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**21 Holdings Limited**

**21 控股有限公司\***

*(incorporated in Bermuda with limited liability)*

**(stock code: 1003)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of 21 Holdings Limited (the “Company”) will be held at 10:00 a.m. on Monday, 23 November 2009 at Room 1101, 11/F., 88 Gloucester Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments the following resolution as ordinary resolution:—

### **ORDINARY RESOLUTION**

“**THAT**, subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of, and permission to deal in the Rights Shares (as defined below) (in their nil-paid and fully-paid forms) and not having withdrawn or revoked such listing and permission, (ii) the filing of all documents relating to the Rights Issue (as defined below) required to be filed with the Registrars of Companies in Bermuda in accordance with the Companies Act 1981 of Bermuda (as amended) and with the Registrar of Companies in Hong Kong in accordance with the Companies Ordinance in Hong Kong, and (iii) the underwriting agreement dated 9 October 2009 (the “**Underwriting Agreement**”) made between the Company, Get Nice Securities Limited (“**Get Nice**”) and Emperor Securities Limited (“**Emperor**”, together with Get Nice, “**Underwriters**”) (a copy of which marked “A” is produced to this meeting and signed for the purpose of identification by the Chairman of this meeting) becoming unconditional and not being rescinded or terminated in accordance with its terms:

- (a) the Underwriting Agreement and the transactions contemplated thereunder (including but not limited to the underwriting of the Rights Shares (as defined below) not validly applied for by the shareholders of the Company (“**Shareholders**”) by the Underwriters) be and are hereby approved, confirmed and ratified;
- (b) the issue of 1,445,529,192 ordinary shares of HK\$0.01 each in the share capital of the Company (“**Rights Share(s)**”) by way of rights issue (“**Rights Issue**”) at the subscription price of HK\$0.10 per Rights Share to the Shareholders whose names appear on the register of members of the Company on the Record Date (as defined in the circular of the Company dated 4 November 2009 (“**Circular**”, a copy of which has been produced to the meeting marked “B” and signed by the Chairman of the meeting for the purpose of identification)) excluding those Shareholders whose registered addresses as shown on such register are outside Hong Kong on the Record Date and to whom the directors of the Company, after making enquiries, on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange of that place, consider it necessary or expedient not to offer the Rights Shares, in the proportion of four Rights Shares for every ordinary share of HK\$0.01 each in the share capital of the Company (“**Share**”) then held on the Record Date, on and subject to the terms and conditions set out in the Circular be and is hereby approved;

*\* for identification purpose only*

- (c) the board of directors of the Company (“**Board**”) be and is hereby authorized to allot and issue the Rights Shares (in their nil paid and fully paid forms) and to do all such acts and things, to sign and execute all such further documents and to take such steps as the Board may in its absolute discretion consider necessary, appropriate, desirable or expedient to implement the Rights Issue or otherwise in connection therewith and to agree to such variation, amendment or waiver as are, in the opinion of the Board, in the interest of the Company.”

By order of the Board  
**21 Holdings Limited**  
**Ng Kai Man**  
*Chairman*

Hong Kong, 4 November 2009

*Notes:*

- (1) A form of proxy to be used for the meeting is enclosed in the Circular.
- (2) Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
- (3) To be valid, the instrument appointing a proxy must be in writing under the hand of the appointer or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized.
- (4) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at office of the branch share registrar of the Company in Hong Kong, **Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong** not less than 48 hours before the time for holding the meeting, and in default the instrument of proxy shall not be treated as valid.
- (5) Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

*As at the date of this announcement, the Board comprises Mr. Ng Kai Man (Chairman), Mr. Ha Kee Choy, Eugene and Ms. Ma Wai Man, Catherine as executive directors and Mr. Cheng Yuk Wo, Mr. Chui Chi Yun, Robert and Mr. Lui Siu Tsuen, Richard as independent non-executive directors.*