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21 Holdings Limited

21 控股有限公司*

(incorporated in Bermuda with limited liability)

(stock code: 1003)

TERMINATION OF PLACING OF NEW SHARES UNDER SPECIFIC MANDATE

Reference is made to the announcement of 21 Holdings Limited (the “Company”) dated 19 January 2011 (the “Announcement”) relating to the Placing of new Shares under Specific Mandate. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

TERMINATION OF PLACING

On 19 January 2011, the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Placing Agent has conditionally agreed to place, on a best effort basis, a maximum number of 370,000,000 new Shares at a Placing Price of HK\$0.15 per Placing Share.

On 10 February 2011 after trading hours, the Company and the Placing Agent entered into a termination agreement (the “Termination Agreement”) whereby it was agreed that the Placing Agreement be terminated due to market conditions. Neither party shall have any claim against the others as a result of the termination of the Placing Agreement. As set out in the Announcement, a circular (“Circular”) containing, among other things, (i) details regarding the Placing; and (ii) a notice of the SGM would be despatched to the Shareholders. As a result of the termination of the Placing pursuant to the Termination Agreement, the Company will not despatch the Circular to the Shareholders.

In addition, as set out in the Announcement, the Company and certain independent third parties in the PRC entered into a non-legally binding memorandum of understanding (“MOU”) on 19 January 2011 relating to the Company’s investment in a PRC entity which will be engaged in provision of community payment services and property agency services in the PRC. As at the date of this announcement, no formal agreement to MOU has been entered into. The formal agreement is subject to further negotiation and agreement and therefore the transactions contemplated under the MOU may or may not proceed.

The Board considers that the termination of the Placing Agreement shall have no material adverse impact on the financial and operational position of the Company.

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

Hong Kong, 10 February 2011

As at the date of this announcement, the Board comprises Mr. Ng Kai Man (Chairman), Mr. Cheng Yuk Wo and Mr. Ha Kee Choy, Eugene as executive Directors and Mr. Chui Chi Yun, Robert, Mr. Lam Kwok Cheong and Mr. Lui Siu Tsuen, Richard as independent non-executive Directors.

** for identification purpose only*