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**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**



**SUCCESS**

SUCCESS SECURITIES LIMITED

實德證券有限公司

The Board announces that all conditions of the Placing have been fulfilled and the completion of the Placing took place on 31 January 2013. All 53,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than 6 Placees pursuant to the terms and conditions of the Placing Agreement.

Reference is made to the announcement of the Company dated 22 January 2013 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 completion of the Placing took place on 31 January 2013. All 53,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than 6 Placees. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquires, (i) the Placees and their respective ultimate beneficial owner(s) are third parties independent of and not connected with or acting in concert with the Company or the directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or any of their respective associates; and (ii) none of the Placees and their respective concert parties has become a substantial Shareholder as a result of the Placing.

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

The 53,000,000 Placing Shares represent approximately 19.79% of the existing issued share capital of the Company immediately before completion of the Placing and approximately 16.52% of the issued share capital of the Company as enlarged by the issue of the 53,000,000 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:

|  | <b>Immediately before<br/>completion of the Placing</b> |               | <b>Upon<br/>completion of the Placing</b> |               |
|--|---|---------------|---|---------------|
|  | <i>Number of Shares</i>                                 | <i>%</i>      | <i>Number of Shares</i>                   | <i>%</i>      |
| The Placees ( <i>Note 1</i> )                        | -   | -             | 53,000,000                                | 16.52         |
| Tomson Group Limited<br>("Tomson") ( <i>Note 2</i> ) | 29,354,200  | 10.96         | 29,354,200                                | 9.15          |
| Mr. Ng Kai Man ( <i>Note 3</i> )                     | 5,400,000   | 2.02          | 5,400,000                                 | 1.68          |
| Public Shareholders                                  | 233,005,035   | 87.02         | 233,005,035                               | 72.65         |
| <b>Total</b>   | <b>267,759,235</b>                                      | <b>100.00</b> | <b>320,759,235</b>                        | <b>100.00</b> |

*Notes:*

1. 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.
2. The 29,354,200 Shares were held by Humphreys Estate (Strawberry Houses) Limited, which was indirectly wholly-owned by Tomson through Tomson Investment Limited and Tomson Financial Investment Limited. As disclosed by the relevant disclosure notices on 15 October 2012, (i) approximately 7.71% and 10.77% interests in the total issued share capital of Tomson was held by E-Shares Investments Limited ("E-Shares") and King China Holdings Limited ("King China") respectively; (ii) Madam Hsu Feng held the entire interests of E-Shares and King China and approximately 9.45% interests in the total issued share capital of Tomson; and (iii) Mr. Tong Albert and Mr. Tong Chi Kar, Charles held approximately 11.74% and 11.28% interests in the total issued share capital of Tomson respectively.
3. Mr. Ng Kai Man is the chairman and an executive Director of the Company.

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

Hong Kong, 31 January 2013

*As at the date of this announcement, the Board comprises Mr. Ng Kai Man (Chairman) and Mr. Cheng Yuk Wo as executive Directors and Mr. Lui Siu Tsuen, Richard, Mr. Ding Chung Keung and Ms. Cheung Sze Man as independent non-executive Directors.*