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NET2GATHER (CHINA) HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1049)

ANNOUNCEMENT PURSUANT TO RULE 13.10 OF THE LISTING RULES

This announcement is made at the request of the Stock Exchange pursuant to Rule 13.10 of the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”).

The board of directors (“Board”) of Net2Gather (China) Holdings Limited (“Company”) has noted the increases in the price and the trading volume of the shares of the Company today and wishes to state that we are not aware of any reasons for such increases.

We also confirm that, other than a possible transaction (“Transaction”) which is still under negotiations and no legally binding formal agreement has been executed, there are no negotiations or agreements relating to intended acquisitions or realisations which are discloseable under rule 13.23 of the Listing Rules, neither is the Board aware of any matter discloseable under the general obligation imposed by Rule 13.09 of the Listing Rules, which is or may be of a price-sensitive nature.

The Transaction, if materializes, may constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules. **The Transaction may or may not proceed. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.**

Made by the order of the Board of the Company, the directors of which individually and jointly accept responsibility for the accuracy of this statement.

By order of the Board
Suzanne W S Luke
Company Secretary

Hong Kong, 31 October 2011

As at the date hereof, the Directors of the Company comprise:-

Executive Directors:

Mr Kwan Pak Hoo Bankee
Mr Law Ping Wah Bernard
Mr Ng Kung Chit Raymond

Independent non-executive Directors:

Mr Leung Ka Kui Johnny
Mr Wong Chuk Yan
Dr Chan Hak Sin