Tristate Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 458)

PROFIT WARNING

This announcement is made pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The Board wishes to inform the Shareholders and potential investors that the Group is expected to record a loss for the year ended 31 December 2015 as compared with a profit for the year ended 31 December 2014.

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

This announcement is made by Tristate Holdings Limited (the "Company", together with its subsidiaries, the "Group") pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (the "SFO").

The board of directors (the "Board") of the Company wishes to inform the shareholders of the Company (the "Shareholders") and potential investors that based on the information currently available, the Group is expected to record a loss for the year ended 31 December 2015 as compared with a profit for the year ended 31 December 2014. Notwithstanding the improvement in the garment manufacturing business, unlike the previous year, the Group's 2015 second half year profit is expected not sufficient to make good the losses incurred in the first half of the year. This is mainly attributable to (i) non-recurring of post-tax gain on disposal of subsidiary of HK$123 million in 2014; (ii) macro-economic environment in China continued to worsen, causing the decline in revenue and contribution of our branded product business in the second half year; (iii) additional provisions by our proprietary brand HASKI for incentives to franchisees and sales return from reducing the number of point-of-sale; and (iv) start-up costs for our new proprietary lifestyle brands Cissonne and EFM launched in 2014.

As the Group is still in the process of finalising its annual results for the year ended 31 December 2015, the information contained in this announcement is only based on a preliminary assessment by the management of the Company of the information currently available, and such information has not been audited or reviewed by the Company's auditor. Shareholders and potential investors are advised to refer to the details in the annual results announcement of the Company for the year ended 31 December 2015 which is expected to be released in the latter part of March 2016.

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

On behalf of the Board
WANG Kin Chung, Peter
Chairman and Chief Executive Officer

Hong Kong, 28 January 2016

As at the date of this announcement, the Board comprises one Executive Director, Mr. WANG Kin Chung, Peter; three Non-Executive Directors, namely Ms. WANG KOO Yik Chun, Ms. MAK WANG Wing Yee, Winnie and Dr. WANG Shui Chung, Patrick; and three Independent Non-Executive Directors, namely Mr. LO Kai Yiu, Anthony, Mr. James Christopher KRALIK and Mr. Peter TAN.