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**21 Holdings Limited**

**21 控股有限公司\***

*(incorporated in Bermuda with limited liability)*

**(stock code: 1003)**

## **DELAY IN DESPATCH OF CIRCULAR**

Reference is made to the announcement issued by 21 Holdings Limited (the “Company”) dated 13 May 2015 (the “Announcement”) in relation to, among other things, the Subscription, the Whitewash Waiver and the Service Agreements. Capitalised terms used herein shall have the same meanings as defined in the Announcement unless the context requires otherwise.

As stated in the Announcement, a circular (the “Circular”) containing, among other things, information of the Subscription, the Whitewash Waiver and the Service Agreements, the recommendation of the Independent Board Committee and the letter of advice from the Independent Financial Adviser both advising on, among other things, the Subscription, the Whitewash Waiver and the Service Agreements, and a notice convening the SGM, was expected to be despatched to the Shareholders on or before 3 June 2015.

As additional time is required for the preparation and finalisation of certain information to be included in the Circular and the letter of advice to be issued by Independent Financial Adviser, the Company does not expect the Circular to be despatched to the Shareholders by 3 June 2015.

An application has been made by the Company to the Executive for consent to the extension of the latest time for the despatch of the Circular to the Shareholders and the Executive has granted its consent under Rule 8.2 of the Takeovers Code for the extension of the latest time for the despatch of the Circular to 30 June 2015.

**Warning: The Subscription and the transactions contemplated thereunder are subject to the fulfilment or waiver (as the case may be) of a number of conditions precedent which are set out in the Announcement, including approval at the SGM by the Independent Shareholders of the Subscription, the allotment and issue of the Fee Shares, the Service Agreements and the Whitewash Waiver, and the grant of the Whitewash Waiver by the Executive. The Service Agreements will only take effect upon Completion. As such, the Subscription, the Service Agreements and the transactions contemplated thereunder may or may not proceed.**

\* *For identification purpose only*

**Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and are recommended to consult their professional advisers if they are in any doubt about their position and as to actions that they should take.**

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

Hong Kong, 3 June 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 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.*