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21 Holdings Limited

21 控股有限公司*

(incorporated in Bermuda with limited liability)

(stock code: 1003)

**ANNOUNCEMENT PURSUANT TO RULE 3.7 OF
THE TAKEOVERS CODE AND
INSIDE INFORMATION —
DISCUSSION RELATING TO POSSIBLE SUBSCRIPTION OF
NEW SHARES
INVOLVING POSSIBLE APPLICATION OF WHITEWASH WAIVER
AND
RESUMPTION OF TRADING**

This announcement is made by 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”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board of directors of the Company (the “Board”) wishes to inform the shareholders of the Company (the “Shareholders”) and potential investors that the Company is in discussions with independent third parties (the “Potential Investors”) in respect of a possible subscription of new ordinary shares of the Company (the “Possible Subscription”).

The Possible Subscription may result in a change in control of the Company under The Hong Kong Code on Takeovers and Mergers (the “Takeovers Code”) issued by the Securities and Futures Commission (the “SFC”). Under Rule 26.1 of the Takeovers Code, the Potential Investors would be obliged to make a mandatory general offer to the Shareholders for all issued shares of the Company and other securities of the Company not already owned or agreed to be acquired by the Potential Investors and any parties acting in concert with any of them, unless a whitewash waiver is obtained from the Executive of the Corporate Finance Division of the SFC.

There is no assurance that the Possible Subscription will either materialise or eventually be consummated, and the relevant discussions may or may not lead to the making of an offer for the Shares. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company, and if in any doubt, they should consult their professional advisers.

* *For identification purposes only*

DEALING DISCLOSURE

In compliance with Rule 3.8 of the Takeovers Code, as at the date of this announcement, the Company has 577,138,852 ordinary shares with par value of HK\$0.01 each (the “Shares”) in issue and has no other class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

As required under Rule 3.8 of the Takeovers Code, associates (as defined in the Takeovers Code) of the Company (including a person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company), the Potential Investors as well as its associates (as defined in the Takeovers Code) are reminded to disclose their dealings in the securities of the Company pursuant to the requirements of the Takeovers Code.

RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares was halted with effect from 1:00 p.m. on 1 April 2015, pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on 14 April 2015.

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

Hong Kong, 13 April 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.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.