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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)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provision under Part XIVA of the SFO.

The Board wishes to inform Shareholders and potential investors that, based on the information currently available to the Company, the final results of the Group for the year ended 31 March 2014 is expected to decline significantly as compared to that for the year ended 31 March 2013.

Shareholders and potential investors are advised to exercise caution when dealing in the share of the Company.

This announcement is made by Zebra Strategic Holdings Limited (the “**Company**”, together with its subsidiaries, collective, the “**Group**”) pursuant to Rule 17.10 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 Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Future Ordinance (chapter 571, Laws of Hong Kong) (the “**SFO**”).

The board of directors of the Company (the “**Board**”) wishes to inform shareholders of the Company (“**Shareholders**”) and potential investors that, based on a preliminary assessment by the Company’s management according to the Group’s latest unaudited consolidated management accounts and the information currently available to the Company, the final results of the Group for the year ended 31 March 2014 (the “**Final Results**”) is expected to decline significantly as compared to that for the year ended 31 March 2013. Such decline was due to (i) a decrease in the Group’s revenue from its executive/staff search services as a result of the economic slowdown in the banking sector; (ii) a decrease in the Group’s revenue from other human resources support services; and (iii) an increase in staff cost during the current financial year.

Despite the aforesaid, the Board believes that the overall operation of the Group remains sound and intact, and the financial position of the Group remains solid.

The Company is still in the process of finalizing the consolidated financial results of the Group for the year ended 31 March 2014. The contents contained in this announcement are only based

on the information currently available to the Company and such information has not been audited or reviewed by the Company's auditor or audit committee. Shareholders and potential investors are advised to read carefully the final results announcement of the Company for the year ended 31 March 2014 which is expected to be published by end of June 2014.

Shareholders and potential investors are advised to exercise caution when dealing in the share of the Company.

By Order of the Board
Zebra Strategic Holdings Limited
Chang Tin Duk, Victor
Executive Director

Hong Kong, 29 April 2014

As at the date of this announcement, the executive Directors are Mr. Chang Tin Duk, Victor and Mr. Kung Phong; and the independent non-executive Directors are Mr. Ng Kwan Ho, Andy, Mr. Lam, Raymond Shiu Cheung and Mr. Tam Tak Kei, Raymond.

This announcement, 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 announcement is accurate and complete in all material respects and not misleading, and there are no other matters the omission of which would make any statement in this announcement misleading.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcement" page for at least seven days from the day of its posting and on the Company's website at www.zebra.com.hk.