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21 Holdings Limited

21 控股有限公司*

(incorporated in Bermuda with limited liability)

(stock code: 1003)

**CHANGE IN SUBSTANTIAL SHAREHOLDER,
INSIDE INFORMATION
AND
RESUMPTION OF TRADING**

This announcement is made by 21 Holdings Limited (the “Company”) pursuant to Rule 13.09(2) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”) and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”).

The Company would like to announce that it has received notice from Mr. Cheung Kwok Fan (“Mr. Cheung”) and Riche (BVI) Limited (“Riche”) together with four sets of disclosure of interest notices pursuant to s.324 of Part XV of the SFO on 1 April 2014 after trading hours of the Stock Exchange, under which it was disclosed that:

1. Mr. Cheung through his wholly-owned company Thought Diamond International Limited (“Thought Diamond”), a company incorporated in the British Virgin Islands, acquired, off-exchange, 95,900,000 shares in the Company (representing approximately 29.9% of the entire issued share capital of the Company as at the date thereof) at an average consideration of HK\$2.950 per share;
2. Mr. Cheung and Riche, a company incorporated in the British Virgin Islands, entered into a conditional sale and purchase agreement in which Riche would acquire the entire issued share capital of Thought Diamond, which in turn holds 95,900,000 shares in the Company, from Mr. Cheung, at an average consideration of HK\$2.950 per share; and
3. Riche is a wholly-owned subsidiary of Eternity Investment Limited (“Eternity Investment”), a company whose issued shares are listed on the Stock Exchange (stock code: 00764).

To the best of the knowledge, information and belief of the directors of the Company, having made all reasonable enquiries, Mr. Cheung, Thought Diamond, Riche and Eternity Investment are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

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

* *For identification purposes only*

RESUMPTION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange was halted with effect from 09:00 a.m. on 2 April 2014 pending the release of this announcement. Application has been made to the Stock Exchange for the resumption of trading in the shares with effect from 09:00 a.m. on 3 April 2014.

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

Hong Kong, 2 April 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.