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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 the Shareholders and potential investors that based on the preliminary review of the unaudited consolidated management accounts of the Group, it is anticipated that the Company may record a significant decrease in net profit for the nine months ended 31 December 2014 as compared to that of the corresponding period in 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**”).

Based on preliminary review of the Group’s unaudited consolidated management accounts by the board of directors (“the **Directors**”) of the Company (the “**Board**”), the Board wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that the Company may record a significant decrease in net profit for the nine months ended 31 December 2014 as compared to that of the corresponding period in 2013.

Based on the relevant information currently available to the Company, the Board considers that such decrease in net profit was mainly attributed to the non-recurring legal and professional expenses in connection with the acquisition of a subsidiary and issue of consideration shares in November 2014.

As the Company is still in the course of finalizing its results for the nine months ended 31 December 2014, the information contained in this announcement is only based on the preliminary assessment by the Company’s management according to the unaudited consolidated

management accounts of the Group, which have not been reviewed or audited by the Company's auditors or the Company's audit committee. The unaudited financial results of the Group for the nine months ended 31 December 2014 are scheduled to be approved and announced by the Board on or around 10 February 2015. Shareholders and potential investors are advised to read the third quarterly results announcement of the Company when it is published.

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
Chairman and Executive Director

Hong Kong, 8 February 2015

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

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.