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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 year ended 31 March 2015 as compared to that of the corresponding period in 2014.

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 year ended 31 March 2015 as compared to that of the corresponding period in 2014.

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 expenses related to certain corporate actions, business related matters and relevant transactions.

The Company has not yet finalised the annual results of the Group for the year ended 31 March 2015. The information contained in this announcement is only based on the preliminary review with reference to the unaudited management accounts of the Group which have not been audited or reviewed by the Company’s auditor. It is expected that the Company will publish its audited

annual results for the year ended 31 March 2015 in early June 2015.

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 May 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.