

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



21 Holdings Limited

21 控股有限公司*

(incorporated in Bermuda with limited liability)

(stock code: 1003)

**RESULT OF THE OPEN OFFER OF 192,379,617 OFFER SHARES
ON THE BASIS OF ONE OFFER SHARE
FOR EVERY TWO EXISTING SHARES HELD ON
THE RECORD DATE AT HK\$0.50 PER OFFER SHARE**

RESULT OF THE OPEN OFFER

The Board is pleased to announce that all of the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement has not been terminated in accordance with its terms. Accordingly, the Open Offer has become unconditional at 4:00 p.m. on Thursday, 12 June 2014.

As at 4:00 p.m. on Friday, 6 June 2014, being the Latest Time for Acceptance, a total of 229 valid applications for the Offer Shares have been received for a total of 111,071,452 Offer Shares provisionally allotted to the Qualifying Shareholders under the Open Offer have been received, representing approximately 57.74% of the total number of 192,379,617 Offer Shares available for subscription under the Open Offer.

Thought Diamond has successfully subscribed for 47,950,000 Offer Shares under its entitlement pursuant to the Thought Diamond Undertaking.

Based on the results of the Open Offer, the Open Offer was under-subscribed by 81,308,165 Offer Shares. In accordance with the Underwriting Agreement, the Independent Third Parties subscribers procured by the Underwriter have subscribed for all the 81,308,165 Untaken Shares, representing approximately 14.09% of the issued share capital of the Company as enlarged by the 192,379,617 Offer Shares.

Share certificates for fully-paid Offer Shares are expected to be posted to those entitled thereto by ordinary post at their own risk on Monday, 16 June 2014.

Dealings in the fully-paid Offer Shares on the Stock Exchange are expected to commence from 9:00 a.m. Tuesday, 17 June 2014.

* For identification purposes only

Reference is made to the prospectus of 21 Holdings Limited (the “**Company**”) issued on 22 May 2014 (the “**Prospectus**”) in relation to the Open Offer. Unless the context otherwise requires, capitalized terms used in this announcement shall have same meanings as those defined in the Prospectus.

RESULT OF THE OPEN OFFER

The Board is pleased to announce that all of the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement has not been terminated in accordance with its terms. Accordingly, the Open Offer has become unconditional at 4:00 p.m. on Thursday, 12 June 2014.

As at 4:00 p.m. on Friday, 6 June 2014, being the Latest Time for Acceptance, a total of 229 valid applications for the Offer Shares have been received for a total of 111,071,452 Offer Shares provisionally allotted to the Qualifying Shareholders under the Open Offer have been received, representing approximately 57.74% of the total number of 192,379,617 Offer Shares available for subscription under the Open Offer.

Thought Diamond has successfully subscribed for 47,950,000 Offer Shares under its entitlement pursuant to the Thought Diamond Undertaking.

Based on the results of the Open Offer, the Open Offer was under-subscribed by 81,308,165 Offer Shares (the “**Untaken Shares**”). In accordance with the Underwriting Agreement, the Independent Third Parties subscribers procured by the Underwriter have subscribed for all the 81,308,165 Untaken Shares, representing approximately 14.09% of the issued share capital of the Company as enlarged by the 192,379,617 Offer Shares.

Effects on the Shareholding Structure of the Company

The table below shows the effect of shareholding of the Company immediately prior to and after completion of the Open Offer:

	Immediately prior to completion of the Open Offer		Immediately after completion of the Open Offer	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Thought Diamond (Note 1)	95,900,000	24.92	143,850,000	24.92
Public				
The Underwriter Subscribers procured by the Underwriter (Note 2)	—	—	81,308,165	14.09
Existing public Shareholders	<u>288,859,235</u>	<u>75.08</u>	<u>351,980,687</u>	<u>60.99</u>
Total	<u><u>384,759,235</u></u>	<u><u>100.00</u></u>	<u><u>577,138,852</u></u>	<u><u>100.00</u></u>

Notes:

1. Thought Diamond is a company incorporated in the British Virgin Islands with limited liability and is wholly-owned by Mr. Cheung Kwok Fan, an executive Director, as at the date of this announcement.
2. The subscribers are independent to each other and none of the subscribers has become a Substantial Shareholder immediately after completion of the Open Offer.

Despatch of certificates for fully-paid Offer Shares

Share certificates for fully-paid Offer Shares are expected to be posted to those entitled thereto by ordinary post at their own risk on Monday, 16 June 2014.

Commencement of dealings in the fully-paid Offer Shares

Dealings in the fully-paid Offer Shares on the Stock Exchange are expected to commence from 9:00 a.m. Tuesday, 17 June 2014.

By Order of the Board
21 Holdings Limited
Lei Hong Wai
Chairman

Hong Kong, 13 June 2014

As at the date of this announcement, the Board comprises Mr. Lei Hong Wai (Chairman), Mr. Ng Kai Man and Mr. Cheung Kwok Fan as executive Directors and Ms. Chio Chong Meng, Mr. Wong Tak Chuen and Mr. Man Kong Yui as independent non-executive Directors.