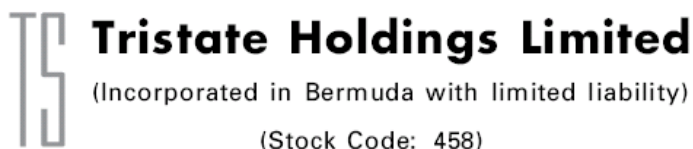


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PROFIT WARNING

This announcement is made pursuant to Rule 13.09(1) of the Listing Rules.

The Board wishes to inform the Shareholders and potential investors that the unaudited interim results of the Group for the six months ended 30 June 2009 is expected to record a loss as compared with a profit for the corresponding period ended 30 June 2008.

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(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

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 unaudited interim results of the Group for the six months ended 30 June 2009 is expected to record a loss as compared with a profit for the corresponding period ended 30 June 2008. This is mainly attributable to the substantial expenses, write off and provision arising from the restructuring of the Group’s overseas operations in the Philippines, Vietnam and Thailand.

The Board would like to stress that the Group’s balance sheet and net cash position remain strong despite the expected loss.

As the Group is still in the process of finalising its unaudited interim results for the six months ended 30 June 2009, 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 independent auditor. Shareholders and potential investors are advised to refer to the details in the interim results announcement of the Company for the six months ended 30 June 2009 which is expected to be released around the end of August 2009.

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, 6 August 2009

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 Professor John Zhuang YANG.