

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to the accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



21 Holdings Limited

21 控股有限公司*

(incorporated in Bermuda with limited liability)

(stock code: 1003)

COMPLETION OF 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 3 May 2010. 375,000,000 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 Notes 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 26 April 2010 in relation to the Placing (the “Announcement”). Capitalized 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 3 May 2010. 375,000,000 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. It is expected that none of the Placees and their respective associates will become a substantial Shareholder upon completion of the Placing.

** for identification purpose only*

SHAREHOLDING STRUCTURE OF THE COMPANY

The 375,000,000 Placing Shares represent approximately 19.96% of the issued share capital of the Company immediately before completion of the Placing and approximately 16.64% of the issued share capital of the Company as enlarged by the issue of the 375,000,000 Placing Shares.

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	
	Number of Shares	%	Number of Shares	%
The Placees (<i>Note</i>)	—	—	375,000,000	16.64
Other public Shareholders	1,878,911,490	100.00	1,878,911,490	83.36
Total	<u>1,878,911,490</u>	<u>100.00</u>	<u>2,253,911,490</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 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, 3 May 2010

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