
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Zebra Strategic Holdings Limited, you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities. Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of 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)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF ADJOURNED EXTRAORDINARY GENERAL MEETING**

A notice convening the Adjourned EGM (as defined herein) of the Company to be held at 3:00 p.m. on 8 January 2016 at Unit 1207, 12/F, No. 9 Queens Road Central, Hong Kong is set out on pages 7 and 8 of this circular. Whether or not you are able to attend the Adjourned 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 Adjourned 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 Adjourned 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.zebragroup.com>

CONTENTS

| | <i>Pages</i> |
|--------------------------------------|--------------|
| Characteristics of GEM | ii |
| Definitions | 1 |
| Letter from the Board | 3 |
| Notice of Adjourned EGM | 7 |

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.

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

| | |
|------------------------------|---|
| “Adjourned EGM” | the extraordinary general meeting of the Company to be convened and held for the Shareholders at unit 1207, 12/F, No. 9 Queen’s Road Central, Hong Kong on 8 January 2016 at 3:00 p.m. or any adjournment thereof |
| “Adjournment Resolution” | the ordinary resolution proposed at December 2015 EGM to adjourn the December 2015 EGM to a time, date and place to be further notified by the Company |
| “Board” | the board of Directors |
| “Change of Name” | the change of the English name of the Company from “Zebra Strategic Holdings Limited” to “Yin He Holdings Limited” and the dual foreign name of the Company from “施伯樂策略控股有限公司” to “銀合控股有限公司” |
| “Company” | Zebra Strategic Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the GEM |
| “December 2015 EGM” | the extraordinary general meeting of the Company held at Conference Room, 1/F Metropark Hotel Wanchai Hong Kong, 41-49 Hennessy Road, Wanchai, Hong Kong on 21 December 2015 at 3:00 p.m. |
| “December 2015 EGM Circular” | the circular of December 2015 EGM despatched on 27 November 2015 |
| “December 2015 EGM Notice” | the notice of December 2015 EGM despatched on 27 November 2015 |
| “Director(s)” | the director(s) of the Company |
| “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 dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |

DEFINITIONS

| | |
|---------------------|--|
| “Proposed New Name” | the new name of the Company “Yin He Holdings Limited” and the dual foreign name of the Company as “銀合控股有限公司” |
| “Share(s)” | the ordinary share(s) of HK\$0.01 each in the issued share capital of the Company |
| “Shareholder(s)” | the holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |

LETTER FROM THE BOARD

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. Zheng Zhong Qiang

Mr. Lam Tsz Chung

Mr. Li Si Cong

Non-Executive Director:

Mr. Chang Tin Duk Victor

Independent Non-Executive Directors:

Mr. Lam Raymond Shiu Cheung

Mr. Wang En Ping

Dr. Cheung Wai Bun Charles, JP

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Headquarters and Principal Place of

Business in Hong Kong:

Room 2418A, Wing On Centre

111 Connaught Road Central

Hong Kong

22 December 2015

To the Shareholders

Dear Sir/Madam

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF ADJOURNED EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to (i) the announcement of the Company dated 16 December 2015 relating to the Change of Name and (ii) the announcement of the Company dated 21 December 2015 relating to the poll results of the Adjournment Resolution.

At the December 2015 EGM, the chairman of the December 2015 EGM explained that the Board had proposed the Proposed New Name for the Shareholders to consider and, as such, it was proposed that the December 2015 EGM be adjourned. The Adjournment Resolution was duly passed as an ordinary resolution by way of poll at the December 2015 EGM.

The Board has decided on the Proposed New Name for the Shareholders' consideration. The purpose of this circular is to provide the Shareholders with information on the Change of Name and to give the Shareholders notice of the Adjourned EGM at which special resolution will be proposed to approve the Change of Name.

LETTER FROM THE BOARD

CHANGE OF NAME

The Board proposed to change the English name of the Company from “Zebra Strategic Holdings Limited” to “Yin He Holdings Limited” and to change the dual foreign name of the Company from “施伯樂策略控股有限公司” to “銀合控股有限公司”.

Conditions for the Change of Name

The Change of Name is subject to the following conditions:

1. The passing of a special resolution by the Shareholders at the Adjourned EGM to approve the Change of Name; and
2. The Registrar of Company in the Cayman Islands granting approval for the Change of Name.

Subject to satisfaction of the conditions set out above, the Change of Name will take effect from the date of issue of the Certificate of Incorporation on Change of Name by the Registrar of Companies in the Cayman Islands. Thereafter, the Company will carry out all the necessary filing procedures with the Companies Registry in Hong Kong and the Registrar of Companies in the Cayman Islands.

Reasons for the Change of Name

Pursuant to the December 2015 EGM Notice, the December 2015 EGM was held to consider and, if thought fit, approve the change of the English name of the Company from “Zebra Strategic Holdings Limited” to “Yin Sheng Holdings Limited” and the dual foreign name of the Company from “施伯樂策略控股有限公司” to “銀盛控股有限公司”. Subsequent to the release of the December 2015 EGM Circular and the December 2015 EGM Notice, the Company received allegations from an independent third party that “Yin Sheng” or “銀盛” are confusingly similar to its names.

Despite that the Board believes that such allegations are unfounded, it is keen to settle the matter amicably to save the time and costs that may be incurred by using “Yin Sheng” or “銀盛” as the proposed new name of the Company and hence the Board proposed to change the English name of the Company from “Zebra Strategic Holdings Limited” to “Yin He Holdings Limited” and the dual foreign name of the Company from “施伯樂策略控股有限公司” to “銀合控股有限公司”.

The principal business of the Company is investment holding. 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; (iii) entrusted loan; and (iv) provision of peer-to-peer (P2P) financial intermediary services in the People’s Republic of China.

In view of the higher potential growth from the Company’s finance-related business, the Board considers that the Proposed New Name can promote and strengthen the Company’s corporate image and enable the Group to better identify and obtain business opportunities for its future development. As such, the Board is of the view that the adoption of the Proposed New Name is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effects on the Change of Name

The Change of Name will not affect any rights of the existing holders of securities of the Company or the Company's daily business operation and its financial position. All the existing certificates of securities of the Company in issue bearing the existing name of the Company will, after the Change of Name becoming effective, continue to be evidence of title to such securities of the Company and will continue to be valid for trading, settlement, registration and delivery for the same number of securities of the Company in the Proposed New Name.

As soon as the Change of Name has become effective, any new certificates of the securities of the Company will be issued in the Proposed New Name of the Company. There will not be any arrangement for free exchange of the existing certificates of the securities of the Company for new certificates bearing the Proposed New Name.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the Adjourned EGM, the effective date of the Change of Name and the new stock short name of the Company for trading of the Shares on the Stock Exchange.

ADJOURNED EGM

The Adjourned EGM will be convened by the Company at 3:00 p.m. on 8 January 2016 at Unit 1207, 12/F, No. 9 Queens Road Central, Hong Kong for the purpose of considering and, if thought fit, approving the Change of Name, by way of poll.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has direct or indirect material interest in the Change of Name and accordingly, no Shareholders are required to abstain from voting on the special resolution to be proposed at the Adjourned EGM.

The notice of Adjourned EGM is set out on page 7 of this circular. A form of proxy for use at the Adjourned EGM is also enclosed herewith. Whether or not you intend to attend the Adjourned EGM, the Shareholders are advised to read the notice and complete the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and return the form of proxy to the branch share registrar 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 the Adjourned EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Adjourned EGM if you so wish.

LETTER FROM THE BOARD

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 Change of Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the special resolution to approve the Change of Name as set out in the notice of the Adjourned EGM.

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

NOTICE OF ADJOURNED EGM

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 ADJOURNED EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the adjourned extraordinary general meeting (the “**Adjourned EGM**”) of Zebra Strategic Holdings Limited (the “**Company**”) will be held at Unit 1207, 12/F, No. 9 Queens Road Central, Hong Kong on Friday, 8 January 2016 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “Zebra Strategic Holdings Limited” to “Yin He Holdings Limited” and the dual foreign name of the Company be changed from “施伯樂策略控股有限公司” to “銀合控股有限公司”, and that the Directors be and are hereby authorized to do all such acts and things and execute such further documents and take all steps which, in their opinion may be necessary, desirable or expedient to implement and give effect to the aforesaid change of name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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

Hong Kong, 22 December 2015

NOTICE OF ADJOURNED EGM

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) Completion and return of the form of proxy will not preclude you from attending and voting in person at the Adjourned EGM or any adjournment thereof should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
- (5) The votes at the abovementioned meeting will be taken by a poll.