

Monthly Return of Equity Issuer on Movements in Securities

| For the month ended (dd/mm/yyyy) : | 30/09/2015 |
|------------------------------------|------------|
| | |

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | 21 Holdings Limited |
|----------------|---------------------|
| Date Submitted | 30/09/2015 |

I. Movements in Authorised Share Capital

| 1. Ordinary Shares | | | |
|--------------------------------------|------------------------|----------------------------------|---|
| (1) Stock code : <u>1003</u> Descrip | otion : | | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | 50,000,000,000 | HKD0.01 | HKD500,000,000 |
| Increase/(decrease) | Nil | | Nil |
| Balance at close of the month | 50,000,000,000 | HKD0.01 | HKD500,000,000 |
| (2) Stock code : <u>N/A</u> Descrip | otion : | | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |

2. Preference Shares

| Stock code : | <u>N/A</u> | Descri | ption : | | |
|------------------|--------------|---------|--------------------------|----------------------------------|---|
| | | | No. of preference shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close | of preceding | g month | | | |
| Increase/(decrea | use) | | | | |
| Balance at close | of the montl | 1 | | | |

3. Other Classes of Shares

| Stock code : <u>N/A</u> | Description : | | |
|------------------------------|--------------------------------|----------------------------------|---|
| | No. of other classes of shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of precedir | g month | | |
| Increase/(decrease) | | | |
| Balance at close of the mon | th | | |

Total authorised share capital at the end of the month (*State currency*): HKD500,000,000

II. Movements in Issued Share Capital

| | No. of ordin | ary shares | No of preference | No. of other classes |
|--|---------------|------------|------------------|----------------------|
| | (1) | (2) | shares | of shares |
| Balance at close of preceding month | 577,138,852 | N/A | N/A | N/A |
| Increase/ (decrease) during the month | 1,731,416,556 | | | |
| Balance at close of the month | 2,308,555,408 | | | |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share | 1 | | , | | No. of new shares of | No. of new shares of |
|---|---------|------------------|-------------|--------------|----------------------|--------------------------|
| option scheme | | | | | issuer issued during | issuer which may be |
| including EGM | | | | | the month pursuant | issued pursuant thereto |
| approval date (dd/mm/yyyy) and - | | Movement during | the month | | thereto | as at close of the month |
| class of shares | | | | | | |
| issuable | Granted | Exercised | Cancelled | Lapsed | | |
| 1. N/A | | | | 1 | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| (/ /) | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| | | | | | | |
| 2. | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| (/ /) | | | | | | |
| shares | | | | <u> </u> | | |
| (Note 1) | | | | | | |
| 3. | | | | | | |
| 3. | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | <u> </u> | |
| (| | Tota | l A. (Ordin | ary shares) | N/A | |
| | | | | nce shares) | N/A | |
| | | | | Other class) | N/A | |
| Total funds raised dur options (State currenc | | from exercise of | | N/A | | |
| | | | | | | |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value a close of preceding montl | du | kercised ring the month | Nominal value at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------------|--|-------|-------------------------------|--|--|--|
| 1. N/A | | | | | | | |
| | | | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date | · | | | | | | |
| (if applicable) (dd/mm/yyyy) | (/ / | ′) | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) | | | | | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. | (/ / | ý) | _ | | | | |
| | | | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price | | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) <u>4.</u> | | ′) | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | _ | | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | (/ / | ·) | | | | | |
| | | Tot | al B. | (Prefere | ary shares) nce shares) Dther class) | N/A N/A N/A | |

| Class and description | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--------------------------------------|--|----------------------------------|------------------------------------|--|--|
| <u>1. N/A</u> | | | | | | |
| | | | | | | |
| | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (<i>Note 1</i>) Subscription price | | | | | | |
| SGM approval date | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy)) | (/ /) | | | | | |
| <u>2.</u> | | | | | | |
| | | | | | | |
| | | | | | | |
| Stock code (if listed) Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| SGM approval date (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ /) | | | | | |
| 3. | | | | | | |
| | | | | | | |
| | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (<i>Note 1</i>) Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 4. | (/ /) | | | | | |
| | | | | | | |
| | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ /) | | m (10 (0 " | 1 \ | N T/ 4 | |
| | | | Total C. (Ordin (Prefere | nary shares) | N/A N/A | - |
| | | | | Other class) | N/A | - |
| | | | | | | |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| | No. of new shares of issuer issued during | No. of new shares of issuer which may be |
|--|---|--|
| | the month pursuant | issued pursuant thereto |
| Full particulars including EGM approval date (dd/mm/yyyy), | thereto | as at close of the month |
| if applicable, and class of shares issuable: | | |
| 1. On 14 April 2015 (after trading hours), the Company and the | | |
| subscribers entered into the subscription agreement pursuant to | | |
| which, the Company has conditionally agreed to allot and issue, and the subscribers have conditionally agreed to subscribe for, a | | |
| total of 1,701,416,556 new shares at an issue price of HK\$0.4 per | | |
| new share. | | |
| | | |
| The Company has agreed to allot and issue 30,000,000 new shares | | |
| at HK\$0.4 each credited as fully paid to settle REORIENT Financial Markets Limited ("RFML") advisory fees in respect of | | |
| the financial advisory services which it receives from RFML with | | |
| regards to the subscription. | | |
| | - | |
| The subscription was approved by the independent shareholders at | | |
| the special general meeting of the Company held on 28 August | | |
| 2015. Please refer to the Company's announcement dated 28 August 2015. | | |
| August 2015. | _ | |
| On 2 September 2015, the Company issued 1,731,416,556 new | _ | |
| shares at an issue price of HK\$0.4 per new share. Please refer to | | |
| the announcement dated 2 September 2015. | _ | |
| (28/08/2015) | _ | |
| Ordinary shares (Note 1) | | |
| | 1,751,410,550 | |
| 2. | | |
| | | |
| | _ | |
| (/ /) | _ | |
| shares (Note 1) | | |
| 3. | | |
| | - | |
| | | |
| | _ | |
| shares (Note 1) | | |
| Total D. (Ordinary shares) | 1,731,416,556 | |
| (Preference shares) | N/A | |
| (Other class) | N/A | |
| | | |

Other Movements in Issued Share Capital

| 1. Rights issue At price : State currency Issue and allotment date : $(// /)$ 1. Rights issue At price : State currency Issue and allotment date : $(// /)$ 2. Open offer At price : State currency Class of shares issuable (// /) 2. Open offer At price : State currency Issue and allotment date : $(/ /)$ 3. Placing At price : State currency Class of shares issuable (// /) 3. Placing At price : State currency Issue and allotment date : $(/ /)$ 4. Bonus issue Class of shares issuable (// /) Issue and allotment date : $(/ /)$ 4. Bonus issue Class of shares issuable (// /) Issue and allotment date : $(/ /)$ 4. Bonus issue Class of shares issuable (// /) Issue and allotment date : $(/ /)$ 4. Bonus issue Class of shares issuable (// /) Issue and allotment date : $(/ /)$ | Type of Issue | | -apitai | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|-----------------|------------|----------|--|-------|---|--|---|
| 1. Rights issue At price : State currency Issue and allotment date : $(///)$ SGM approval date: $(///)$ (d/mm/yyyy) SGM approval date: (d/mm/yyyy) Class of shares issuable (///) 2. Open offer At price : State currency Issue and allotment date : $(///)$ (///) (d/mm/yyy) EGM approval date: $(///)$ 3. Placing At price : State currency State Issue and allotment date : $(///)$ (d/mm/yyyy) EGM approval date: $(///)$ (d/mm/yyyy) EGM approval date: $(///)$ 3. Placing At price : State currency EGM approval date: $(///)$ (d/mm/yyyy) EGM approval date: $(///)$ 4. Bonus issue Class of shares issuable (///) Issue and allotment date : $(///)$ Issue and allotment date : $(///)$ 4. Bonus issue Eds of shares issuable (///) Issue and allotment date : $(///)$ Issue and allotment date : $(///)$ | | | | | | | | |
| SGM approval date: (//) $SGM approval date: (//) $ $(d/mm/yyyy) $ $Class of shares issuable$ | 1. Rights issue | At price : | | Issue and allotment date : | (/ / |) | | |
| 2. Open offer At price : State currency Issue and allotment date : $(//)$ Bonus issue At price : State currency Class of shares issuable (///) Class of shares issuable (///) (d/mm/yyyy) EGM approval date: (///) 3. Placing At price : State currency Class of shares issuable (//) (d/mm/yyyy) EGM approval date: (///) | | | currency | SGM approval date: | (/ / |) | | |
| 2. Open offer At price : State currency Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) 3. Placing At price : State currency Issue and allotment date : (/ /) (dd/mm/yyyy) Bonus issue State currency Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | | | | | | | | |
| EGM approval date: (//) $EGM approval date: (//) $ $Class of shares issuable (Mote 1) $ $EGM approval date: (//) $ $EGM approval date: (//) $ $EGM approval date: (//) $ $Class of shares issuable (Mote 1) $ $EGM approval date: (//) $ $EGM approval date: (//)$ | 2. Open offer | At price : | | Issue and allotment date : | (/ / |) | | |
| 3. Placing At price : State currency Issue and allotment date : $(//)$ Issue and allotment date : $(//)$ EGM approval date: $(//)$ Issue and allotment date : $(//)$ EGM approval date: $(//)$ Issue and allotment date : $(//)$ EGM approval date: $(//)$ Issue and allotment date : $(//)$ EGM approval date: $(//)$ Issue and allotment date : $(//)$ EGM approval date: $(//)$ EGM approval date: $(//)$ EGM approval date: $(//)$ | | | | EGM approval date: | (/ / |) | | |
| 3. Placing At price : State currency Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) 4. Bonus issue Class of shares issuable (Note 1) Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | | | | | | | | |
| EGM approval date: (/ /) (dd/mm/yyyy) 4. Bonus issue Class of shares issuable (Note 1) Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) | 3. Placing | At price : | State | Issue and allotment date : | (/ / |) | | |
| 4. Bonus issue (Note 1) 4. Bonus issue Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) | | | | EGM approval date: | (/ / |) | | |
| 4. Bonus issue (Note 1) 4. Bonus issue Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) | | | | | | | | |
| (dd/mm/yyyy) EGM approval date: (///) | | | | | | | | |
| Don upploval date: | 4. Bonus issue | | | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | | | (/ / |) | | |
| | | | | | | | | |

| | Type of Issue | | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----|----------------------|--------------------------------|---|-----|-----|--|---|
| | | | Class of shares issuable | | | | |
| 5. | Scrip dividend | At State price : currency — | (Note 1) Issue and allotment date : | (/ | /) | | |
| | | price : currency — | (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ | /) | | |
| | | | | | | | |
| | | | Class of shares repurchased (<i>Note 1</i>) | | | | |
| 6. | Repurchase of shares | | Cancellation date : (dd/mm/yyyy) | (/ | /) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ | /) | | |
| | | | | | | | |
| | | | Class of shares redeemed (<i>Note 1</i>) | | | | |
| 7. | Redemption of shares | | Redemption date : (dd/mm/yyyy) | (/ | /) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ | /) | | |
| | | | | | | | |
| | | | Class of shares issuable (Note 1) | | | | |
| 8. | Consideration issue | At State price : currency — | Issue and allotment date : (dd/mm/yyyy) | (/ | /) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ | /) | | |
| | | | | | | | |

-

| Type of Issue | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---|--|---|
| 9. Capital reorganisation | Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | | |
| 10. Other At State (Please specify) price : currency | Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | | |
| | Total E. (Ordinary shares) (Preference shares) (Other class) | N/A N/A N/A | |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | 1,731,416,556 | |
|--|-----|---------------|--|
| | (2) | N/A | |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | N/A | |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | N/A | | |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").) | | | |

Г

| Remarks | (if | any): |
|---------|-----|-------|
|---------|-----|-------|

| Submitted by: | Chu Man Ting | | |
|---------------|--|--|--|
| Title: | Company Secretary | | |
| | (Director, Secretary or other duly authorised officer) | | |
| | | | |
| | | | |

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.