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21 Holdings Limited

21 控股有限公司*

(incorporated in Bermuda with limited liability)

(stock code: 1003)

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
CHAIRMAN OF NOMINATION COMMITTEE,
A MEMBER OF AUDIT COMMITTEE AND
REMUNERATION COMMITTEE**

The Board of the Company hereby announces that Mr. Ding Chung Keung has resigned as an independent non-executive director, the chairman of nomination committee, a member of audit committee and remuneration committee with effect from the conclusion of the Board meeting of the Company held on 27 March 2014.

The board of directors (the “Board”) of 21 Holdings Limited (the “Company”) hereby announces that due to engagement of his own business, Mr. Ding Chung Keung (“Mr. Ding”) has resigned as an independent non-executive director, the chairman of nomination committee, a member of audit committee and remuneration committee of the Company with effect from the conclusion of the Board meeting of the Company held on 27 March 2014.

Mr. Ding has confirmed that there is no disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the shareholders of the Company.

Following the resignation of Mr. Ding, the Company will only have two independent non-executive directors and two audit committee members, the number of which will fall below the minimum number required under Rule 3.10(1) and Rule 3.21 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The Company is also unable to fulfill the code provision A.5.1 of the Corporate Governance Code under Appendix 14 of the Listing Rules which requires the nomination committee to be chaired by an independent non-executive director.

Further, the number of members of the audit committee, nomination committee and remuneration committee of the Company will fall below the minimum number required under the terms of reference of the respective committee.

The Company is identifying an appropriate candidate to fill the causal vacancy and further announcement will be made by the Company upon fulfillment of the aforementioned requirements.

The Board would like to take this opportunity to express its appreciation for the valuable contribution of Mr. Ding to the Company during his tenure of service.

By Order of the Board
21 Holdings Limited
Ng Kai Man
Chairman

Hong Kong, 27 March 2014

As at the date of this announcement, the Board comprises Mr. Ng Kai Man (Chairman) as executive Director and Mr. Lui Siu Tsuen, Richard and Ms. Cheung Sze Man as independent non-executive Directors.

** for identification purpose only*