

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)

CLARIFICATION ANNOUNCEMENT

Reference are made to the announcement of 21 Holdings Limited (the “**Company**”) dated 27 March 2014 on its final results for the year ended 31 December 2013 (the “**Results Announcement**”) and annual report of the Company for the year ended 31 December 2013 (the “**Annual Report**”) published on 14 April 2014. Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Annual Report.

It has been brought to the attention of the Board that due to inadvertent mistakes, the disclosure for capital structure of the Company under the section headed “Management Discussion and Analysis” in the Results Announcement and the Annual Report were not complied with paragraph 11 of the Appendix 16 to the Listing Rules.

The Board would like to clarify and supplement the following information to the paragraph headed “Capital Structure” under the section headed “Management Discussion and Analysis” in the Results Announcement and the Annual Report:

“On 22 January 2013, the Company entered into a placing agreement with a placing agent to place on a best effort basis up to 53,000,000 new ordinary shares of HK\$0.01 each (each a “**Share**”) of the Company to not less than six placees at a placing price of HK\$0.23 per Share. The closing price of the Share was HK\$0.25 per Share as quoted on the Stock Exchange on 22 January 2013, being the date on which the terms of the placing were fixed. On 31 January 2013, an aggregate of 53,000,000 new Shares was allotted and issued to six individuals and one company, who/which and its ultimate beneficial owner(s) are third parties independent of and not connected with or acting in concert with the Company or the directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or any of their respective associates (as defined under the Listing Rules), under the general mandate granted to the Directors at the annual general meeting of the Company held on 25 May 2012. The aggregate nominal value of issued new Shares was HK\$530,000 and the net placing price per Share, after deducting the relevant expenses, was HK\$0.2254. The reason for the placing was to raise capital for general working capital purpose and the net proceeds of approximately HK\$11,946,000 were used in this regard.”

The Board confirmed that the above clarification and supplement do not affect other information contained in the Results Announcement and the Annual Report.

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

Hong Kong, 2 July 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.

** for identification purpose only*