2015 (the "**Unaudited Pro Forma Financial Information**") as set out on pages 102 to 103 of Appendix V to the circular dated 30 September 2015 (the "**Circular**") issued by the Company. The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described on pages 104 to 109 of Appendix V to the Circular.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the proposed acquisition of the entire issued share capital of Radiant Expert (the "**Proposed Acquisition**") on the Group's financial position as at 31 March 2015 as if the Proposed Acquisition had taken place at 31 March 2015. As part of this process, information about the Group's financial position as at 31 March 2015 has been extracted by the Directors from the consolidated financial statements of the Company for the year ended 31 March 2015, on which an audit report has been published. The information about the financial position of Radiant Expert, Youhe and Guangzhou Shun Xin Dai has been extracted by the Directors from the financial information as set out in Appendices II, III and IV respectively in the Circular.

DIRECTORS' RESPONSIBILITIES FOR THE UNAUDITED PRO FORMA FINANCIAL INFORMATION

The Directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 7.31 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" ("**AG 7**") issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**").

REPORTING ACCOUNTANT'S RESPONSIBILITIES

Our responsibility is to express an opinion, as required by paragraph 7.31(7) of the GEM Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements ("**HKSAE**") 3420 "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus" issued by the HKICPA. This standard requires that the reporting accountant comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 7.31 of the GEM Listing Rules and with reference to AG 7 issued by the HKICPA.

For the purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of the Unaudited Pro Forma Financial Information included in the Circular is solely to illustrate the impact of the Proposed Acquisition on unadjusted financial information of the Group as if the Proposed Acquisition had occurred at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the events or transactions at 31 March 2015 would have been as presented.

A reasonable assurance engagement to report on whether the Unaudited Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Unaudited Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The Unaudited Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgment, having regard to the reporting accountant's understanding of the nature of the Enlarged Group, the event or transaction in respect of which the Unaudited Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

OPINION

In our opinion:

(a) the Unaudited Pro Forma Financial Information has been properly compiled on the basis stated;

(b) such basis is consistent with the accounting policies of the Group; and

(c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 7.31(1) of the GEM Listing Rules.

Yours faithfully,

ZHONGLEI (HK) CPA Company Limited
Certified Public Accountants (Practising)
Lam Chik Tong
Practising Certificate Number: P05612

Suites 313-316, 3/F., Shui On Centre
6-8 Harbour Road
Wanchai
Hong Kong

30 September 2015

UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE ENLARGED GROUP

1. Introduction to the Unaudited Pro Forma Financial Information of the Enlarged Group

The following is the unaudited pro forma financial information of the Enlarged Group (the "**Unaudited Pro Forma Financial Information**"), being the Company and its subsidiaries (collectively, the "**Group**"), as if the proposed acquisition of the entire issued share capital of Radiant Expert (the "**Proposed Acquisition**") had been completed on 31 March 2015. Details of the Proposed Acquisition are set out in the section headed "Letter from the Board" contained in this Circular.

The Unaudited Pro Forma Financial Information has been prepared in accordance with Paragraph 7.31 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**"), for the purpose of illustrating the effect of the Proposed Acquisition pursuant to the terms of a conditional sale and purchase agreement dated 8 June 2015 entered into between the Group and Maoman Holdings Limited, to conditionally acquire the entire issued share capital of Radiant Expert (the "**Radiant Expert Agreement**"), as supplemented by a supplemental agreement dated 13 August 2015 (the "**Radiant Expert Supplemental Agreement**") (collectively referred to as the "**Radiant Expert Acquisition Agreements**"). Because of its hypothetical nature, the Unaudited Pro Forma Financial Information may not give a true picture of the financial position or results of the Enlarged Group had the Proposed Acquisition been completed as of the specified dates or any future date.

The Unaudited Pro Forma Financial Information has been prepared using accounting policies consistent with that of the Group based on (i) the audited consolidated statement of financial position of the Group as at 31 March 2015, which has been extracted from the audited consolidated financial statements of the Company for the year ended 31 March 2015 issued on 5 June 2015; and (ii) the audited financial information of Radiant Expert, Youhe and Guangzhou Shun Xin Dai as at 31 March 2015 as extracted from the accountant's report thereon set out in Appendices II to IV to this Circular, and adjusted on a pro forma basis to reflect the effect of the Proposed Acquisition. A narrative description on these pro forma adjustments that are (i) directly attributable to the Proposed Acquisition and not relating to future events and decisions; and (ii) factually supportable based on the terms of the Radiant Expert Acquisition Agreements.

The Unaudited Pro Forma Financial Information should be read in conjunction with the historical financial information of the Group as set out in the (1) published audited consolidated financial statements of the Company for the year ended 31 March 2015; and (2) other financial information included elsewhere in this Circular.

UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE ENLARGED GROUP

2. Unaudited Pro Forma Consolidated Statement of Financial Position of the Enlarged Group

	The Group At 31 March 2015 (Audited) *HK$'000* *Note 3 (A)*	Radiant Expert At 31 March 2015 (Audited) *HK$'000* *Note 3 (B)*	Youhe At 31 March 2015 (Audited) *HK$'000* *Note 3 (C)*	Guangzhou Shun Xin Dai At 31 March 2015 (Audited) *HK$'000* *Note 3 (D)*	Pro forma adjustments: Investment in Youhe *HK$'000* *Note 3 (E)*	Elimination of investment in Youhe *HK$'000* *Note 3 (F)(ii)*	Investment in Guangzhou Shun Xin Dai *HK$'000* *Note 3 (F)(i)*	Elimination of investment in Guangzhou Shun Xin Dai *HK$'000* *Note 3 (F)(ii)*	Reorganisation cost *HK$'000* *Note 3 (G)*	Investment in Radiant Expert *HK$'000* *Note 3 (H)(i)*	Elimination of investment in Radiant Expert *HK$'000* *Note 3 (H)(ii)*	Reclassification of amount due from/to related parties (Unaudited) *HK$'000* *Note 3 (I)*	Enlarged Group At 31 March 2015 *HK$'000*
NON-CURRENT ASSETS													
Property, plant and equipment	872	–	–	11	–	–	–	–	–	–	–	–	883
Goodwill	7,152	–	–	–	–	–	–	–	–	–	201,212	–	208,364
Intangible assets	6,491	–	–	184	–	–	–	–	–	–	–	–	6,675
Investment in subsidiaries	–	–	–	–	10	(10)	3,750	(3,750)	–	204,000	(204,000)	–	–
	14,515	–	–	195	10	(10)	3,750	(3,750)	–	204,000	(2,788)	–	215,922
CURRENT ASSETS													
Trade and other receivables, prepayment and deposits	33,034	–	–	1,718	–	–	–	–	–	–	–	2,447	37,199
Loan receivables	21,546	–	–	–	–	–	–	–	–	–	–	–	21,546
Amount due from related company	50	–	–	–	–	–	–	–	–	–	–	–	50
Amount due from a shareholder	–	–	10	2,437	–	–	–	–	–	–	–	(2,447)	–
Amounts due from associates	72	–	–	–	–	–	–	–	–	–	–	–	72
Cash at banks and in hand	71,674	–	–	45	–	–	–	–	–	–	–	–	71,719
	126,376	–	10	4,200	–	–	–	–	–	–	–	–	130,586
CURRENT LIABILITIES													
Accrued expenses and other payable	24,035	–	–	1,607	10	–	3,750	–	(3,760)	–	–	10	25,652
Tax payable	433	–	–	–	–	–	–	–	–	–	–	–	433
Obligation under finance lease	311	–	–	–	–	–	–	–	–	–	–	–	311
Amount due to a shareholder	–	10	–	–	–	–	–	–	–	–	–	(10)	–
	24,779	10	–	1,607	10	–	3,750	–	(3,760)	–	–	–	26,396

	The Group At 31 March 2015 (Audited) HK$'000 Note 3 (A)	Radiant Expert At 31 March 2015 (Audited) HK$'000 Note 3 (B)	Youhe At 31 March 2015 (Audited) HK$'000 Note 3 (C)	Guangzhou Shun Xin Dai At 31 March 2015 (Audited) HK$'000 Note 3 (D)	Pro forma adjustments: Investment in Youhe HK$'000 Note 3 (E)	Elimination of investment in Youhe HK$'000 Note 3 (F)(ii)	Investment in Guangzhou Shun Xin Dai HK$'000 Note 3 (F)(i)	Elimination of investment in Guangzhou Shun Xin Dai HK$'000 Note 3 (F)(ii)	Reorganisation cost HK$'000 Note 3 (G)	Investment in Radiant Expert HK$'000 Note 3 (H)(i)	Elimination of investment in Radiant Expert HK$'000 Note 3 (H)(ii)	Reclassification of amount due from/to related parties (Unaudited) HK$'000 Note 3 (I)	Enlarged Group At 31 March 2015 HK$'000
NET CURRENT ASSETS (LIABILITIES)	101,597	(10)	10	2,593	(10)	–	(3,750)	–	3,760	–	–	–	104,190
TOTAL ASSETS LESS CURRENT LIABILITIES	116,112	(10)	10	2,788	–	(10)	–	(3,750)	3,760	204,000	(2,788)	–	320,112
NON-CURRENT LIABILITIES													
Obligation under finance lease	108	–	–	–	–	–	–	–	–	–	–	–	108
Deferred tax liabilities	1,650	–	–	–	–	–	–	–	–	–	–	–	1,650
	1,758	–	–	–	–	–	–	–	–	–	–	–	1,758
NET ASSETS (LIABILITIES)	114,354	(10)	10	2,788	–	(10)	–	(3,750)	3,760	204,000	(2,788)	–	318,354
EQUITY													
Share capital	6,650	1	10	3,750	–	(10)	–	(3,750)	–	204,000	(1)	–	210,650
Reserves	107,704	(11)	–	(962)	–	–	–	–	3,760	–	(2,787)	–	107,704
TOTAL EQUITY	114,354	(10)	10	2,788	–	(10)	–	(3,750)	3,760	204,000	(2,788)	–	318,354

UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE ENLARGED GROUP

3. Notes to the Unaudited Pro Forma Consolidated Statement of Financial Position of the Enlarged Group

(A) For the purpose of preparation of Unaudited Pro Forma Financial Information, the amounts are extracted from the consolidated financial statements of the Group for the year ended 31 March 2015.

(B) For the purpose of preparation of Unaudited Pro Forma Financial Information, the amounts are extracted from the accountant's report on Radiant Expert as at 31 March 2015 as set out in Appendix II to this Circular.

(C) For the purpose of preparation of Unaudited Pro Forma Financial Information, the amounts are extracted from the accountant's report on Youhe as at 31 March 2015 as set out in Appendix III to this Circular.

(D) For the purpose of preparation of Unaudited Pro Forma Financial Information, the amounts are extracted from the accountant's report on Guangzhou Shun Xin Dai as at 31 March 2015 as set out in Appendix IV to this Circular, which are presented in RMB, have been retranslated into HK$ at an exchange rate of RMB1=HK$1.2501, being the market exchange rate as at 31 March 2015.

(E) The adjustment represents the acquisition of entire issued share capital of Youhe by Radiant Expert. Radiant Expert has conditionally agreed to acquire entire issued share capital of Youhe for an aggregate consideration of HK$10,000 (the "**Youhe Acquisition**"), which will be satisfied by cash which was paid on behalf by the shareholder of Radiant Expert, Maoman Holdings Limited ("**Maoman**").

(F)(i) The adjustment represents the acquisition of entire registered capital of Guangzhou Shun Xin Dai by Youhe. Youhe has conditionally agreed to acquire entire registered capital of Guangzhou Shun Xin Dai for an aggregate consideration of RMB3,000,000 (equivalent to HK$3,750,000) (the "**Guangzhou Shun Xin Dai Acquisition**"), which will be satisfied by cash which was paid on behalf by Maoman.

(F)(ii) Since Ku Kim is the ultimate beneficial owner of Radiant Expert, Youhe and Guangzhou Shun Xin Dai, the Youhe Acquisition and the Guangzhou Shun Xin Dai Acquisition were considered as a business combination under common control before and after completion of the Youhe Acquisition and the Guangzhou Shun Xin Dai Acquisition. Accordingly, the acquisitions of the entire issued share capital of Youhe and the entire registered capital of Guangzhou Shun Xin Dai by Radiant Expert and Youhe respectively have been accounted for using the principles of merger accounting.

(G) According to the Radiant Expert Acquisition Agreements, the reorganisation, which represents the Youhe Acquisition and the Guangzhou Shun Xin Dai Acquisition (collectively known as the "**Reorganisation**"), should be conducted by Maoman at its cost and has to be completed prior to the completion of the Proposed Acquisition. As such, all the cost related to the Reorganisation would be borne by Maoman, and therefore are credited to the capital reserve as a result.

(H)(i) The adjustment represents the acquisition of entire issued share capital of Radiant Expert by the Group. Pursuant to the Radiant Expert Acquisition Agreements, the Group has conditionally agreed to acquire entire issued share capital of Radiant Expert for an aggregate consideration of HK$204,000,000 (the "**Radiant Expert Acquisition**"), which is satisfied by way of allotment and issuance of 340,000,000 convertible preference shares (the "**Convertible Preference Share(s)**"), at an issue price of HK$0.6 per Convertible Preference Share.

(H)(ii) The adjustment represents the elimination of investment cost in Radiant Expert.

Under the Hong Kong Financial Reporting Standard 3 (Revised) – *Business Combinations*, acquisition method of accounting is applied to account for the Proposed Acquisition. The goodwill arising from the Proposed Acquisition is calculated as below:

Assets and liabilities recognised at the date of Proposed Acquisition, based on the audited figures at 31 March 2015 as stated in the accountant's reports as set out in Appendices II to IV are as follow:

	Radiant Expert	**Youhe**	**Guangzhou Shun Xin Dai**	**Total**
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
Property, plant and equipment	–	–	11	11
Intangible assets	–	–	184	184
Other receivables, prepayment and deposits	–	–	1,718	1,718
Amount due from a shareholder	–	10	2,437	2,447
Cash at banks and in hand	–	–	45	45
Accrued expenses and other payable	–	–	(1,607)	(1,607)
Amount due to a shareholder	(10)	–	–	(10)
	(10)	10	2,788	2,788

For the purpose of this Unaudited Pro Forma Financial Information of the Enlarged Group, the directors of the Company (the "**Directors**") had assessed whether there is any material fair value adjustment of the assets and liabilities being acquired based on their acknowledge of the business of Radiant Expert, Youhe and Guangzhou Shun Xin Dai as well as assistance from an independent professional valuer. Based on the current available information, no fair value adjustment should be made.

The fair values of the assets and liabilities being acquired may be subject to change after further assessment by the Directors at the completion of the Proposed Acquisition.

(H)(ii) Goodwill arising on the Proposed Acquisition

	HK$'000
Consideration transferred	204,000
Less: Net assets acquired	2,788
Goodwill	201,212

Goodwill arising from the Proposed Acquisition is tested for impairment whenever events or changes in circumstances indicate that its carrying amount may not be recoverable in accordance with the accounting policies of the Group and the requirements of Hong Kong Accounting Standard 36 *Impairment of Assets* ("**HKAS 36**"). Goodwill will be allocated to the cash generating units ("**CGUs**") that are expected to benefit from the synergies of the Proposed Acquisition for the purpose of impairment testing. The results of the Enlarged Group may be affected by impairment loss whenever the recoverable amount of CGUs is lower than the carrying amount.

Based on the existing business model of the Enlarged Group, the Directors have performed the necessary assessment on impairment in accordance with the requirement under HKAS 36. The peer-to-peer (P2P) financial intermediary services (on the online platform) and other relevant consultation services (the "**P2P Operation**") operated by Guangzhou Shun Xin Dai is the CGUs for the purpose of impairment testing of the goodwill.

The Directors have conducted a review of the goodwill and appointed an independent professional valuer to assist them to determine the recoverable amount.

The recoverable amount of the goodwill has been determined by using value in use calculation. Value in use was determined by discounting the future cash flows generated from the continuing use of the CGUs. The calculation of the value in use was based on the following key assumption:

- The cash flow projections were prepared from financial budgets approved by the Directors covering 5 years with a pre-tax discount rate of 22.54%.

- The number of investor average growth rate at 29% per annum.

- Cash flows beyond the 5 years period have been extrapolated using a 3% growth rate.

Based on the above basis and assumptions, no impairment loss have been recognised to the profit or loss as at 31 March 2015 in respect of the goodwill.

Sensitivity to changes in assumptions

For the P2P Operation, the estimated recoverable amount is equal to its carrying value and, consequently, any adverse change in a key assumption could result in a further impairment loss. The key assumptions for the recoverable amount are discussed below:

The following tables set out the sensitivity of the fair value of 100% equity interest in Radiant Expert to changes in (i) the pre-tax discount rate; (ii) the growth rate of the number of investor; and (iii) the growth rate, assuming all other assumptions remain the same.

Scenario A: Sensitivity of market value to changes in the pre-tax discount rate

Change in Pre-tax Discount Rate	**Applied Pre-tax Discount Rate**	**Market Value**	**Percentage of Change in Market Value**
		RMB	
-2%	20.54%	217,092,000	11.9%
-1%	21.54%	205,130,000	5.7%
0%	22.54%	194,062,000	0.0%
+1%	23.54%	184,760,000	-4.8%
+2%	24.54%	176,021,000	-9.3%

Scenario B: Sensitivity of market value to changes in the growth rate of number of investor

Change in Growth Rate of No. of Investor	**Applied Growth Rate of No. of Investor**	**Market Value**	**Percentage of Change in Market value**
		RMB	
-10%	19%	167,896,000	-13.5%
-5%	24%	181,155,000	-6.7%
0%	29%	194,062,000	0.0%
+5%	34%	207,672,000	7.0%
+10%	39%	220,931,000	13.8%

Scenario C: Sensitivity of market value to changes in the growth rate

Change in Growth Rate	Applied Growth Rate	Market Value	Percentage of Change in Market Value
		RMB	
-2%	1%	183,407,000	-5.5%
-1%	2%	188,645,000	-2.8%
0%	3%	194,062,000	0.0%
+1%	4%	200,798,000	3.5%
+2%	5%	207,903,000	7.1%

(I) The adjustment represented the reclassification of the current accounts with the related parties upon the completion of the Proposed Acquisition.

(J) No adjustment has been made to the Unaudited Pro Forma Financial Information for acquisition-related costs (including fees to legal advisors, reporting accountants, valuers, and other expenses) as the Directors determined that such costs are insignificant. The total acquisition-related costs are estimated to be approximately HK$0.8 million.

(A) BACKGROUND

This section sets out below is the management discussion and analysis of the Target Company for the period from 2 September 2014 (date of incorporation) to 31 March 2015, Hong Kong Company for the three years ended 31 March 2015 and the PRC Company for the period from 6 August 2014 (date of incorporation) to 31 December 2014 and for the three months ended 31 March 2015.

The following financial information is based on the financial information of the Target Company, the Hong Kong Company and the PRC Company as set out in Appendices II, III and IV to this circular.

(B) MANAGEMENT DISCUSSION AND ANALYSIS OF THE TARGET COMPANY

(1) General information

The Target Company was incorporated in the BVI on 2 September 2014 with limited liability.

The principal business activity of the Target Company is investment holding.

The audited consolidated financial information of the Target Company is set out in Appendix II to this circular.

(2) Financial review

For the period from 2 September 2014 (date of incorporation) to 31 March 2015, the Target Company had no trading activities and therefore generated nil revenue during the periods.

(3) Liquidity, financial position, capital structure and gearing ratio

As at 31 March 2015, the Target Company had debts amounting to approximately HK$10,000.

The Target Company did not have any outstanding capital commitments as at 31 March 2015.

(4) Segment information

The Target Company has only one operating and reportable segment for the period from 2 September 2014 (date of incorporation) to 31 March 2015.

(5) Employment and remuneration policy

As at 31 March 2015, the Target Company had no employee.

(6) Contingent liabilities

As at 31 March 2015, the Target Company had no material contingent liabilities.

(7) Charge on assets

As at 31 March 2015, the Target Company had no outstanding charges or encumbrances on its assets.

(8) Foreign exchange exposure

The Target Company is an investment holding company and owned 100% of the Hong Kong Company as at the Latest Practicable Date. As substantially all the Target Company's operating costs and expenses were dominated in Hong Kong dollars, the Target Company's operation was not exposed to significant foreign currency risk.

(9) Significant acquisition and disposal

On 27 May 2015, the Target Company acquired the entire issued share capital of the Hong Kong Company.

(C) MANAGEMENT DISCUSSION AND ANALYSIS OF THE HONG KONG COMPANY

(1) General information

The Hong Kong Company was incorporated in Hong Kong on 28 May 1996. The principal business activity of the Hong Kong Company is investment holding.

The audited consolidated financial information of the Hong Kong Company is set out in Appendix III to this circular.

(2) Financial review

For the three years ended 31 March 2014, the Hong Kong Company had no trading activities and therefore generated nil revenue during the periods.

(3) Liquidity, financial position, capital structure and gearing ratio

As at 31 March 2013, 2014 and 2015, the Hong Kong Company had no debts.

As at 31 March 2013, 2014 and 2015, the Hong Kong Company had assets of approximately HK$10,000, HK$10,000 and HK$10,000 respectively.

The gearing ratio as at 31 March 2013, 2014 and 2015 were approximately nil. The Hong Kong Company relied on a shareholder loan to fund its business.

The Hong Kong Company did not have any outstanding capital commitments as at 31 March 2013, 2014 and 2015.

(4) Segment information

The Hong Kong Company has only one operating and reportable segment for the years ended 31 March 2013, 2014 and 2015.

(5) Employment and remuneration policy

As at 31 March 2013, 2014 and 2015, the Hong Kong Company had no employee.

(6) Contingent liabilities

As at 31 March 2013, 2014 and 2015, the Hong Kong Company had no material contingent liabilities.

(7) Charge on assets

As at 31 March 2013, 2014 and 2015, the Hong Kong Company had no outstanding charges or encumbrances on its assets.

(8) Foreign exchange exposure

The Hong Kong Company is an investment holding company. As substantially all the Target Company's operating costs and expenses were dominated in Hong Kong dollars, the Target Company's operation was not exposed to significant foreign currency risk.

(9) Significant acquisition and disposal

The Hong Kong Company acquired the entire interest of the PRC Company as part of the Reorganization.

(D) MANAGEMENT DISCUSSION AND ANALYSIS OF THE PRC COMPANY

(1) General information

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

The PRC Company has been principally engaged in the provision of peer-to-peer (P2P) financial intermediary services, the Online Platform, and other relevant consultation services. The Online Platform is a peer-to-peer (P2P) online credit marketplace information platform providing information of corporate and personal loan products issued by borrowers to lenders.

(2) Financial review

For the period from 6 August 2014 to 31 December 2014 and the three months ended 31 March 2015, the PRC Company recorded (i) revenue of approximately RMB45,000 and approximately RMB122,000 respectively; (ii) selling expenses of approximately RMB27,000 and RMB43,000 respectively; and (iii) administrative expenses of approximately RMB235,000 and approximately RMB402,000. Such increase in revenue, selling expense and administrative was in line with the increasing scale of operation of the PRC Company in 2015 when compared to that in 2014.

(3) Liquidity, financial position, capital structure and gearing ratio

As at 31 December 2014 and 31 March 2015, the PRC Company had debts amounting to a total of approximately HK$10,367,000 and HK$1,286,000 respectively.

As at 31 December 2014 and 31 March 2015, the PRC Company had assets, amounting to a total of approximately RMB13,065,000 and RMB3,516,000.

The significant decrease in debts and assets is primarily attributable to a significant decrease in other payables and other receivables respectively, which is due to the appointment of the Payment Agent in December 2014 as fund custodian between investors and borrowers. As advised by the PRC Lawyers, the fund custodian arrangement has not contravened the applicable PRC laws.

The gearing ratio as at 31 December 2014 and 31 March 2015 were approximately 79.3% and 36.6% respectively. The PRC Company relied on revenue of its business to fund its operation.

The PRC Company did not have any outstanding capital commitments as at 31 December 2014 and 31 March 2015.

(4) Segment information

The PRC Company has only one operating and reportable segment, represented the provision of P2P financial intermediary services, the online platform, and other relevant consultation services for the period from 6 August 2014 (date of incorporation) to 31 December 2014 and the three months ended 31 March 2015.

(5) Employment and remuneration policy

As at 31 December 2014 and 31 March 2015, the PRC Company had 14 employees and 12 employees respectively. Total staff costs for the period from 6 August 2014 to 31 December 2014 and the three months ended 31 March 2015 were approximately 210,000 and 364,000 and principally comprised salary and retirement benefits scheme contributions. Remuneration for employees is determined in accordance with performance, professional experiences and the prevailing market conditions. Management reviews the employee remuneration policy and arrangement of the PRC Company on a regular basis.

(6) Contingent liabilities

As at 31 December 2014 and 31 March 2015, the PRC Company had no material contingent liabilities.

(7) Charge on assets

As at 31 December 2014 and 31 March 2015, the PRC Company Subsidiaries had no outstanding charges or encumbrances on its assets.

(8) Foreign exchange exposure

The PRC Company mainly operates in PRC with most of the transactions denominated and settled in RMB. Most of the PRC Company's monetary assets and liabilities are also denominated in RMB. Therefore, the PRC Company considers it has no significant foreign exchange risk.

(9) Significant acquisition and disposal

On 10 July 2015, the PRC Company has established a wholly owned subsidiary (i.e. the PRC Consultation Company) in the PRC, with initial registered capital of RMB2,000,000.

The following is the text of the valuation report prepared for incorporation in this circular received from Cushman & Wakefield Valuation Advisory Services (HK) Limited, an independent valuer, in connection with its valuation of Guangzhou Shun Xin Dai Hu Lian Wang Internet Financial Information Services Limited as at 31 March 2015.

9 September 2015

Cushman & Wakefield Valuation Advisory Services (HK) Limited

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The Board of Directors
Zebra Strategic Holdings Limited
Room 2418A, Wing On Centre
111 Connaught Road
Central, Hong Kong

Dear Sirs,

In accordance with the instruction from Zebra Strategic Holdings Limited (the "**Company**"), we have undertaken a valuation assignment to express an independent opinion on the market value of 100% equity interest (the "**Equity Interests**") of Guangzhou Shun Xin Dai Hu Lian Wang Internet Financial Information Services Limited (the "**PRC Company**") as of 31 March 2015 (the "**Valuation Date**"). Our valuation work was performed subject to the assumptions and limiting conditions described in this report.

This report outlines the business appraised, the basis of opinion, valuation methodology, basis and assumptions, limiting conditions and our opinion of value.

PURPOSE OF ENGAGEMENT

The purpose of this valuation is to express an independent opinion on the market value of the entire Equity Interests in the PRC Company as at the Valuation Date. This report outlines our findings and valuation conclusions, which is prepared for public documentation reference purpose only.

BASIS OF VALUE

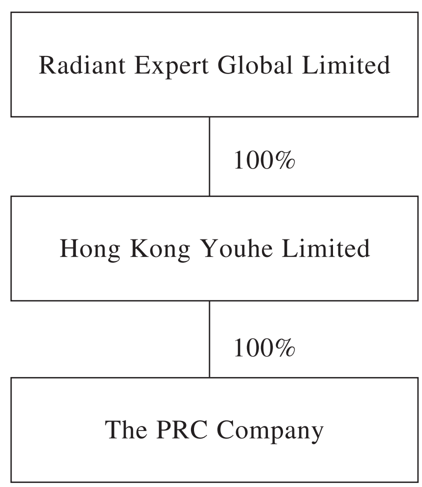
Our valuation was carried out on a market value basis. Market value is defined as "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion" in accordance with International Valuation Standards published by the International Valuation Standards Council.

OVERVIEW OF THE PRC COMPANY

The PRC Company is principally engaged in the provision of internet financing services through an online platform named Datangedai^ (大唐e貸). Datangedai 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 Datangedai will receive interest payments from such corporate and personal loan products issued by borrowers.

The borrower shall be required to sign the consultancy agreements with the PRC Company pursuant to which the PRC Company will provide consultation service include but not limited to general loan market consultation, credit check services and guarantor-search services, and will charge the borrowers for (i) consultation fees (when the consultancy agreement is signed) based on a percentage of the loan amount (ranging from 0.25% to 3.75%); and (ii) success fees (upon successful receipt of the loan money) based on a percentage of the loan amount ranging from 0.25% to 1.25%.

The diagram illustrates the corporate structure of the group structure after reorganization:



CHINA MACROECONOMIC OVERVIEW

Gross Domestic Product

According to the released figures, Gross Domestic Product (GDP) in the PRC was RMB63,646.3 billion in 2014, up 7.4% year-on-year. The contributions from primary industries, secondary industries and tertiary industries were RMB5,833.2 billion (up 4.1%), RMB27,139.2 billion (up 7.3%) and RMB30,673.9 billion (up 8.1%) respectively.

Imports and Exports

Exports still recorded moderate growth amid the negative atmosphere under the European debt crisis. The latest figures reveal that the total exports soared by 4.9% to RMB14,391.2 billion in 2014, compared with RMB13,713.1 billion in 2013. In addition, total imports were RMB12,042.3 billion in 2014, a decrease of 0.6% year-on-year and reflecting a trade surplus of RMB2,348.9 billion, which is RMB74 billion higher than previous year's figure.

Industrial Production

Total value-added from industrial activities gained a single-digit 7.0% year-on-year to RMB22,799.1 billion in 2014, compared to 7.6% growth in the previous year. Weak external demand and Renminbi appreciation are the major factors for the loss of momentum in growth. The total value-added from scaled enterprises grew by 8.3%. Nowadays the pillar industries of China include food processing, textiles, communication equipment, special appliances (i.e. equipment designated for a special stage within the whole manufacturing process, characterised by high efficiency and speciality) and motor vehicles.

Fixed Assets Investment

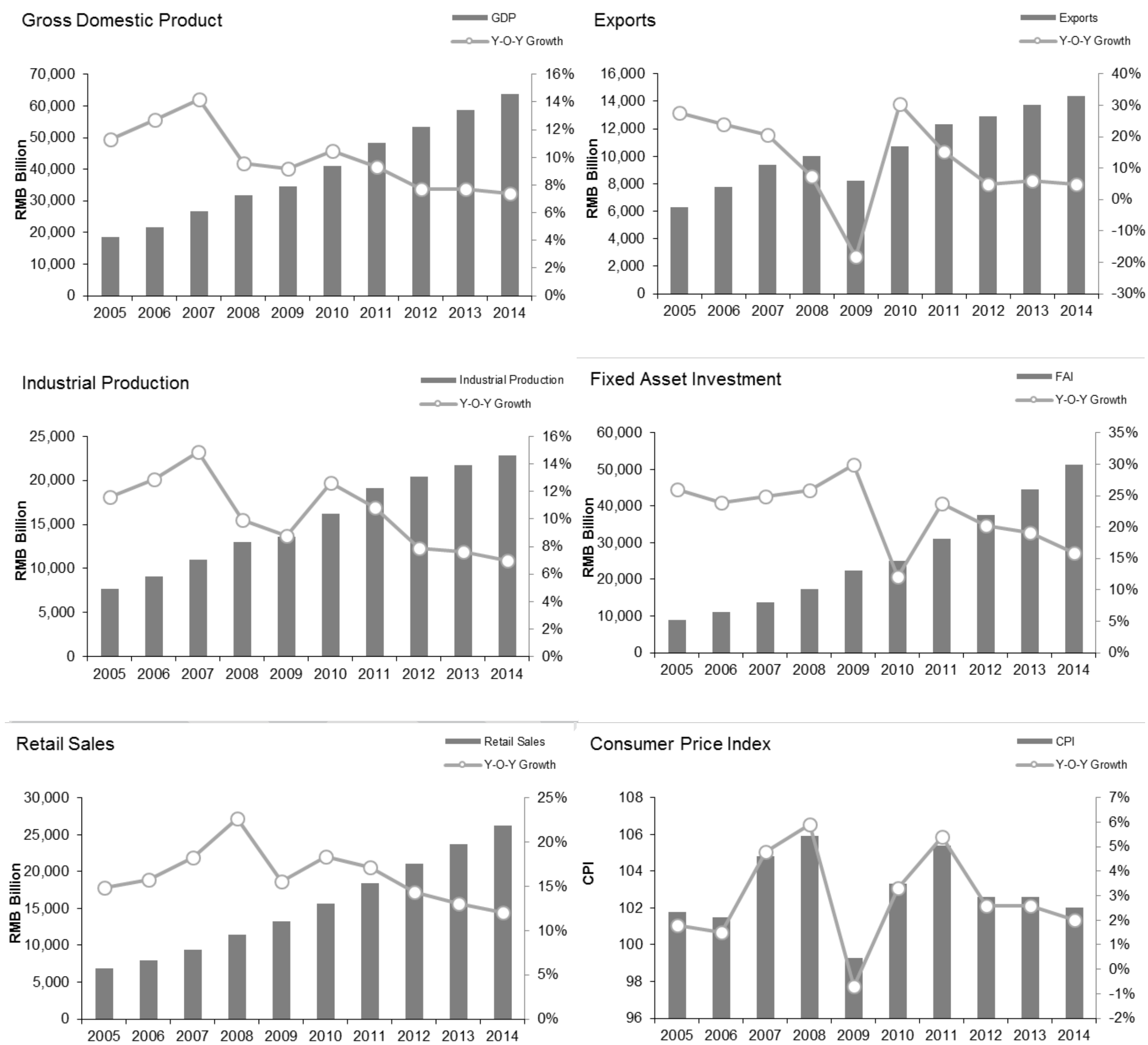
The total fixed assets investment still grew by a significant 15.7% to RMB51,276.1 billion in 2014. The total investments in Real Estate were RMB9,503.6 billion, up 10.5% year-on-year; in which residential comprises RMB6,435.2 billion, up 9.2% year-on-year; office comprises RMB564.1 billion, up 21.3%; commercial properties comprises the remaining RMB1,434.6 billion, up 20.1% year-on-year.

Retail Sales

Retail sales are regarded as the main driver that has bolstered the position of the PRC as one of the fastest growing economies in the Asian Pacific region. In 2014, total retail sales reached RMB26,239.4 billion, up 12.0% year-on-year. Urban areas provide the majority of growth with total retail sales in urban areas recording RMB22,636.8 billion, up 11.8 % year-on-year.

Consumer Price

The Consumer Price Index (CPI) in 2014 was 102.0, representing a 2.0% increase compared with 2013 or 2.0% inflation year-on-year. The total food cost grew by 3.1%, and accommodation by 2.0%. In addition, annual disposal income per capita was RMB20,167, up 10.1% year-on-year.



Source: National Bureau of Statistics of China

Summary

China's economy still maintains the growth momentum despite the sluggish global economy. GDP growth was 7.0% during the first quarter of 2015 and was in-line with the Government's target. Retails sales and fixed assets investment still act as the major engines for local economic growth.

The International Monetary Fund forecasted that the GDP growth of China will be 6.8% in 2015, followed by 6.3% in 2016.

Despite the slowing economic growth, the nation's retail sales are still promising, as reflected from the still remarkable growth during the first quarter of the year. In light of the weak external environment, the government has shifted the economic focus from industrial productions to retail sales in order to maintain economic growth in the coming years.

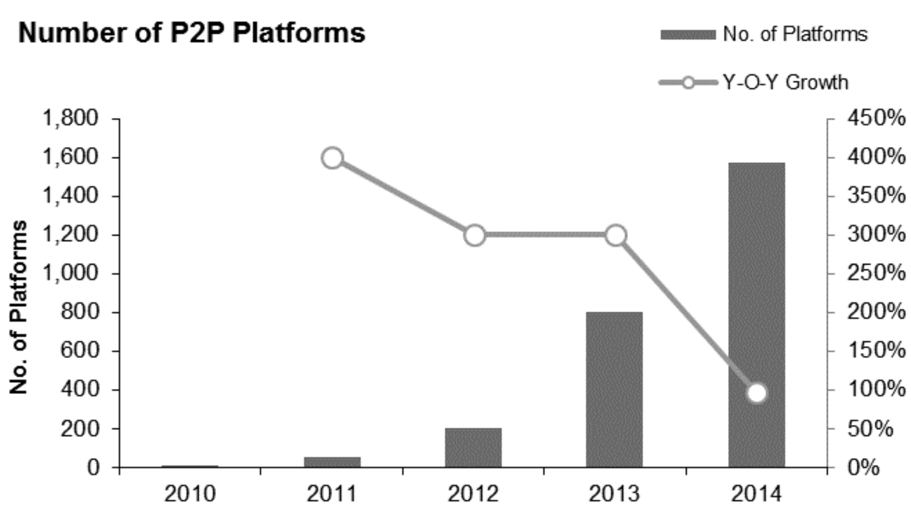
INDUSTRY OVERVIEW

P2P lending was first originated in the UK and further developed in the US, but is now firmly established in China, the largest P2P market in the world. P2P lending is the practice of lending money to unrelated individuals, or "peers", without going through a traditional financial intermediary such as a bank or other traditional financial institution. This lending takes place online on peer-to-peer lending companies' websites using various different lending platforms and credit checking tools.

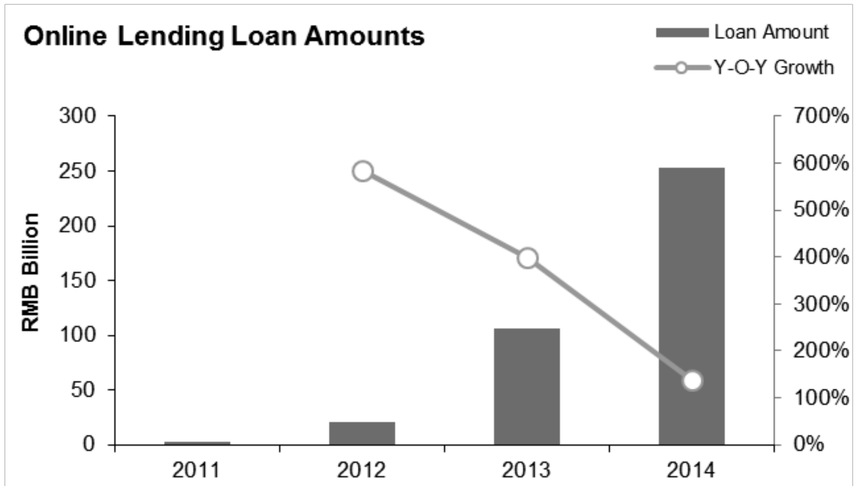
Despite repeated cuts in China's official interest rates to boost the slowing economy, local banks appear reluctant to lend to potentially high-risk small and medium enterprises (SME) due to the lack of reliable credit records, a trend similar to the credit crunch that plagued Europe during its own slowdown. This has driven SMEs to look for private lenders, which have murky legal status and operate in an area where the law is ambiguous. P2P lending has the potential to alleviate SMEs' chronic funding difficulties. By utilizing the internet, P2P lenders can advantageously obtain fund on a large scale at a low cost.

P2P Lending Platforms

P2P lending in China has been growing since 2010. The number of P2P lending platforms grew from around 15 in 2010 to 1,575 in 2014. At the meantime, the total lending loan amount grew from RMB3.1 billion in 2011 to RMB252.8 billion in 2014, which is more than three times of that of the United States.

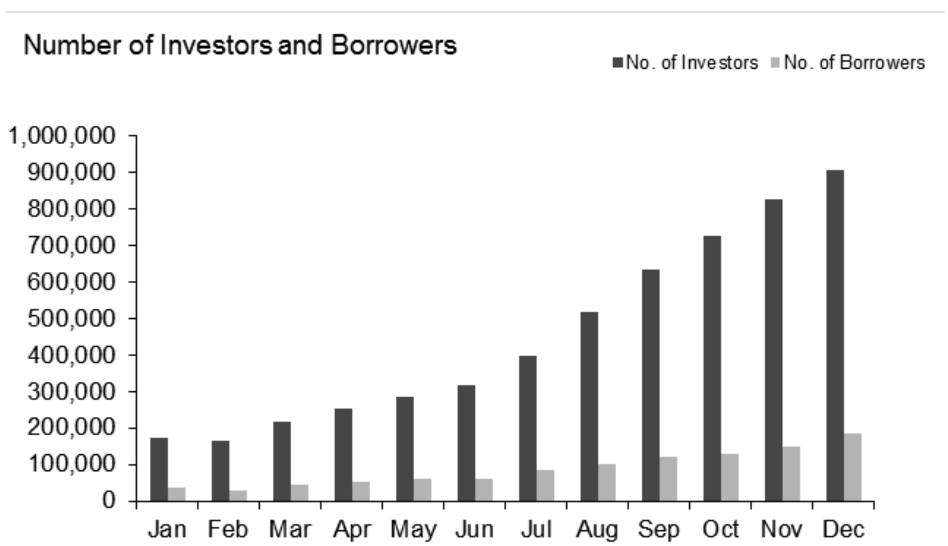


Source: Wangdaizhijia



Source: Wangdaizhijia

According to Wangdaizhijia^ (網貸之家), a P2P lending data provider, the transaction volume in May 2015 reached RMB61 billion. It is expected that the total transaction volume will hit RMB800 billion in 2015. Meanwhile, the number of investors and borrowers have both increased for almost five fold in 2014, which is set out as below:



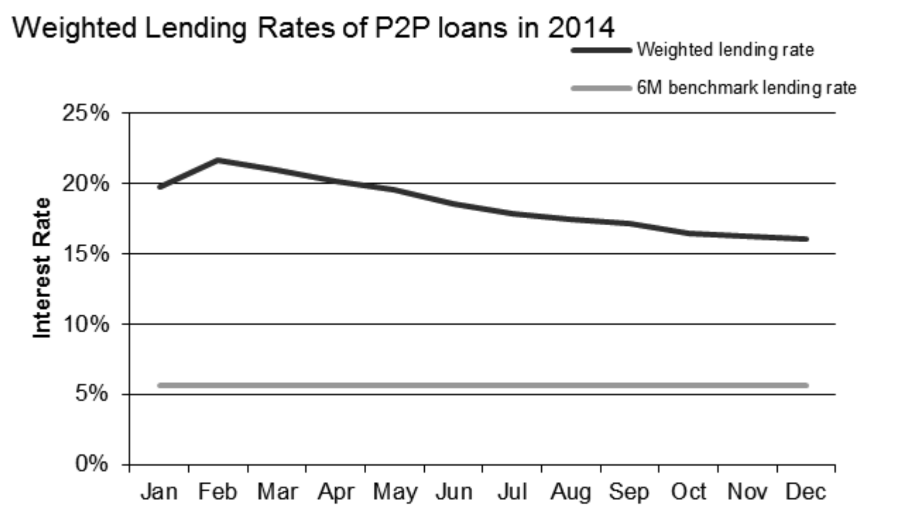
Source: Wangdaizhijia

^ *For identification purpose only*

On the other hand, despite the skyrocketing growth of platforms, the number of problematic platforms is undoubtedly a concern. In 2014, 275 platforms went bankrupt or had difficulties in repaying money. Of the closures, 46 percent were caused by fraud or absconding P2P company owners, according to Wangdaizhijia. The lack of regulation and insufficient credit risk assessment are the major factors for the issue.

Lending Rates

P2P lending rates are evidently higher than bank loan rates due to typically lower borrower credit ratings, less effective credit enhancement tools and inadequate information disclosure. Wangdaizhijia data show that the average weighted lending rate in the industry was 17.86% in 2014, with the loan term averaging 6.12 months. The weighted P2P lending rates are compared with the 6-month benchmark lending rate as follows:



Source: Wangdaizhijia

As shown in the table above, P2P lending rates continued to fall since February 2014 and hit a trough at 16.08% in December. The average yield in 2014 was 17.86%. The decreasing trend can be explained by the increasing risk awareness of the investors, shifting their investments to the older and less risky platforms from those promoting higher returns. In addition, as competition intensified, interest rates embarked on a downward track and thus the risk premiums of P2P lending projects dropped.

Conclusion

In the near future, it is believed that China's P2P market will expand further, moving towards a more formalized and regulated phase. Increasing demand is expected from micro corporates and SME borrowers, while institutional investors may get into supplying funds. Moreover, enhancement of risk control within the industry is expected as a result of improvements in the technology of credit analysis, integrating credit data, automating credit assessment, etc. In addition, along with segmentation and consolidation of platforms in the market, a booming P2P lending market in China is expected to go on.

BASIS OF OPINION

The valuation has been prepared in accordance with International Valuation Standards published by the International Valuation Standards Council. The valuation procedures adopted include review of economic and financial conditions of the subject businesses and an assessment of key assumptions, estimates and representations made by the PRC Company. All matters we consider essential to the proper understanding of the valuation are disclosed in this report.

The following factors also form a considerable part of our basis of opinion:

- The economic outlook in general;
- The nature of businesses and history of the operations concerned;
- The financial condition of the PRC Company;
- Investment returns of companies operating in similar lines of business; and
- Financial and business risk of the PRC Company.

We planned and performed our valuation so as to obtain all the information and explanations that we considered necessary in order to provide us with sufficient evidence to express our opinion on the PRC Company.

SOURCES OF INFORMATION

In conducting our valuation of the Equity Interests, we have considered, reviewed and relied upon the following key information provided by the management of the PRC Company (the "**Management**") and the public.

- Background of the PRC Company and relevant corporate information;
- Business licenses and other relevant documents of the PRC Company;
- Unaudited financial statements of the PRC Company for the year ended 31 March 2015;
- Financial projections of the PRC Company; and
- Bloomberg database and other reliable sources of market data.

We have held discussion with the Management and conducted research from public sources to assess the reasonableness and fairness of the information provided. We have no reason to doubt the truth and accuracy of the information provided to us by the Management, and we have relied to a considerable extent on the information provided in arriving at our opinion of value.

VALUATION METHODOLOGIES

There are three generally accepted approaches to assess the market value of the PRC Company, namely the market approach, the asset approach, and the income approach. Each of these approaches is appropriate in one or more circumstances.

Market Approach

Market Approach values an asset based on comparison with recent sales of similar assets from market transactions, with adjustments made to the indicated market prices to reflect condition and utility of the appraised asset relative to the market comparables. Although this approach is widely used, the main difficulty with this approach lies with the lack of financial information and full details regarding sales of similar assets.

Asset Approach

Asset approach values an asset by reference to the accumulating costs that would be incurred in order to replace or reproduce the asset in its current condition. This approach is not considered to be an appropriate approach for valuing income-generating assets as generally it does not capture expected returns to the asset.

Income Approach

Income Approach values an asset by reference to the capitalized value of income, cash flows or cost savings that could hypothetically be earned or achieved by a market participant owning the asset.

The principle of this approach is that the value of the asset can be measured by the present worth of the economic benefits to be received over the assets life. This approach estimates the future economic benefits and discounts these benefits to its present value using an appropriate discount rate for all risks associated with realizing those benefits.

Selection of Valuation Methodology

Among the three approaches, we consider that the income approach is more appropriate for valuing the PRC Company.

While useful for certain purposes, the asset approach does not take future earning potential of the PRC Company into consideration. Market approach may be difficult to apply as we have not identified sufficient market transactions which are comparable. In this regard, we have considered but decided against using asset and market approach for valuing the PRC Company. We consider income approach to be more appropriate for valuing the PRC Company as it considers future growth potential of the business of the PRC Company.

To determine the market value of the PRC Company, we have adopted the discounted cash flow ("**DCF**") method, which is one of the income approaches that uses the concept of time value of money. By adopting the DCF, we utilize future free cash flow projections and discount them with a discount rate to arrive at a present value.

VALUATION ASSUMPTIONS AND RATIONALE

General assumptions

In determining the market value of the Equity Interests, the following principal assumptions have been adopted:

- We have assumed that there will be no material change in the existing political, taxation, legal, technological, fiscal or economic conditions, which might adversely affect the business of the PRC Company;
- We have assumed that the conditions in which the business is being operated and which are material to revenue and costs of businesses will remain unchanged;
- We have assumed that the information have been prepared on a reasonable basis after due and careful consideration by the Management;
- We have assumed that competent management, key personnel and technical staff will be maintained to support the ongoing operation and development of the PRC Company;
- We have assumed that all licenses and permits that is essential for the operation of the PRC Company can be obtained and are renewable upon expiry; and
- We have assumed that there are no hidden or unexpected conditions associated with the businesses valued that might adversely affect the reported value. Further, we assume no responsibility for changes in market conditions after the Valuation Date.

Major assumptions adopted in the financial projection prepared by the Management:

We have discussions with the Management with regard to the background of the PRC Company, the business model to generate future revenue, as well as the prospects of the development plan of the PRC Company. As a part of due diligence, we conducted an analysis of the macroeconomic overview, industry overview and competitive environment to understand the demand and supply situation. In assessing the basis of the financial projection provided by the Management, we performed research and analysis of the comparable companies, we review the operating statistics, financial data and other relevant documents including those signed cooperation agreements relating to the borrowers' side and investors' side, provided by the Management. We consider that the assumptions of the projection (as provided by the Management) are fair and reasonable. Where appropriate, the most updated information obtained during our valuation justification was used. The detailed financial projection is presented in Exhibit A of this valuation report.

REVENUE

Revenue was mainly derived from consultation fees and success fees charged from the borrowers by the PRC Company. The PRC Company will provide consultation services including but not limited to general loan market consultation, credit check services and guarantor-search services. Subject to the consultation services provided, the PRC Company will charge the borrowers for (i) a consultation fee ranging from 0.25% to 3.75% of the loan amount (subject to the borrowing period of the loan); and (ii) upon the successful receipt of the loan money, a success fee ranging from 0.25% to 1.25% of the loan amount (subject to the borrowing period of the loan).

Historical performance

As provided by the PRC Company, the historical revenue, number of registered lenders and average investment amount per investing member for the period from January to July 2015 are set out as follows:

2015	**Jan**	**Feb**	**Mar**	**Apr**	**May**	**Jun**	**Jul**
Revenue (RMB)	24,485	43,689	52,912	244,100	294,600	687,442	1,250,722
Number of registered lenders	167	110	196	244	252	246	1,552
Member investment rate	43.8%	52.4%	17.7%	15.5%	13.3%	8.5%	13.7%
Average investment amount per investing member (RMB)	32,335	78,191	77,602	50,788	47,973	122,703	21,930

For the purpose of attracting borrowers to join, the PRC Company had adopted a promotion to waive the consultation fee (only success fee was charged) since its commencement of operation until the end of March 2015. Since April 2015, the PRC Company started to resume its normal practice in charging the consultation fees, thus, the revenue had experienced high growth especially from March to April 2015. Revenue for the period from January to July 2015 represents a compound monthly growth rate ("**CMGR**") of 75.4%. For further analysis of the normal practice, a CMGR of 50.5% is observed instead for the revenue for the period from April to July 2015.

Marketing channel

With respect to attracting potential investors to Dtedai, the PRC Company had entered into cooperation agreements with and will rely on the referral from hotels, restaurants and chain food restaurants and websites. The number of potential investors projected is based on the visitor flow from each marketing channel.

The hotels that are cooperating with the PRC Company are mid-sized complex, each with about 200 rooms and assuming a 65% capacity utilization, the visitor flow is about 130 customers per day per hotel. Restaurants are mid-sized, each with about 200 seats and assuming a 65% capacity utilization, the visitor flow is about 130 customers per day per restaurant. Chain food restaurants are small-sized fast food chain, with the daily visitor turnover estimated by the restaurant is about 195 customers per day.

The PRC Company had set a target number of obtaining 400 potential investors per day to be referred by website cooperation partners and with a success fee payment for each referral obtained. As advised by the PRC Company, such number of referral had been achievable with the visitor flow of websites in cooperation.

As at the Latest Practical Date, there are altogether 15 subsisting cooperation agreements entered into by the PRC Company with 15 parties (6 hotels, 4 restaurants, 1 chain food restaurant corporation, 3 websites and 1 media company). While the above are considered reliable and quantifiable statistics as at the Valuation Date, it is assumed that such capacity and visitor flow shall be extended to more hotels, restaurants, chain food restaurants and websites during the first 5-year period. Considering the practical difficulty in predicting the potential investors that the media company can referred, the projection had not adopted such marketing resource for revenue generation.

The PRC Company targeted to achieve cooperation with each of the abovementioned marketing channels and obtained referral of potential investors during the first 5 years as below:

For the 12 months ended	**31-Mar-2016**	**31-Mar-2017**	**31-Mar-2018**	**31-Mar-2019**	**31-Mar-2020**
Hotels (cumulative)	2	3	4	5	7
Increase in hotel partner during the year	–	1	1	1	2
Daily customers/partner	130	130	130	130	130
(A) Hotel customers/month	7,800	11,700	15,600	19,500	27,300
Restaurants (cumulative)	1	2	3	5	7
Increase in restaurant partner during the year	–	1	1	2	2
Daily customers/partner	130	130	130	130	130
(B) Restaurant customers/month	3,900	7,800	11,700	14,500	27,300
Chain food restaurants (cumulative)	1	2	3	5	7
Increase in restaurant partner during the year	–	1	1	2	2
Daily customers/partner	195	195	195	195	195
(C) Mall customers/month	5,850	11,700	17,550	29,250	40,950
Websites (cumulative)	1	2	3	4	5
Increase in website partner	1	1	1	1	1
Daily referral/partner	400	400	400	400	400
(D) Website customers/month	12,000	24,000	36,000	48,000	60,000
Total customers/month (A+B+C+D)	29,550	35,200	80,850	116,250	155,550
Year-on-year growth rate	–	19%	130%	44%	34%

Considering (i) the already achieved number of subsisting cooperation agreements entered into by the PRC Company with each type of marketing channel; (ii) the lead time that the respective marketing channel contracted shall start to contribute referral as advised by the PRC Company; and (iii) the incremental number of partners projected for each year is conservative, it was considered that the total number of customers per month figure for each of the first 5 years are achievable.

Target loan product amount

Target loan product amount for the first 5 years is derived from the product of (i) target total customers derived from the market channels per year as set out above paragraphs; (ii) member investment rate; and (iii) the investment amount per investing member. The target loan product amount is investors-driven (instead of borrowers-driven) as there is no shortage of borrowers in the current PRC credit market and hence attracting the interests of the investors is the one of the key success factors in closing of loan transactions.

For the 12 months ended		**31-Mar-2016**	**31-Mar-2017**	**31-Mar-2018**	**31-Mar-2019**	**31-Mar-2020**
Target Loan product amount (RMB)	(A)=(B)x(C)x(D)	620,550,000	1,159,200,000	1,697,850,000	2,441,250,000	3,266,550,000
Target Registered lenders	(B)	354,600	662,400	970,200	1,395,000	1,866,600
Members investment rate (%)	(C)	5%	5%	5%	5%	5%
Investment amount per investing member (RMB)	(D)	35,000	35,000	35,000	35,000	35,000

The member investment rate is determined by taking a prudent approach in comparing both the historical member investment rate achieved by the PRC Company and our research. According to our research on the China P2P industry from an internet article titled "P2P 存大量僵屍賬戶理財端轉化率不足一成" (unofficial translation being "P2P Involves Large Volume of Zombie Accounts. Investment Rate is Less than 10%") date of 4 June 2015 related to 滙付天下 (ChinaPnR), a third-party payment agent providing payment services to over hundreds of P2P enterprises in the PRC, the member investment rate is generally less than 10% for large P2P platforms. Since the PRC Company resumed normal practice starting from April 2015, we considered the historical member investment rate ranging from 8.5% to 15.5% provides better reference. Although the actual historical member investment rate had been higher, we considered the PRC Company had a short operating history, thus, we had adopted a 50% discount from the researched rate and applied a more prudent rate of 5% in the valuation model.

For the same reason, the investment amount per investing member is determined by taking reference to the historical investment amount per investing member achieved during the period from April to July 2015. As per simple calculation, the average of those values is RMB64,199. However, by visual inspection of the investment amount per transaction, it was observed that investment amount of around RMB35,000 or above represented a major population among the investment statistics, therefore, RMB35,000 was adopted for the investment amount per investment member in the valuation model.

Revenue

The PRC Company charges different fee scale of consultation fees and success fees for each of the loan products as classified by the loan period. Generally speaking, demand by borrowers for longer-term loan is higher than shorter-term loan; however, longer-term loan is generally perceived to be risker by lenders than shorter-term loan. Therefore, the PRC Company charges higher consultation fee and success fee rates for longer-term loan and lower rates for shorter-term loan correspondingly.

As advised by the directors of PRC Company, the demand by borrowers that matched the risk appetite of lenders in the market had been heavier on 2-month and 3-month loans than 1-month and longer loans. Based on the PRC Company's marketing strategy in reaching a balanced sales portfolio, the PRC Company had adopted the following fee scale and portfolio weight to its loan products:

	Consultation Fee Scale	**Success Fee Scale**	**Portfolio weight**
1 month	0.25%	0.25%	5%
2 months	0.75%	0.5%	30%
3 months	1.75%	0.75%	50%
4-6 months	3.75%	1.25%	15%

Considering that the PRC Company was able to receive the consultation fee and success fee at the above rates for the historical loans transacted during the period from Jan to July 2015, it was considered the consultation fee and success fee rates applied in the valuation model are fair and reasonable.

The projection of the consultation fee and success fee of each year were calculated with the following formula:

Consultation fee	=	Target Loan Product Amount	X	Portfolio Weight	X	Consultation Fee Scale
Success fee	=	Target Loan Product Amount	X	Portfolio Weight	X	Success Fee Scale

As a result, the projected revenue from April 2015 to March 2020 are as follows:

For the 12 months ended		**31-Mar-2016**	**31-Mar-2017**	**31-Mar-2018**	**31-Mar-2019**	**31-Mar-2020**
Net Revenue (RMB)	(A)=(B)+(C)	14,446,404	26,999,217	39,545,049	56,859,764	76,082,033
Consultation Fee (RMB)	(B)	10,394,213	19,416,600	28,438,988	40,890,938	54,714,713
Success Fee (RMB)	(C)	4,498,988	8,404,200	12,309,413	17,699,063	23,682,488

Based on the abovementioned key assumptions and the revenue was projected to increase gradually from RMB14.4 million in 2016 to RMB76.1 million in 2020. As a result, a compound annual growth rate ("**5-yr CAGR**") of 39.5% is computed by the valuation model.

The fair and reasonableness of the revenue projection that represented a 5-yr CAGR of 39.5% was determined with comparison to our market research and the PRC Company's CMGR. With reference to our research from an article titled "Can P2P Lending Reinvent Banking" dated 17 June 2015 published by Morgan Stanley Research, the China P2P loan issuance during the years 2015 to 2020 is expected to achieve 33.2 billion to 127.8 billion respectively, representing a CAGR of 30.9% ("**Industry CAGR**"). On the other hand, as mentioned in the historical revenue paragraph above, the PRC Company had actually achieved a CMGR of 75.4% for the period from April to July 2015. Although the actual historical CMGR is much higher than the 5-yr CAGR, we considered the 5-yr CAGR is more prudent than the historical CMGR, yet, considering the PRC Company is developing at its growth stage, a resultant 5-yr CAGR of 39.5% that is higher than the Industry CAGR is still considered acceptable.

COST

Value-added tax and Income tax

Industry standard value-added tax of 3% of gross revenue and income tax policy were applied in the discounted cash flow analysis.

Cost of sales

Cost of sales include of (i) a flat annual platform service fee and (ii) transaction fee based on the transacted amount.

SG&A expenses

SG&A expenses include (i) cash rebate to new registered investors, complimentary cash coupons, referral fee paid to other websites (which is in line with the increase in the target registered lenders); and (ii) general administrative expenses, salaries, depreciation, and overhead etc. (which is in line with the increase in target loan product amount).

EARNINGS BEFORE INTEREST AND TAX ("EBIT")

The EBIT margin is in line with the industry which range from 50% in 2015 to 63% in 2019. The range of EBIT margins of the 5 comparable companies is around 42% – 82%.

NET PROFIT

Without historical track record as reference, the Management predicts the P2P business could achieve the operating results as the peers, which is ranging from 37% in 2015 to 47% in 2019 of revenue in terms of net profit margin. It is in line with the result of 42%, come up from the median of 5 comparable companies as shown below.

CAPITAL EXPENDITURE

Management assumed that insignificant capital expenditure would be required for computer, software, furniture & fixtures in the projection period.

WORKING CAPITAL

Due to the nature of P2P business, no substantial amount of inventory is required. Thus, only certain account receivable is projected by the PRC Company. Accounts receivable days is the number of days that the fees from the borrower may be outstanding before it is collected. Based on the PRC Company's accounting policy adopted, revenue of the consultation fee is recognised and become due once the consultation agreement with the borrower is signed. Likewise, revenue of the success fee is recognised and become due once the loan amount are received from the lender members after the loan bid closed. However, the PRC Company also advised that borrowers typically need certain time to process the payment instruction for the consultation fees and success fees, thus, accounts receivable was assumed in the valuation model. As advised by the PRC Company, borrowers who approached the PRC Company were typically looking for more convenient source of fund and fast closing via the Dtedai platform. Therefore, borrowers generally had tendency to complete the transaction as quickly as possible and 30 days of turnover was adopted for the accounts receivable of consultation fees and success fees.

TERMINAL VALUE

Having estimated the free cash flow produced over the forecast period form April 2015 to March 2020, we need to come up with a reasonable idea of the value of the PRC Company's cash flows after that period. There are several ways to estimate a terminal value of cash flows, but one common method is to value the company as a perpetuity using the Gordon Growth Model. The model uses this formula:

Terminal Value = Final Projected Year Cash Flow X (1+Long-Term Cash Flow Growth Rate)/(Discount Rate – Long-Term Cash Flow Growth Rate)

The Terminal Value of the PRC Company = RMB34,509,500 X (1+3%) / (16.14%-3%) = RMB270,555,549

LONG-TERM CASH FLOW GROWTH RATE

Long-term cash flow growth rate was assumed to be approximately 3% per year with reference to the historical inflation rate in the PRC where the business of the PRC Company is operated.

Risk factors

(i) Reliance on the financial projection

We have relied on the financial projection provided by the Management to a significant extent in this valuation. If the actual financial outcome of the PRC Company (including but not limited to revenue and costs) deviate significantly from that expected by the Management, the value of the Equity Interests as reported by us could be impacted as a result.

(ii) Successful execution of business plan

This valuation, together with the financial projection, depends on the successful execution of the business plan of the PRC Company. This includes, but not limited to, the ability of the PRC Company to secure the target registered users, members investment rate and investment per investing member in the forecast period. If the actual outcome differs from the Management's expectation, there could be material impact on the value of the equity interest in the PRC Company as reported by us.

VALUATION PROCEDURES AND PARAMETERS ADOPTED

To determine the market value of the Equity Interests, we have adopted the discounted cash flow method which uses future free cash flow projections and discounts them with a discount rate to arrive at a present value.

The discounted cash flow method is a method to value the PRC Company using the concepts of time value of money. All future cash flow are estimated and discounted to give them a present value. The discount rate used was the required rate of return of the market comparables. The present value of the free cash flow was calculated via the following formula:

$$PVCF = CF_1/(1+R)^1 + CF_2/(1+R)^2 + CF_3/(1+R)^3 + \cdots + CF_n/(1+R)^n$$

Where:

PVCF = Present value of cash flows

CF_n = Cash flow

R = Discount rate

n = Time period

In the course of our valuation, the cash flows were determined as free cash flows, which were calculated using the following formula:

$$FCF = NI + AD - WC - CAPEX$$

Where:

FCF = Free cash flow

NI = Net income

AD = Amortization and depreciation

WC = Change in working capital

CAPEX = Capital expenditures

Discount rate

The discount rate used in this valuation exercise was the weighted average costs of capital ("**WACC**"), which was computed using the following formula:

$$WACC = (E/V) \times R_e + (D/V) \times R_d \times (1-T_c)$$

Where:

R_e = Cost of equity

R_d = Cost of debt

E = Market value of the Subject Company's equity

D = Market value of the Subject Company's debt

V	=	$E + D$
E/V	=	Percentage of financing that is equity
D/V	=	Percentage of financing that is debt
T_c	=	Tax rate

As shown in the above formula, the WACC has two components: the cost of equity and the cost of debt. The modified Capital Asset Pricing Model (the "**Modified CAPM**") was used for determining the cost of equity. The modified CAPM states that an investor requires excess returns to compensate for any risk that is correlated to the risk in the return from the stock market as a whole but require no excess return for other risks. Risk that are correlated to the risk in the return from the stock market as a whole are referred to as systematic and measured by a parameter called beta, whereas other risks are referred to as a non-systematic. It is calculated as follow:

$$R_e = R_f + \beta\,(R_m - R_f) + SCRP + SRP$$

Where:

R_e	=	Cost of equity
R_f	=	Risk-free rate
β	=	Beta coefficient
R_m	=	Expected market return
$(R_m - R_f)$	=	Market risk premium
SCRP	=	Small company risk premium
SRP	=	Specific risk premium

In our valuation, the following parameters were adopted:

Risk-free rate (10-years)[1]	:	3.64%
Beta coefficient[2]	:	0.40%
Market risk premium[3]	:	8.36%
Specific risk premium[4]	:	5.50%
Small company risk premium[5]	:	6.01%
Cost of equity	:	18.51%
Cost of debt[6]	:	5.90%

Tax rate[7]	:	25.0%
Debt to equity ratio[8]	:	20.23%
WACC	**:**	**16.14%**

Remarks:

1. Yield of 10-year risk-free rate in the PRC as of the Valuation Date, from Bloomberg;

2. The leveraged beta was calculated from the comparable companies using the following formula: Levered beta = Unlevered beta * 1 + (1 – Tax Rate) x (D/E). The beta coefficient is estimated from the average betas of a set of comparable companies listed in Hong Kong. The betas of the comparable companies are made reference to the 2-year weekly adjusted betas obtained from Bloomberg. In this valuation, we have based on following criteria in choosing the comparable companies:

   - The companies are publicly listed in Hong Kong;
   - The companies operate their businesses in the PRC; and
   - The companies operate in similar businesses as the PRC Company.

   The PRC Company primarily engage in and generate substantially its revenue and profit or loss from P2P business, we have attempted to select the listed companies with same principal activities as the PRC Company. However, due to the PRC Company's uniqueness in its business model, there are no directly comparable companies engaging in providing loan market consultation services, credit check services and guarantor-search services.

   Given the above, we therefore expand our review to Hong Kong listed companies engaging in the provision of financial, financing and consultancy services. We consider the selection criteria is reasonable and the sample list is fair and representative.

   The levered beta and the debt to equity ratios of the comparable companies are listed below:

Comparable Company	**Beta Coefficient**	**D/E Ratio**
Credit China Holdings Limited	0.288	0.12
Goldbond Group Holdings Limited	0.483	0.09
China Huirong Financial Holdings Limited	0.551	0.80
Differ Group Holding Company Limited	0.346	0.00
China Success Finance Group Holdings Limited	0.335	0.00

The profiles of the comparable companies are as follow:

Comparable Company	Ticker	Business
Credit China Holdings Limited	8207 HK	Credit China Holdings Limited is engaged in the provision of pawn loans, entrusted loan and financing consultancy services. The company also operates in P2P Loan Service segment that provides Internet housing loan and automobile loan financing service in China.
Goldbond Group Holdings Limited	172 HK	Goldbond Group Holdings Limited and its subsidiaries are engaged in the provision of non-bank financial services to Small and medium enterprises (SMEs) and individuals in China. It operates its business mainly through provision of financing service, including financing, project financing and consultancy service.
China Huirong Financial Holdings Limited	1290 HK	China Huirong Financial Holdings Ltd is a short-term secured financing service provider in China specializes in providing short-term loans secured by collateral, also referred to as pawn loans, to its customers. Its main business involves granting customers short-term loans secured by real estate, equity interest or personal property collateral, the initial terms of which are six months or less. Its core customers are small and medium-sized enterprises (SMEs) and individual business owners in China.
Differ Group Holding Company Limited	8056 HK	Differ Group Holding Company Limited is a service provider of short to medium-term financing and financing-related solutions in Fujian Province in China. The Company is principally engaged in the provision of financing guarantee services, pawn loans, financial consultation services, entrusted loans, and finance lease services to small- and medium-sized enterprises (SMEs) and individuals.

Comparable Company	Ticker	Business
China Success Finance Group Holdings Limited	3623 HK	China Success Finance Group Holdings Limited is a guarantee service provider offering financial and non-financial guarantee services and financial consultancy services in Guangdong Province in China. The Company mainly provides financial guarantees, non-financial guarantees, including performance guarantees and litigation guarantees, small loans lending services as well as financial consultancy services to small and medium enterprises (SMEs).

3. The market risk premium is the expected return of the market (Rm) in excess of the risk-free rate (Rf). The expected return of the PRC market (Rm) takes reference from the average return of SSE Composite Index from 1991 to 2014, which is around 12% with dividend yield of 1.5% included;

4. The specific risks associated with the PRC Company are its business risks related to the implementation of its business plan. Through development and implementation of effective strategies, the PRC Company expects to continue gaining market share and develop new revenue source to sustain long-term growth. It requires time to promote the PRC Company's brand and implement its marketing strategies. Besides, the market acceptability of products produced by the PRC Company is uncertain since the P2P lending industry is a relatively new industry in the PRC and there are many substitutes for the PRC Company's products available in the general P2P lending market in the PRC. We considered that these risks have not been properly accounted for in the cost of equity, thus, based on our professional judgement, an additional risk premium of 5.5% is applied;

5. Small company risk premium is the additional return required by small company investors to compensate the higher perceived risks of small companies. The small company risk premium is made reference to Ibbotson SBBI 2014 Valuation Yearbook Small company risk premium is the additional return required by small company investors to compensate the higher perceived risks of small companies. The small company risk premium is made reference to Ibbotson® SBBI® 2014 Valuation Yearbook. The Ibbotson® SBBI® 2014 Valuation Yearbook is the study of historical capital markets data in the United States. Commonly used by valuers, consultants, and analysts to analyze asset class performance, the yearbook contains the size premia for large- and small-company stocks. The premia in the 2014 Valuation Handbook were calculated using the data sources: (i) Standard and Poor's, (ii) the Center for Research in Security Prices at the University of Chicago Booth School of Business (CRSP) and (iii) Morningstar – the actual "SBBI" data series are used in the calculations in the 2014 Valuation Handbook;

6. The PRC benchmark long-term lending rates (loan tenor over 5 years) according to the People's Bank of China as at the Valuation Date. As the PRC Company is operating in the PRC, the Management expects that the funding source of the PRC Company would generally originate from the PRC at the PRC benchmark long-term lending rates (loan tenor over 5 years);

7. Current China profits tax rate;

8. Debt-to-equity ratio of the comparable companies.

Discount for Lack of Marketability ("DLOM")

The concept of marketability deals with the liquidity of an ownership interest, that is how quickly and easily it can be converted to cash if the owner chooses to sell. The lack of marketability discount reflects the fact that there is no ready market for shares in privately held companies which are typically not readily marketable compared to similar interest in public companies. Therefore, a share of stock in a privately held company is usually worth less than an otherwise comparable share in a publicly held company.

In this valuation, option-pricing model was used to estimate the DLOM. The cost of put option, which can hedge the price change before the privately held shares can be sold, was used to determine the lack of marketability discount. As the time the share of stock in a privately held company become readily marketable is getting shorter, the lower the implied DLOM. The cost of the put option is derived by using Black-scholes Option Pricing Model. The cost of the put option is evaluated as 15% of the value of the share of stock under the assumption of volatility of 43.3% which is the median of short-term volatilities of the comparable companies. A DLOM of 15% was thus applied.

Besides, we have made reference to the statistics published in Determining Discounts for Lack of Marketability – a companion guide to the FMV restricted stocks study 2015 edition by FMV Opinions, Inc. The aforementioned companion guide includes formal transfers of ownership of at least 10% of a company's equity and where at least one of the parties is a U.S. entity. FMV Opinions, Inc. compiles statistics on publicly announced mergers, acquisitions and divestitures involving operating entities and has tracked these statistics and published its findings for many years. The information and data presented are considered as a good reference against which we can assess an appropriate marketability discount for the subject valuation. The 34-year implied discount for lack of marketability for private controlling ownership interests was with a median of 9.8%. After all, we considered a lack of marketability discount of 15% to be reasonable for potential investors who are looking for similar kind of investments like the PRC Company.

LIMITING CONDITIONS

Our valuation is confidential to you, for your sole use and for the specific purpose stated. We will not accept responsibility to any third party in respect of its contents.

To the best of our knowledge, all data set forth in this report are reasonable and accurately determined. The data, opinions, or estimates identified as being furnished by others that have been used in formulating this analysis are gathered from reliable sources; yet, no guarantee is made nor liability assumed for their accuracy.

We have relied to a considerable extent on information provided by the Management in arriving at our opinion of value. We are not in the position to verify the accuracy of all information provided to us. However, we have had no reason to doubt the truth and accuracy of the information provided to us and to doubt that any material facts have been omitted from the information provided. No responsibilities for the operation and financial information that have not been provided to us are accepted.

Our opinion of the market value of the subject in this report is valid only for the stated purpose and only for the effective date of the appraisal. The valuation reflects facts and conditions existing at the date of valuation and subsequent events have not been considered. No responsibility is taken for any changes in the market conditions and no obligation is assumed to revise this report to reflect events or change of government policy or conditions which may occur subsequent to the date hereof.

No opinion is intended to be expressed for matters which require legal or other specialized expertise or knowledge, beyond that customarily employed by appraisers. Our conclusions assume continuation of prudent management of the PRC Company over a reasonable and necessary period of time to maintain the character and integrity of the assets valued.

CONCLUSION OF VALUE

In our opinion, on the basis of the information made available to us, the market value of 100% equity interest in the PRC Company as of 31 March 2015 was reasonably estimated at **RMB163,936,000 (RENMINBI ONE HUNDRED SIXTY THREE MILLION NINE HUNDRED AND THIRTY SIX THOUSAND ONLY**).

This conclusion of value was based on generally accepted valuation procedures and practices that rely extensively on the use of numerous assumptions and the consideration of many uncertainties, not all of which can be easily quantified or ascertained. While we have exercised our professional judgment in arriving at the appraisal, they are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the control of Cushman & Wakefield Valuation Advisory Services (HK) Limited. You are advised to consider with caution the nature of such assumptions which are disclosed in this report and to exercise caution when interpreting this report.

We hereby certify that we have neither present nor prospective interests in the Company or the value reported.

Yours faithfully,
for and on behalf of
Cushman & Wakefield Valuation Advisory Services (HK) Limited

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Mr. Vincent K.C. Cheung holds a Master of Business Administration and he is a Registered Professional Surveyor with over 18 years' experience in real estate industry and assets valuations sector. His experience on valuations covers Hong Kong, Macau, Taiwan, South Korea, Mainland China, Vietnam, Cambodia and other overseas countries. Mr. Cheung is a member of The Royal Institution of Chartered Surveyors and a member of the Hong Kong Institute of Surveyors. Mr. Cheung is one of the valuers on the "list of property valuers for undertaking valuation for incorporation or reference in listing particulars and circulars and valuations in connection with takeovers and mergers" as well as a Registered Business Valuer of the Hong Kong Business Valuation Forum.

Mr. Freddie W.T. Chan overseas the business valuation services of Cushman & Wakefield (HK) Limited and has over 6 years of professional experiences in banking, finance, corporate advisory and valuation experiences. He is a CFA® charterholder and a FRM® charterholder who expertizes in corporate and intangible valuation sector. His experience on valuations covers Hong Kong, Mainland China, Australia, United States, Europe and other overseas countries. Mr. Chan is a member of the Hong Kong Society of Financial Analysts as well.

EXHIBIT A – Valuation model as at the Valuation Date 31 March 2015

		12 Months Period Ended				
Valuation Date		**31-Mar-2016**	**31-Mar-2017**	**31-Mar-2018**	**31-Mar-2019**	**31-Mar-2020**
Currency (RMB)		**Forecast**	**Forecast**	**Forecast**	**Forecast**	**Forecast**
Net Revenue		14,446,404	26,999,217	39,545,049	56,859,764	76,082,033
% change			*86.9%*	*46.5%*	*43.8%*	*33.8%*
Cost of Sales		(448,030)	(423,190)	(423,190)	(546,040)	(595,180)
Business Tax and Surcharges	0.36%	(52,007)	(97,197)	(142,362)	(204,695)	(273,895)
Gross Profit		**13,946,367**	**26,478,830**	**38,979,497**	**56,109,029**	**75,212,957**
Gross margin		*97%*	*98%*	*99%*	*99%*	*99%*
Other Income		–	13,041	19,101	27,464	36,749
SG&A Expense		(6,548,864)	(11,481,873)	(16,425,798)	(21,440,428)	(27,104,120)
Depreciation & Amortisation		(243,315)	(466,648)	(499,981)	(468,667)	(408,667)
Pretax Income		7,154,188	14,543,350	22,072,818	34,227,399	47,736,919
		50%	*54%*	*56%*	*60%*	*63%*
Taxation		(1,788,547)	(3,635,837)	(5,518,205)	(8,556,850)	(11,934,230)
Tax rate		*25.0%*	*25.0%*	*25.0%*	*25.0%*	*25.0%*
Net Profit		**5,365,641**	**10,907,512**	**16,554,614**	**25,670,549**	**35,802,689**
Profit margin		*37%*	*40%*	*42%*	*45%*	*47%*
Depreciation & Amortisation		243,315	466,648	499,981	468,667	408,667
Capital Expenditure		(1,560,000)	(100,000)	(100,000)	(500,000)	(100,000)
Accounts receivables (days)	30	1,203,867	2,249,935	3,295,421	4,738,314	6,340,169
Accounts payables (days)	–	–	–	–	–	–
Net Working Capital		1,203,867	2,249,935	3,295,421	4,738,314	6,340,169
(Increase)/Decrease in Net Working Capital		(1,203,867)	(1,046,068)	(1,045,486)	(1,442,893)	(1,601,856)
FREE CASH FLOW TO FIRM		**2,845,089**	**10,228,092**	**15,909,109**	**24,196,323**	**34,509,500**
Date Adjustment Factor (mid-point)		0.50	1.50	2.50	3.50	4.50
Discount Factor (mid-point)	16.1%	0.93	0.80	0.69	0.59	0.51
Present Value of Free Cash Flow to Firm		2,639,491	8,168,772	10,940,439	14,327,323	17,594,669
Terminal Value	3%	270,555,549				
Present Value of Terminal Value		137,942,752				
Sum of PV of Free Cash Flow to Firm		191,613,447				
Short-Term Debt		–				
Long-Term Debt		–				
Total		–				
Cash and Cash Equivalent		35,972				
Total		35,972				
Net Non-operating/ Non-recurring Asset		1,960,134				
Discount for Lack of Marketability	15%	(29,673,277)				
EQUITY VALUE	**RMB**	**163,936,000**				

中磊（香港）會計師事務所有限公司
ZHONGLEI (HK) CPA Company Limited

25 June 2015

The Board of Directors
Zebra Strategic Holdings Limited
5th Floor, Chinachem Century Tower
178 Gloucester Road
Wanchai
Hong Kong

Dear Sirs,

Zebra Strategic Holdings Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group")

Report on discounted future estimated cash flows in connection with the business valuation of Guangzhou Shun Xin Dai Hu Lian Wang Internet Financial Information Services Limited (the "PRC Company")

We refer to the discounted future estimated cash flows ("**DCF**") which was prepared by the directors of the Company (the "**Directors**"). The Directors confirmed that the DCF has been used in 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 Cushman and Wakefield Valuation Advisory Services (HK) Limited, in connection with proposed acquisition of 100% of the issued share capital of Radiant Expert Global Limited (the "**Target Company**"), as disclosed in the Company's announcement dated 8 June 2015. The Valuation which is determined based on the discounted cash flows is regarded as a profit forecast under Rule 19.61 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**").

Respective responsibilities of the Directors and the reporting accountants

The Directors are responsible for the preparation of the discounted future estimated cash flows in accordance with the bases and assumptions determined by the Directors and as set out in the Valuation. This responsibility includes carrying out appropriate procedures relevant to the preparation of the discounted future estimated cash flows for the Valuation and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

It is our responsibility to report, as required by Rule 19.62(2) of the GEM Listing Rules, on the calculations of the discounted future estimated cash flows used in the Valuation. The discounted future estimated cash flows do not involve the adoption of the Group's accounting policies.

Basis of opinion

We conducted our work in accordance with Hong Kong Standards on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" issued by Hong Kong Institute of Certified Public Accountants ("**HKICPA**"). This standard requires that we plan and perform our work to obtain reasonable assurance as to whether, so far as the calculations are concerned, the Directors have properly compiled the discounted future estimated cash flows in accordance with the bases and assumptions as set out in the Valuation. We performed procedures on the arithmetical calculations and the compilations of the discounted future estimated cash flows in accordance with the bases and assumptions. Our work is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing issued by the HKICPA. Accordingly, we do not express an audit opinion.

Opinion

In our opinion, so far as the calculations are concerned, the discounted future estimated cash flows have been properly compiled in all material respects in accordance with the bases and assumptions adopted by the Directors as set out in the Valuation.

Other matters

Without qualifying our opinion, we draw to your attention that we are not reporting on the appropriateness and validity of the bases and assumptions on which the discounted future estimated cash flows are based and our work does not constitute any valuation of the PRC Company or an expression of an audit or review opinion on the Valuation.

The discounted future estimated cash flows depend on future events and on a number of assumptions which cannot be confirmed and verified in the same way as past results and not all of which may remain valid throughout the period. Our work has been undertaken for the purpose of reporting solely to you under paragraph 19.62(2) of the GEM Listing Rules and for no other purpose. We accept no responsibility to any other person in respect of, arising out of or in connection with our work.

Yours faithfully,
ZHONGLEI (HK) CPA Company Limited
Certified Public Accountants (Practising)

Lam Chik Tong
Practising Certificate Number: P05612
Suites 313-316
31/F., Shui On Centre
6-8 Harbour Road
Wan Chai
Hong Kong

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)

25 June 2015

GEM Listing Division
The Stock Exchange of Hong Kong Limited
11 /F., One International Finance Centre,
1 Harbour View Street,
Central,
Hong Kong

Dear Sirs,

Re: Major Transaction – Acquisition of the entire issued share capital of Radiant Expert Global Limited involving issue of convertible preference shares under specific mandate

We refer to the valuation report prepared by Cushman and Wakefield Valuation Advisory Services (HK) Limited (the "**Independent Valuer**") in relation the valuation of Guangzhou Shun Xin Dai Hu Lian Wang Internet Financial Information Services Limited (the "**PRC Company**") as at 31 March 2015 (the "**Valuation**"), the valuation of which constitutes a profit forecast under Rule 19.61 of the GEM Listing Rules. We have discussed with the Independent Valuer about different aspects including the bases and assumptions based upon which the Valuation has been prepared, and reviewed the valuation by the Independent Valuer for which the Independent Valuer is responsible. We have also considered the report from our reporting accountants, ZHONGLEI (HK) CPA Company Limited, regarding whether the discounted future estimated cash flows of the PRC Company and the calculations thereof has been properly complied in accordance with the bases and assumptions as set out in the Valuation. On the basis of the foregoing, we are of the opinion that the Valuation prepared by the Independent Valuer (together with the profit forecast prepared by the directors of the Company) has been made after due and careful enquiry.

Yours faithfully,
For and on behalf of the board of directors of
Zebra Strategic Holdings Limited
Chang Tin Duk, Victor
Chairman and executive Director

The Board of Directors
Zebra Strategic Holdings Limited
5th Floor, Chinachem Century Tower,
178 Gloucester Road,
Wanchai,
Hong Kong

25 June 2015

Dear Sirs,

We refer to the valuation report prepared by Cushman and Wakefield Valuation Advisory Services (HK) Limited (the "**Independent Valuer**") in relation to the market value of 100% equity interest in Guangzhou Shun Xin Dai Hu Lian Wang Internet Financial Information Services Limited as at 31 March 2015 (the "**Valuation**"). The principal assumptions upon which the Valuation is based are included in the announcement of Zebra Strategic Holdings Limited (the "**Company**") dated 25 June 2015 (the "**Announcement**"), of which this letter forms part. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise. We note that the Valuation has been developed based on discounted cash flow analysis which is regarded as profit forecast (the "**Profit Forecast**") under Rule 19.61 of the GEM Listing Rules. We have discussed with the management of the Company and the Independent Valuer regarding the bases and assumptions of the Profit Forecast to arrive at the Valuation and have reviewed the letter dated 25 June 2015 issued by ZHONGLEI (HK) CPA Company Limited, the reporting accountants of the Company, as set out in Appendix I to the Announcement in regard to their work performed on the Profit Forecast. On the basis of the foregoing, we are of the opinion that the Profit Forecast underlying the Valuation, for which the directors of the Company are solely responsible, has been made after due and careful enquiry.

Yours faithfully,
For and on behalf of
Euto Capital Partners Limited
Manfred Shin
Director

(a) the articles of association (the "**Articles**") of the Company be altered as follows:

(i) By inserting the following definitions immediately before the definition of "debenture" and debenture holder" appearing in article 2(1):

"Conversion 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.
"Convertible Preference Shares"	non-listed non-voting convertible preference shares of HK$0.01 each in the capital of the Company having the special rights and restrictions set out in Article 3A.
"Conversion Price"	the conversion price of the Convertible Preference Shares, being HK$0.60 (subject to adjustments as stated in the Articles of Association) at which each Ordinary Share will be allotted and issued upon an exercise of the conversion rights.

(ii) By inserting the following definitions immediately before the definition of "Law" appearing in article 2(1):

"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China.
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited.
"Issue Price"	the issue price per Convertible Preference Share as determined by the Board at the time of issue.

(iii) By inserting the following definitions immediately before the definition of "Member" appearing in article 2(1):

"Listing Rules"	the Rules Governing the Listing of Securities on the Growth Enterprise Market or the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as the case may be applicable.

(iv) By inserting the following definitions immediately before the definition of "paid up" appearing in article 2(1):

"Ordinary Shares"	the ordinary shares of HK$0.01 each in the capital of the Company.

(v) By inserting the following definitions immediately before the definition of "special resolution" appearing in article 2(1):

"share(s)"	collectively, the Ordinary Share(s) and the Convertible Preference Share(s)

(vi) By inserting the following definitions immediately before the definition of "year" appearing in article 2(1):

"Takeovers Code"	the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs.

(vii) By deleting the word "shares" appearing in the first line of the definition "Member" in article 2(1) and substituting therefor by the words "Ordinary Shares".

(viii) The entire Article 3(1) be deleted and substituted by the following new Article 3(1):

"3(1) The authorised share capital of the Company is HK$100,000,000 divided into (i) 5,000,000,000 Ordinary Shares of HK$0.01; and (ii) 5,000,000,000 Convertible Preference Shares of HK$0.01 each, and such Ordinary shares and Convertible Preference Shares carrying the respective rights and privileges as set forth in the Articles of Association of the Company.

3A Convertible Preference Shares

The Convertible Preference Shares shall have the following special rights and restrictions:

3A.1 Ranking

The Convertible Preference Shares shall rank in priority to the Ordinary Shares and any other shares of the Company as to return of capital and dividends.

3A.2 Return of capital and Liquidation

On return of capital on liquidation, winding up or dissolution of the Company, the Convertible Preference Shares shall confer on their holders the right to be paid, in priority to any return of assets in respect of the ordinary shares of the Company or any other class of shares in the share capital of the Company, pari passu as between themselves an amount equal to the aggregate nominal value of the Convertible Preference Shares plus all dividends accrued and unpaid with respect thereto, whereupon if the assets of the Company available for distribution shall be insufficient to provide for full payment to holders of the Convertible Preference Shares, the Company shall make payment on the Convertible Preference Shares on a pro rata basis, but do not confer on the holders of Convertible Preference Shares any further or other right to participate in the assets of the Company upon liquidation, winding up or dissolution of the Company.

3A.3 Voting Rights

The Convertible Preference Shares shall not confer on the holders any entitlement to attend or vote at general meetings of the Company.

3A.4 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 Conversion 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.

3A.5 Adjustments to the Conversion Price

(A) Subject as hereinafter provided, the Conversion Price shall from time to time be adjusted in accordance with the following relevant provisions and so that if the event giving rise to any such adjustment shall be such as would be capable of falling within more than one of sub-paragraphs (1) to (7) inclusive of this paragraph 3A.5, it shall fall within the first of the applicable paragraphs to the exclusion of the remaining paragraphs:

(1) If and whenever there shall be an alteration in the nominal value of the Ordinary Shares by reason of any consolidation or sub-division, the Conversion Price in force immediately prior thereto shall be adjusted by multiplying it by a fraction of which the numerator shall be the nominal value of one Ordinary Share immediately after such alteration and of which the denominator shall be the nominal value of one Ordinary Share immediately before such alteration and such adjustment shall become effective on the date on which such alteration takes effect.

(2) If and whenever the Company shall capitalise any amount of profits or reserves (including any share premium account or contributed surplus account) and apply the same in paying up in full the nominal value of any Ordinary Shares (other than any Ordinary Shares credited as fully paid out of distributable profits or reserves (including any share premium account or contributed surplus account) and issued in lieu of the whole or any part of a cash dividend or specie distribution which the holders of the Ordinary Shares concerned would or could otherwise have received and which would not have constituted a Capital Distribution (as defined in paragraph 3A.5(B))), the Conversion Price in force immediately prior to the Record Date therefor shall be adjusted by a fraction of which the numerator shall be the aggregate nominal amount of the issued Ordinary Shares immediately before such issue and of which the denominator shall be the aggregate nominal amount of the issued Ordinary Shares immediately after such issue. Such adjustment shall be effective immediately after the Record Date for such issue.

(3) If and whenever the Company shall make any Capital Distribution, the Conversion Price in force immediately prior to such distribution shall be adjusted by multiplying it by the following fraction:

$$(K - L) \div K$$

where:

K is the Closing Price of one Ordinary Share on the Dealing Day immediately preceding the date on which the Capital Distribution is announced or (failing any such announcement), the Dealing Day immediately preceding the Record Date for the Capital Distribution;

L is the fair market value on the date of such announcement or (as the case may require) the Dealing Day immediately preceding the Record Date for the Capital Distribution, as determined in good faith by an approved merchant bank (selected at the option of the Company) or the Auditor of the portion of the Capital Distribution which is attributable to one Ordinary Share.

Provided that:

(a) if in the opinion of the relevant approved merchant bank or the Auditor (as the case may be), the use of the fair market value as aforesaid produces a result which is significantly inequitable, it may instead determine (and in such event the above formula shall be construed accordingly) the amount of the said Closing Price which should properly be attributed to the value of the Capital Distribution; and

(b) the provisions of this sub-paragraph (3) shall not apply in relation to the issue of Ordinary Shares paid out of profits or reserves and issued in lieu of a cash dividend nor to a purchase by the Company of its own Ordinary Shares in accordance with the provisions of the Companies Law. Each such adjustment shall be effective (if appropriate retroactively) from the commencement of the day next following the Record Date for the Capital Distribution.

Each such adjustment shall be effective (if appropriate retroactively) from the commencement of the day next following the Record Date for the Capital Distribution.

(4) If and whenever the Company shall offer to holders of Ordinary Shares new Ordinary Shares for subscription by way of rights, or shall grant to holders of Ordinary Shares any options or warrants to subscribe for new Ordinary Shares, at a price which is less than 80 per cent. of the market price (as defined in paragraph 3A.5(B)) at the date of the announcement of the terms of the offer or grant, the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before the date of the announcement of such offer or grant by the following fraction:

$$(K + L) \div M$$

where:

K is the number of Ordinary Shares in issue immediately before the date of such announcement;

L is the number of Ordinary Shares which the aggregate of the amount (if any) payable for the rights, options or warrants and of the amount payable for the total number of new Ordinary Shares comprised therein would purchase at such market price; and

M is the number of Ordinary Shares in issue immediately before the date of such announcement plus the aggregate number of Ordinary Shares offered for subscription or comprised in the options or warrants.

Such adjustment shall become effective (if appropriate retroactively) from the commencement of the day next following the Record Date for the offer or grant.

(5) (a) If and whenever the Company or any other company shall issue wholly for cash any securities which by their terms are convertible into or exchangeable for or carry rights of subscription for new Ordinary Shares and the total Effective Consideration (as defined below) per Ordinary Share initially receivable for such securities is less than 80 per cent. of the price which is the market price at the date of the announcement of the terms of issue of such securities, the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately prior to the issue by the following fraction:

$$(K + L) \div (K + M)$$

where:

K is the number of Ordinary Shares in issue immediately before the date of the issue;

L is the number of Ordinary Shares which the total Effective Consideration receivable for the securities issued would purchase at such market price; and

M is the maximum number of new Ordinary Shares to be issued upon full conversion or exchange of, or the exercise in full of the subscription rights conferred by, such securities at the initial conversion or exchange rate or subscription price.

Such adjustment shall become effective (if appropriate retroactively) from the close of business in Hong Kong on the Conversion Business Day immediately preceding whichever is the earlier of the date on which the issue is announced and the date on which the issuer determines the conversion or exchange rate or subscription price.

(b) If and whenever the rights of conversion or exchange or subscription attached to any such securities as are mentioned in section (a) of this sub-paragraph (5) are modified so that the total Effective Consideration per Ordinary Share initially receivable for such securities shall be less than 80 per cent. of the price which is the market price at the date of announcement of the proposal to modify such rights of conversion or exchange or subscription, the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately prior to such modification by the following fraction:

$$(K + L) \div (K + M)$$

where:

K is the number of Ordinary Shares in issue immediately before the date of such modification; L is the number of Ordinary Shares which the total Effective Consideration receivable for the securities issued at the modified conversion or exchange price would purchase at the market price at the date of the announcement of such proposal; and

M is the maximum number of new Ordinary Shares to be issued upon full conversion or exchange of, or the exercise in full of the subscription rights conferred by, such securities at the modified conversion or exchange rate or subscription price.

Such adjustment shall become effective as at the date upon which such modification shall take effect. A right of conversion or exchange or subscription shall not be treated as modified for the foregoing purposes where it is adjusted to take account of rights or capitalisation issues and other events normally giving rise to adjustment of conversion or exchange terms.

For the purpose of this sub-paragraph (5), the “total Effective Consideration” receivable for the securities issued shall be deemed to be the consideration receivable by the issuer for the issue of any such securities plus the additional minimum consideration (if any) to be received by the issuer and/or the Company (if not the issuer) upon (and assuming) the full conversion or exchange thereof or the exercise in full of such subscription rights and the Effective Consideration per Ordinary Share initially receivable for such securities shall be such aggregate consideration divided by the number of Ordinary Shares to be issued upon (and assuming) such conversion or exchange at the initial conversion or exchange rate or the exercise of such subscription rights at the initial subscription price, in each case without any deduction for any commissions, discounts or expenses paid, allowed or incurred in connection with the issue.

(6) If and whenever the Company shall issue wholly for cash any Ordinary Shares (other than Ordinary Shares issued to employees, including directors of the Company or any of its Subsidiaries, or their personal representatives, pursuant to an employee share scheme) at a price per Ordinary Share which is less than 80 per cent. of the market price current at the date of the announcement of the terms of such issue, the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before the date of such announcement by a fraction of which the numerator is the number of Ordinary Shares in issue immediately before the date of such announcement plus the number of Ordinary Shares which the aggregate amount payable for the issue would purchase at such market price and the denominator is the number of Ordinary Shares in issue immediately before the date of such announcement plus the number of Ordinary Shares so issued. Such adjustment shall become effective on the date of the issue.

(7) If and whenever the Company shall purchase any Ordinary Shares or securities issued by the Company or any of its subsidiaries which are convertible into or exchangeable for Ordinary Shares or any rights to acquire Ordinary Shares (other than on the Relevant Stock Exchange) and the Directors of the Company cancel such Ordinary Shares, securities convertible into or exchangeable for Ordinary Shares or rights to acquire Ordinary Shares, the Directors of the Company may if they consider it appropriate make an adjustment to the Conversion Price, provided that the Directors of the Company shall have appointed an approved merchant bank to consider whether, for any reason whatever as a result of such purchases, an adjustment should be made to the Conversion Price fairly and appropriately to reflect the relative interests of the persons affected by such purchases by the Company and, if such approved merchant bank shall consider in its opinion that it is appropriate to make an adjustment to the Conversion Price, the Directors of the Company shall make an adjustment to the Conversion Price in such manner as such approved merchant bank shall certify to be, in its opinion, appropriate. Such adjustment shall become effective (if appropriate retroactively) from the close of business in Hong Kong on the Conversion Business Day immediately preceding the date on which such purchases by the Company are made.

(B) For the purpose of paragraph 3A.5(A):

"announcement" shall include the releases of an announcement to the press or the delivery or transmission by telephone, telex or otherwise of an announcement to the Relevant Stock Exchange and "date of announcement" shall mean the date on which the announcement is first so released, delivered or transmitted;

"Capital Distribution" means any distribution paid or made by the Company on Ordinary Shares to the extent that the amount of such distribution exceeds the amount calculated by reference to P – D where:

P is the aggregate of the net consolidated profits less the aggregate of the net consolidated losses of the Company and its subsidiaries after taxation and minority interests but before extraordinary items in respect of the financial period ending on 31 March 2010 and each subsequent financial period in respect of which an audited consolidated profit and loss account of the Company and its subsidiaries (or, if it has at the relevant time no subsidiaries, an audited profit and loss account of the Company) has been published, as shown by such profit and loss account(s);

D is the aggregate amount of all distributions then already paid or made by the Company on Ordinary Shares in respect of any and all financial periods ending on or after 31 March 2010; provided that if such amount is greater than "P", then "D" shall be deemed to be equal to "P"; "market price" means the average of the closing prices of one Ordinary Share on the Relevant Stock Exchange in respect of dealings in board lots for the five consecutive Dealing Days ending on the last Dealing Day preceding the day on or as of which the market price is to be ascertained.

(C) The provisions of sub-paragraphs (2), (3), (4), (5) and (6) of paragraph 3A.5(A) shall not apply to:

(1) an issue of fully paid Ordinary Shares upon the exercise of any conversion rights attached to securities convertible into Ordinary Shares or upon exercise of any rights (including the Conversion Rights attaching to the Convertible Preference Shares) to acquire Ordinary Shares or any other convertible securities convertible into Ordinary Shares issued pursuant to or under the Acquisition Agreement;

(2) an issue of Ordinary Shares or other securities of the Company or any subsidiary of the Company wholly or partly convertible into, or rights to acquire, Ordinary Shares to directors or employees of the Company or any of its subsidiaries or their personal representatives pursuant to an employee share scheme;

(3) an issue by the Company of Ordinary Shares or by the Company or any other subsidiary of the Company of securities wholly or partly convertible into or rights to acquire Ordinary Shares, in any such case in consideration or part consideration for the acquisition of any other securities, assets or business;

(4) an issue of Ordinary Shares pursuant to a scrip dividend scheme where an amount not less than the nominal amount of the Ordinary Shares so issued is capitalised and the market value of such Ordinary Shares is not more than 120 per cent of the amount of the dividend which holders of the Ordinary Shares could elect to or would otherwise receive in cash, for which purpose the "market value" of an Ordinary Share shall mean the average of the closing prices on the Relevant Stock Exchange for five (or more) consecutive Dealing Days falling within the period of one month ending on the last day on which holders of Ordinary Shares may elect to receive or (as the case may be) not to receive the relevant dividend in cash; or

(5) the issue of the Convertible Preference Shares.

(D) Any adjustment to the Conversion Price shall be made to the nearest one cent (Hong Kong currency) so that any amount under half a cent (Hong Kong currency) shall be rounded down and any amount of half a cent (Hong Kong currency) or more shall be rounded up and in no event shall any adjustment (otherwise than upon the consolidation of Ordinary Shares into Ordinary Shares of a larger nominal amount) involve an increase in the Conversion Price. In addition to any determination which may be made by the Directors of the Company every adjustment to the Conversion Price shall be certified either (at the option of the Company) by the Auditor or by an approved merchant bank.

(E) Notwithstanding anything contained in these Terms, no adjustment shall be made to the Conversion Price in any case in which the amount by which the same would be reduced in accordance with the foregoing provisions of paragraph 3A.5 would be less than one cent and any adjustment that would otherwise then be required to be made shall not be carried forward.

(F) If the Company or any of its subsidiaries shall in any way modify the right attached to any share or loan capital so as wholly or partly to convert or make convertible such share or loan capital into, or attach thereto any rights to acquire, Ordinary Shares, the Company shall appoint the Auditor or an approved merchant bank to consider whether any adjustment to the Conversion Price is appropriate (and if such Auditor or approved merchant bank shall certify that any such adjustment is appropriate the Conversion Price shall be adjusted accordingly).

(G) Notwithstanding the provisions of paragraph 3A.5(A), in any circumstances where the Directors of the Company shall consider that an adjustment to the Conversion Price provided for under the said provisions should not be made or should be calculated on a different basis or that an adjustment to the Conversion Price should be made notwithstanding that no such adjustment is required under the said provisions, the Directors of the Company may appoint the Auditor or an approved merchant bank to consider whether for any reason whatever the adjustment to be made (or the absence of adjustment) would or might not fairly and appropriately reflect the relative interests of the persons affected thereby and, if such Auditor or approved merchant bank shall consider this to be the case, the adjustment shall be modified or nullified or an adjustment made instead of no adjustment in such manner (including without limitation making an adjustment calculated on a different basis) as shall be certified by such approved merchant bank to be in its opinion appropriate.

(H) Wherever the Conversion Price is adjusted as herein provided, the Company shall give notice to the Convertible Preference Shareholders that the Conversion Price has been adjusted (setting forth the event giving rise to the adjustment, the Conversion Price in effect prior to such adjustment, the adjusted Conversion Price and the effective date thereof) and shall at all times thereafter so long as any of the Conversion Rights remains exercisable make available for inspection at the principal place of business for the time being of the Company and the share registrar's Office prior to all the Convertible Preference Shares being converted or purchased in full a signed copy of the said certificate of the Auditor or (as the case may be) of the relevant approved merchant bank and a certificate signed by a Director of the Company setting out the brief particulars of the event giving rise to the adjustment, the Conversion Price in effect prior to such adjustment, the adjusted Conversion Price and the effective date thereof.

3A.6 Redemption

Holder of the Convertible Preference Shares shall have no right to redeem, and the Company shall have no right to redeem.

3A.7 Transferability

The Convertible Preference Shares will be freely transferable provided that where the Convertible Preference Shares are intended to be transferred to a connected person of the Company, such transfer shall comply with the requirements under the relevant Listing Rules and/or requirements imposed by the Stock Exchange (if any). Before any transfer, the transferor shall notify the Company about the transferee's identity and the Company shall check if such transferee is a connected person. The Company shall only process the transfer and registration for the transferee if such transfer shall comply with the aforesaid requirement.

3A.8 Dividend

Holder of each Convertible Preference Share shall have entitlement to a non-cumulative preferred dividend, which will be in priority to the dividend entitlement of the holder of the Ordinary Shares, calculated based on 1% of the principal amount of the Convertible Preference Shares. Apart from that that, the holder shall have the same entitlement to dividend as holder of the number of Ordinary Shares into which such Convertible Preference Share may be converted upon exercise of conversion rights attached thereto.

3A.9 Listing

No application will be made for the listing of the Convertible Preference Shares on the Stock Exchange or any other stock exchanges.

(ix) By inserting the following words of "3A.2 and" immediately before the word of "to" appearing in the first line of article 163(1).

1. RESPONSIBILITY STATEMENT

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this circular have been arrived at after due and careful consideration and there are no other facts not contained in this circular, the omission of which would make any statement in this circular misleading.

2. SHARE CAPITAL OF THE COMPANY

As at the Latest Practicable Date, the authorised and issued share capital of the Company were as follows:

		HK$
Authorised		
5,000,000,000	Shares	50,000,000.00
Issued and fully paid		
665,000,000	Shares	6,650,000.00

All existing issued Shares rank *pari passu* in all respects, including in particular as to dividend, voting rights and capital.

The Company had not issued any Share since 31 March 2015 (being the date to which the latest published audited financial statements of the Group were made up) and up to and including the Latest Practicable Date.

As at the Latest Practicable Date, the Company had no outstanding options, derivatives, warrants or conversion rights affecting the Shares.

3. DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES

As at the Latest Practicable Date, none of the Directors and chief executives of the Company were interested in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, the Laws of Hong Kong) ("**SFO**")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they have taken or deemed to have under such provisions of the SFO), or which are required, pursuant to section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which are required, pursuant to the required standard of dealing by the Directors under the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange.

Long positions in underlying shares of equity derivatives and debentures of the Company

As at the Latest Practicable Date, no long positions of the Directors and chief executives of the Company in the underlying shares of equity derivatives and debentures of the Company and its associated corporations were recorded in the register or as otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

Short positions in shares, underlying shares of equity derivatives and debentures of the Company

During the period under review, no short positions of the Directors and chief executives of the Company in the shares, underlying shares of equity derivatives and debentures of the Company and its associated corporations were recorded in the register or as otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company or their respective associates had any interests or short positions in the shares, underlying shares of equity derivative and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the minimum standards of dealing by the Directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules.

4. SUBSTANTIAL SHAREHOLDERS

So far as is known to the Directors or chief executives of the Company, as at 30 June 2015, the following persons/entities have an interest or a short position in the shares or the underlying shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be recorded in the register of the Company required to be kept under section 336 of the SFO, or who will be, directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other members of the Group:

Name	Notes	Nature of interests	Number of shares held	Approximate percentage of issued share capital
Upmost Corporation Limited	1	Beneficial owner	207,200,000	31.16%
Zhang Jian		Interest in controlled corporation	207,200,000	31.16%
Zhan Yu Global Limited	2	Beneficial owner	75,000,000	11.28%
Ye Jun		Interest in controlled corporation	75,000,000	11.28%

Notes:

1. Upmost Corporation Limited is a company owned as to 100% by Mr. Zhang Jian. By virtue of the SFO, Mr. Zhang Jian is deemed to be interested in the same block of shares in which Upmost Corporation Limited is interested.

2. Zhan Yu Global Limited is a company owned as to 100% by Mr. Ye Jun. By virtue of the SFO, Mr. Ye Jun is deemed to be interested in the same block of shares in which Zhan Yu Global Limited is interested.

Short positions in underlying shares of the Company

As at the Latest Practicable Date, no short positions of other persons or substantial shareholders in the underlying shares of equity derivatives of the Company and its associated corporations were recorded in the register.

As at the Latest Practicable Date, the Directors were not aware of any person who had an interest or short position in the underlying shares (including interests in options, if any) of the Company as recorded in the register required to be kept under Section 336 of the SFO.

5. DIRECTORS' SERVICE CONTRACTS

All executive Directors have entered into service contracts with the Company for a period of three years and will continue thereafter until terminated by either party giving not less than three months' prior written notice to the other. They are subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Company's articles of association.

The non-executive Directors have entered into a letter of appointment with the Company for a term of three years, subject to retirement by rotation and re-election at annual general meeting and until terminated by not less than three months' notice in writing served by either party on the other.

Each of the independent non-executive Directors has entered into a letter of appointment with the Company for a term of three years, subject to retirement by rotation and re-election at annual general meeting and until terminated by not less than three months' notice in writing served by either party on the other.

No Director has a service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

6. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or Controlling Shareholders and their respective associates had any interest in a business, which competes or may compete, either directly or indirectly, with the businesses of the Group, nor did any of them have or might have any other conflict of interests with the Group.

None of the Directors have any direct or indirect interest in any asset which had been acquired, or disposed of by, or leased to, or was proposed to be acquired, or disposed of by, or leased to any member of the Group since 31 March 2015, being the date on which the latest audited combined financial statements of the Group was made up.

None of the Directors was materially interested in any contract or arrangement subsisting at the Latest Practicable Date which is significant in relation to the business of the Group.

7. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or claim of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened by or against the Company or any of member of the Group.

8. QUALIFICATIONS AND CONSENTS OF EXPERTS

The following are the qualifications of the experts who have given advice and opinions which are contained in this circular:

Name	Qualification
Euto Capital Partners Limited	A licensed corporation to carry out type 6 (advising on corporate finance) regulated activity under the SFO
Cushman and Wakefield Valuation Advisory Services (HK) Limited	Professional valuer
Kingson Law Firm	A firm of qualified PRC lawyers
ZHONGLEI (HK) CPA Company Limited	Certified Public Accountants

(i) As at the Latest Practicable Date, each of Euto Capital Partners Limited, Cushman and Wakefield Valuation Advisory Services (HK) Limited, ZHONGLEI (HK) CPA Company Limited, Kingson Law Firm did not have any shareholding, directly or indirectly in the Company or any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for or to nominate persons to subscribe for securities in the Company or any member of the Group;

(ii) As at the Latest Practicable Date, each of Euto Capital Partners Limited, Cushman and Wakefield Valuation Advisory Services (HK) Limited, ZHONGLEI (HK) CPA Company Limited, Kingson Law Firm have given their consent and have not withdrawn its written consent to the issue of this circular with the inclusion herein of their letters and/or reference to their names in the form and context in which they are included; and

(iii) Each of Euto Capital Partners Limited, Cushman and Wakefield Valuation Advisory Services (HK) Limited, ZHONGLEI (HK) CPA Company Limited, Kingson Law Firm did not have any direct or indirect interest in any asset which had been acquired, or disposed of by, or leased to, or was proposed to be acquired, or disposed of by, or leased to any member of the Group since 31 March 2015, being the date on which the latest audited combined financial statements of the Group was made up.

9. COMPLIANCE ADVISER'S INTEREST

As at the Latest Practicable Date, except for the compliance adviser agreement entered into between the Company and Mesis Capital Limited ("**Compliance Adviser**") dated 27 March 2013, which commencing on 10 April 2013, neither the Compliance Adviser nor its directors, employees or associates had any interests in relation to the Company as at the Latest Practicable Date which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

10. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business of the Group) have been entered into by the Group within the two years immediately preceding the date of this circular and up to and including the Latest Practicable Date which are, or may be, material:

(a) the agreement for the sale and purchase of the the convertible bonds in the aggregate principal amount of HK$5,000,000 issued by Ever Diligent Investments Limited (the "**Convertible Bonds**") dated 16 September 2013 entered into between Zebra Strategic Outsource Solution Limited ("**Zebra SOS**"), a wholly-owned subsidiary of the Company, as a vendor and a natural person as a purchaser, pursuant to which Zebra SOS agreed to sell and such natural person agreed to purchase Convertible Bonds to the Zebra SOS at the cash consideration of HK$5,100,000;

(b) the sale and purchase agreement dated 25 November 2014 entered into between the Company, as the purchaser and Zhan Yu Global Limited as the vendor in relation to the sale and purchase of entire issued share capital of Sheng Zhuo Group Limited for a consideration of HK$25,000,000;

(c) a conditional placing agreement dated 29 December 2014 entered into between the Company and Astrum Capital Management Limited in relation to the placing of up to 190,000,000 new Shares;

(d) the Agreement; and

(e) the Supplemental Agreement.

11. MISCELLANEOUS

a. The compliance officer of the Company is Mr. Lam Tsz Chung. He was appointed as a non-executive Director on 1 September 2014 and was re-designated as an executive Director on 31 August 2015 and is responsible for advising on business opportunities for investment, development and expansion of the Company. He is also a member of remuneration committee of the Company and a director of a number of the subsidiaries of the Group.

   Mr. Lam obtained a Bachelor of Laws and a Postgraduate Certificate of Laws from the University of Hong Kong in 1995 and 1996 respectively. He obtained a Master of Laws from City University of Hong Kong and a Master of Science (Financial Analysis) from the Hong Kong University of Science and Technology.

Having practised laws in Hong Kong for more than 15 years, Mr. Lam is qualified to practise in Hong Kong and England and Wales. He is currently a consultant of Messrs. C. W. Lau & Co. holding a practicing certificate issued by the Law Society of Hong Kong. From October 2013 to August 2015, he was the chief legal counsel of Sino Credit Holdings Limited (Stock code: 0628). Mr. Lam is a China-Appointed Attesting Officer appointed by Ministry of Justice of the People's Republic of China, an adjudicator of Immigration Tribunal, an adjudicator of Registration of Persons Tribunal and a member of Appeal Panel (Housing).

b. The company secretary of the Company is Mr. Chan Chi Fai David. Mr. Chan is a fellow member of the Hong Kong Institute of Certified Public Accountants and holds a Bachelor's degree in Business Administration from the University of Manchester. He has over 27 years of experience in company secretary, auditing, finance and accounting fields in various listed companies and international accounting firm in Hong Kong.

c. The Company has established an audit committee with written terms of reference in compliance with the GEM Listing Rules. The audit committee of the Company comprises three independent non-executive Directors, namely Mr. Lam, Raymond Shiu Cheung, Mr. Wang En Ping and Dr. Cheung Wai Bun Charles, JP. Mr. Wang En Ping is the chairman of our audit committee. The primary duties of the Audit Committee are, among other things, to make recommendation to the Board on the appointment, re-appointment and removal of external auditors, review the financial statements and material advice in respect of financial reporting, and oversee internal control procedures of the Company.

The profile of audit committee members is as follows:

i. Mr. Lam, Raymond Shiu Cheung was appointed as an independent non-executive Director on 2 April 2012 and is responsible for providing independent judgment on the issue of strategy, performance, resources and standard of conduct of the Company. He is also the chairman of the remuneration committee and a member of the audit committee of the Company. Mr. Lam is currently an executive director of Chinese Food and Beverage Group Limited (stock code: 8272) and an independent nonexecutive director of China Assurance Finance Group Limited (stock code: 8090), both of which are companies listed on GEM. He was an independent non-executive director of China Chuanglian Education Group Limited (formerly known as China Oriental Culture Group Limited) (stock code: 2371) from January 2008 to September 2010 and The Hong Kong Building and Loan Agency Limited (stock code: 0145) from February 2012 to June 2014, both of which are companies listed on the Main Board. He was also an independent non-executive director of China Railway Logistics Limited (stock code: 8089) from December 2008 to June 2009; China Bio-Med Regeneration Technology Limited (stock code: 8158) from June 2008 to June 2009; Chinese Food and Beverage Group Limited (stock code: 8272) from May 2010 to April 2013, all of which are companies listed on GEM. He was also the deputy chief executive officer of China Eco-Farming Limited (stock code: 8166) from June 2009 to April 2013, a company listed on GEM.

Mr. Lam obtained a bachelor of business degree in banking and finance from the Victoria University of Technology (now known as Victoria University) in July 1991 and a master's degree in applied finance from Macquarie University in September 1994.

ii. Mr. Wang En Ping was appointed as an independent non-executive Director on 1 September 2014 and is responsible for providing independent judgement on the issue of strategy, performance, resources and standard of conduct of the Company.. He has been a member of the Chinese Institute of Certified Public Accountants since 1992 and awarded as senior accountant in 1997. Mr. Wang worked for 冶金工業部華東地勘局 (East China Geological Prospecting Bureau, Ministry of Metallurgical Industry#), and became the partner of 廣東南方天元會計師事務所 (Guangdong South Tian Yuan Certified Public Accountants#).

Mr. Wang obtained his Bachelor degree in Accounting from 安徽財貿學院 (Anhui University of Finance and Economics) in 1988.

iii. Dr. Cheung Wai Bun Charles, JP was appointed as an independent nonexecutive Director on 1 September 2014 and is responsible for providing independent judgment on the issue of strategy, performance, resources and standard of conduct of the Company. Dr. Cheung is presently director and vice chairman of executive committee of the Metropolitan Bank (China) Ltd. PRC., an independent non-executive director and the director general of audit committee of China Resources Bank of Zhuhai Co. Ltd. PRC., an independent nonexecutive director and chairman of audit committee of China Financial International Investments Limited (Stock code: 0721), an independent non-executive director and chairman of the audit committee of Pioneer Global Group Limited (Stock code: 0224) and an independent non-executive director, member of audit committee and nomination committee and the chairman of remuneration committee of Universal Technologies Holdings Limited (Stock code: 1026), the latte three are listed on the main board of the Stock Exchange. He is currently chairman of the board, an independent non-executive director and chairman of remuneration committee of Grand TG Gold Holdings Limited (Stock code: 8299) which is listed on the GEM. Dr. Cheung was formerly an independent non-executive director of Shanghai Electric Group Company Limited (Stock code: 2727). He is also a council member of the Hong Kong Institute of Directors. He was formerly a visiting professor of School of Business of Nanjing University, PRC. He is also a member of Hospital Governing Committee of both Kowloon Hospital and Hong Kong Eye Hospital and a member of Regional Advisory Committee of Kowloon, Hospital Authority. Dr. Cheung was formerly group chief executive and executive deputy chairman of Mission Hills Group, Hong Kong, and a former director and advisor of the Tung Wah Group of Hospitals. He had held senior management positions in various companies of different industries and possessed extensive banking financial and commercial experiences. He was awarded Listed Company Nonexecutive Director Award by the Hong Kong Directors of the Years 2002. In December 2010, Dr. Cheung received 3 awards namely (1) Outstanding Management Award of The Chartered Management Association; (2) Outstanding Director Award of The Chartered Association of Directors; and (3) Outstanding CED Award of The Asia Pacific CEO Association.

Dr. Cheung holds an honorary doctor's degree from John Dewey University of USA, a master degree in business administration and a Bachelor of Science degree in accounts and finance from New York University U.S.A.

d. The registered office of the Company is located at Cricket Square, Hutchins Drive, Grand Cayman KY1-1111, Cayman Islands. The principal place of business of the Company in Hong Kong is located at Room 2418A, Wing On Centre, 111 Connaught Road Central, Hong Kong.

e. The share registrar and transfer office of the Company is located at Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, Grand Cayman KY1-1111, Cayman Islands.

f. In the event of inconsistency, the English language of this circular shall prevail over the Chinese language.

12. DOCUMENT AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours on any week day (except public holidays) at the principal place of business of the Company at Room 2418A, Wing On Centre, 111 Connaught Road Central, Hong Kong for 14 days from the date of this circular:

a. the memorandum of association and articles of association of the Company;

b. the material contracts referred to in the section headed "Material Contracts" in this appendix;

c. the combined financial statements of the Group for the two financial years ended 31 March 2014 and 2015;

d. the accountants' report on the Target Group from ZHONGLEI (HK) CPA Company Limited, the text of which is set out in Appendix II to IV to this circular;

e. the report from ZHONGLEI (HK) CPA Company Limited in respect of the unaudited pro forma of the Enlarged Group, the text of which is set out in Appendix V to this circular;

f. the valuation report from Cushman and Wakefield Valuation Advisory Services (HK) Limited on the PRC Company, the text of which is set out in Appendix VII to this circular;

g. the written consents referred to in the section headed "Qualifications and Consents of Experts" in this appendix; and

h. this circular.

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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("**EGM**") of Zebra Strategic Holdings Limited (the "**Company**") will be held at 3:00 p.m. on Thursday, 22 October 2015 at Unit 1207, 12/F, No. 9 Queens Road Central, Hong Kong for the purpose of considering and, if thought fit, pass with or without amendments the following resolutions as an ordinary resolution or special resolution (as the case maybe). Expressions that are not expressly defined in this notice of EGM shall bear the same meaning as that defined in the circular dated 30 September 2015 (the "**Circular**").

AS ORDINARY RESOLUTIONS

1. "**THAT**:

    (a) the sale and purchase agreement (the "**Agreement**") (a copy of which has been produced to the meeting marked "A" and signed by the chairman of the Meeting for the purpose of identification) dated 8 June 2015 entered into between Wise Astute Limited, a wholly-owned subsidiary of the Company (as purchaser) and Maoman Holdings Limited (as vendor) in respect of the acquisition (the "**Acquisition**") of the entire issued share capital of Radiant Expert Global Limited at a consideration of HK$204,000,000 (the "**Consideration**") and the transactions contemplated thereunder or incidental to the Agreement be and are hereby approved, ratified and confirmed;

    (b) subject to the proposed amendment to the articles of association of the Company, the completion of the Acquisition, and the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Ordinary Shares to be issued upon conversion of the Convertible Preference Shares, the allotment and issuance by the Company of 340,000,000 Convertible Preference Shares (each having the special rights and restrictions set out in the articles of association of the Company, as amended pursuant to the resolution no. 3 below) credited as fully paid at an issue price of HK$0.6 per Consideration Preference Share to Maoman Holdings Limited in satisfaction of the Consideration of the Acquisition pursuant to the Agreement and all other transactions contemplated thereunder be and are hereby approved; and

    (c) any one Director be and is hereby authorised for and on behalf of the Company to do all such acts and take all steps which he may consider necessary, desirable or expedient to implement and/or give effect to the transactions contemplated under Acquisition Agreement (including to authorize any amendment, supplementation and/or waiver of any terms thereunder)."

2. "**THAT** the authorised share capital of the Company be increased from HK$50,000,000 divided into 5,000,000,000 Shares of HK$0.01 each to HK$100,000,000 divided into (i) 5,000,000,000 Shares of HK$0.01; and (ii) 5,000,000,000 Convertible Preference Shares of HK$0.01 each, by the creation of 5,000,000,000 Convertible Preference Shares of HK$0.01 each having the special rights and restrictions set out in the articles of association of the Company, as amended pursuant to the resolution no. 3 below."

3. the 5,000,000,000 existing issued and unissued shares of HK$0.01 each in the capital of the Company be redesignated as "Ordinary Shares";

4. the directors of the Company be and are hereby authorised for and on behalf of the Company to sign and execute all such documents, instruments and agreements, and to do all such acts or things, as they may consider necessary, appropriate, desirable or expedient to give effect to the proposed amendments to the articles of association of the Company and/or in connection with this resolution."

AS SPECIAL RESOLUTION

5. "**THAT**:

the amendments to the existing articles of association of the Company (details of which are set out in Appendix XI to the Circular) be and are hereby approved and confirmed.

By Order of the Board
Zebra Strategic Holdings Limited
Lam Tsz Chung
Executive Director

Hong Kong, 30 September 2015

Notes:

(1) A shareholder entitled to attend and vote at the meeting may appoint one or more than one proxy to attend and to vote instead of him.

(2) In the case of joint holders of any share, any one of such persons may vote at the said meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders is present at the said meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.

(3) In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof. Completion and return of a form of proxy will not preclude shareholders from attending and voting in person should they so desire.

(4) A form of proxy for use at the meeting is enclosed herewith.

(5) The votes at the abovementioned meeting will be taken by a poll.