21 Holdings Limited
21 控股有限公司*

(incorporated in Bermuda with limited liability)
(stock code: 1003)

INSIDE INFORMATION

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 **"Listing Rules"**) and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the Company's announcement dated 2 April 2014 (the **"Announcement"**) relating to the change in substantial shareholder of the Company. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

The board (the **"Board"**) of directors (the **"Directors"**) of the Company has been informed by Mr. Cheung that, as one of the conditions precedent to the conditional sale and purchase agreement dated 1 April 2014 and entered into between Riche and Mr. Cheung cannot be fulfilled, the sale and purchase of the entire issued share capital of Thought Diamond, which is the substantial shareholder of the Company (as defined in the Listing Rules) holding 143,850,000 shares in the Company, will not proceed. Mr. Cheung remains as the legal and beneficial owner of Thought Diamond.

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

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

Hong Kong, 10 October 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