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**21 Holdings Limited**

**21 控股有限公司\***

*(incorporated in Bermuda with limited liability)*

(stock code: 1003)

## **PLACING OF NEW SHARES UNDER GENERAL MANDATE**

### **Placing Agent**



**英皇證券(香港)有限公司**  
Emperor Securities Limited

The Board announces that all conditions of the Placing have been fulfilled and the completion of the Placing took place on 12 January 2010. 72,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees pursuant to the terms and conditions of the Placing Agreement.

No adjustment is to be made to the conversion price of any Convertible Note outstanding as at the date of this announcement pursuant to the terms of such Convertible Notes as a result of the Placing.

Reference is made to the announcement of the Company dated 4 January 2010 in relation to, among other things, the Placing (the “Announcement”). Terms used in this announcement shall have the same meanings as those defined in the Announcement unless the context otherwise requires.

### **COMPLETION OF THE PLACING**

The Board announces that all conditions of the Placing have been fulfilled and the completion of the Placing took place on 12 January 2010. 72,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees. To the best of the Directors’ knowledge, information and belief having made all reasonable enquires, the Placees are independent institutional, professional and/or individual investors and not parties acting in concert with the controlling Shareholder(s) (if any) (as defined under the Takeovers Code), and not connected with any directors, chief executive or substantial shareholders of the Company or its subsidiaries and their respective associates. None of the Placees and their respective concert parties has become a substantial Shareholder upon completion of the Placing.

### **SHAREHOLDING STRUCTURE OF THE COMPANY**

The 72,000,000 Placing Shares represent approximately 3.98% of the issued share capital of the Company immediately before completion of the Placing and approximately 3.83% of the issued share capital of the Company as enlarged by the issue of the 72,000,000 Placing Shares.

*\* for identification purpose only*

Set out below is the shareholding structure of the Company (i) immediately before completion of the Placing; and (ii) upon completion of the Placing,:

	Immediately before completion of the Placing		Upon completion of the Placing	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
The Placees ( <i>Note</i> )	—	—	72,000,000	3.83
Other public Shareholders	1,806,911,490	100.00	1,806,911,490	96.17
Total	<u>1,806,911,490</u>	<u>100.00</u>	<u>1,878,911,490</u>	<u>100.00</u>

*Note:*

To the best of the Directors' knowledge, the Placees and their ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons. Therefore, the Placees are treated as public Shareholders.

### **THE CONVERSION PRICE OF THE CONVERTIBLE NOTES**

No adjustment is to be made to the conversion price and all other terms and conditions of 2% convertible notes due July 2011 (the "Convertible Notes") issued by the Company with an aggregate principal amount of HK\$130,000,000 outstanding as at the date of this announcement pursuant to the terms of such Convertible Notes as a result of the Placing.

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

Hong Kong, 12 January 2010

*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.*