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ZEBRA STRATEGIC HOLDINGS LIMITED

施伯樂策略控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8260)

CLARIFICATION ANNOUNCEMENT

Financial Adviser



Euto Capital Partners Limited

Reference is made to the announcement of the Company dated 10 November 2015 in relation to the Subscription (the “**Announcement**”). Unless otherwise defined, capitalized terms used in herein shall have the same meanings as those defined in the Announcement.

NOMINATION OF EXECUTIVE DIRECTOR

As stated in the Announcement under the paragraph headed “*Completion and appointment of executive director*”, on the Completion Date, the Subscriber shall appoint a person nominated by the Subscriber to be the executive director of the Company with effect from the Completion Date and such nominated person will only hold the office until the next annual general meeting of the Company and be eligible for re-election.

The Board would like to clarify that the Subscriber does not have any attached contractual right under the Subscription Agreement to nominate or appoint an executive director to the Board. The Subscriber is invited to nominate a person as a potential candidate (“**Potential Candidate**”) of whom the qualification and profile shall be reviewed and considered by the nomination committee (“**Nomination Committee**”) of the Company and the appointment of the Potential Candidate shall be determined and approved by the Board in accordance with the articles of association of the Company prior to becoming an executive director of the Company. The nomination of the Potential Candidate shall take place after the listing approval is granted by the Listing Committee with respect to the Subscription. Since the appointment shall take effect only after the review from the Nomination Committee and the Board’s approval,

it is expected the appointment of the Potential Candidate as executive director of the Company shall take place within ten working days after listing approval is granted by the Listing Committee with respect to the Subscription.

INDEPENDENCY OF THE SUBSCRIBER

As disclosed in the announcement of the Company dated 5 November 2015, the Company has completed a major transaction in relation to the acquisition of Radiant Expert Global Limited (“**Previous Acquisition**”).

The Board would like to further clarify that the Subscriber is a third party independent to the vendor (i.e. Maoman Holdings Limited) of Radiant Expert Global Limited and its ultimate beneficial owner (i.e. Mr. Ku Kim) and their respective associates.

USE OF PROCEEDS

As disclosed in the circular for the Previous Acquisition, an internet financing entity shall select a qualified banking institute to be a fund custodian for its operation. Although the recently acquired Guangzhou Shun Xin Dai Hui Lian Wang Internet Financial Information Services Limited (“**PRC Company**”) has been partnering with a licensed payment agent as the fund custodian, the PRC Company has been seeking a licensed commercial bank as an additional fund custodian partner with an objective to provide services of better quality and confidence to its customers. According to its recent discussion with a number of licensed commercial banks, the PRC Company realized that, in order for the banks to consider cooperation, it is a market norm for them to require the internet financing entity to have reached a registered capital of not less than RMB50 million. As such, the Company is considering to increase the registered capital of the PRC Company from RMB10 million to RMB50 million, depending on the availability of cash on hand.

On the other hand, the Company reckons the norm that the PRC money market will usually experience tight credit causing higher demand for loan when approaching the end of a calendar year. The Company is principally engaged in, amongst others, entrusted loan in the PRC and the volume of business depends on the availability of cash on hand. Therefore, it is for the interest of the Company to have more financial resources on hand so that it may capture more business when entrusted loan opportunities arise.

Investors should be aware that the use of proceeds outlined above may or may not proceed due to various factors that may affect the Company’s decision including the evolving market conditions, government policy, transaction risks and terms. The Directors will evaluate the options and opportunities carefully for the interest of the Company. To the extent that the net proceeds from the Subscription are not immediately required for the above purposes, it is the present intention of the Directors to place such net proceeds into short-term deposits with authorized financial institutions and/or licensed banks in Hong Kong and/or the PRC.

The above mentioned clarification does not affect any other information contained in the Announcement and, save as disclosed above, all other information in the Announcement shall remain unchanged.

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

Hong Kong, 13 November 2015

As at the date of this announcement, the executive Directors are Mr. Lam Tsz Chung and Mr. Zheng Zhong Qiang, the non-executive Director is Mr. Chang Tin Duk Victor and the independent non-executive Directors are Mr. Lam Raymond Shiu Cheung, Mr. Wang En Ping and Dr. Cheung Wai Bun Charles, JP.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on GEM website on the “Latest Listed Company Information” page for at least seven days from the day of its posting and on the Company’s website at www.zebra.com.hk.