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RAINBOW BROTHERS HOLDINGS LIMITED

十友控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 33)

PROFIT WARNING

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

The Board wishes to inform the Shareholders and potential investors of the Company that, based on the information currently available, the loss of the Group for the year ended 31 December 2011 is expected to increase significantly as compared with that of 2010.

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

This announcement is made by Rainbow Brothers Holdings Limited (the “**Company**” and, 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 of the Company (the “**Board**”) wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors of the Company that, based on the information currently available, the loss of the Group for the year ended 31 December 2011 is expected to increase significantly as compared with that of 2010. The Board considers that the anticipated increase in the Group’s loss is primarily attributable to several factors such as 1) the operating loss in

Harmonic Strait Credit Guarantee Company Limited (“Harmonic Strait”); 2) additional interest expense arising from the acquisition of Harmonic Strait; and 3) the possible impairment loss on the goodwill of the credit guarantee business. Nevertheless, the decrease in the notional interest on the convertible bond is expected to reduce part of the above losses only.

Please note that the information contained in this announcement is only based on the preliminary assessment by the Board with reference to the information currently available. Such information has not been audited or reviewed by the auditors of the Company and that the actual results for the Group may be different from what is disclosed herein. Shareholders and investors should read carefully the results announcement of the Company for year ended 31 December 2011, which is expected to be published in late March 2012.

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

This announcement is made by the order of the Board, of which the directors individually and jointly accept responsibility for the accuracy of the information contained in this announcement.

By Order of the Board
Rainbow Brothers Holdings Limited
Wong Sai Ming
Executive Director

Hong Kong, 30 December 2011

As at the date of this announcement, the Board comprises three executive directors, namely Mr. An Yu Xin, Mr. Wong Sai Ming and Ms. Sun Pei Ying; one non-executive director, Mr. Ko Ming Tung, Edward; and three independent non-executive directors, namely Mr. Chan Cheuk Ming, Mr. Cheung Wah Keung and Mr. Anthony Espina.

** For identification purposes only*