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21 Holdings Limited

21 控股有限公司*

(incorporated in Bermuda with limited liability)

(stock code: 1003)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and Inside Information Provisions (as defined in the Listing Rules) of Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Board wishes to inform the Shareholders and potential investors that the Group expects to record a consolidated net loss of approximately HK\$9 million to HK\$17 million for the year ended 31 December 2014 as compared to the consolidated net profit for the year ended 31 December 2013.

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

This announcement is made by 21 Holdings Limited (the “**Company**”) and its subsidiaries (the “**Group**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and Inside Information Provisions (as defined in the Listing Rules) of Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to inform the shareholders (the “**Shareholders**”) of the Company and potential investors that the Group expects to record a consolidated net loss of approximately HK\$9 million to HK\$17 million for the year ended 31 December 2014 as compared to the consolidated net profit for the year ended 31 December 2013. The incurring of the consolidated net loss is principally attributable to the absence of (i) the reversal of provision for losses on litigation of HK\$86.50 million; and (ii) the impairment loss on intangible assets of HK\$24.93 million, which were recorded in the year ended 31 December 2013.

* For identification purposes only

The Company is still in the process of finalising the annual results of the Group for the year ended 31 December 2014 and the related audit work has not yet been completed. The information contained in this announcement is based on a preliminary assessment by the Board on the unaudited consolidated management accounts of the Group for the year ended 31 December 2014 and the information currently available, which have not been confirmed or audited by the Company's auditors. The audited annual results of the Group for the year ended 31 December 2014 will be published in March 2015.

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, 13 February 2015

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.