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21 Holdings Limited

21 控股有限公司*

(incorporated in Bermuda with limited liability)

(stock code: 1003)

(1) RESULTS OF THE RIGHTS ISSUE

AND

(2) ADJUSTMENT OF THE CONVERSION PRICE OF THE CONVERTIBLE NOTE

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that as at 4:00 p.m. on Wednesday, 5 January 2011, being the latest time for acceptance of and payment for Rights Shares and for application and payment for excess Rights Shares, a total of 1,295 valid acceptances and applications had been received for a total of 1,509,170,614 Rights Shares, which comprise: (i) 494 valid acceptances under the PALs in respect of a total of 902,777,663 Rights Shares; and (ii) 801 valid applications for excess Rights Shares under the EAFs in respect of a total of 606,392,951 Rights Shares. In aggregate, they represented approximately 1.34 times of the total number of 1,126,955,740 Rights Shares available under the Rights Issue. The total number of 606,392,951 excess Rights Shares being applied for by the Qualifying Shareholders also represented approximately 2.70 times of 224,178,077 Rights Shares available for application under the EAFs. The Rights Issue became unconditional at 4:00 p.m. on 10 January 2011. As a result of the over-subscription of the Rights Shares, the Underwriters' obligations under the Underwriting Agreement in respect of the Underwritten Shares have been fully discharged.

Certificates for fully-paid Rights Shares in respect of valid acceptances of Rights Shares under PALs and successful applications for excess Rights Shares under EAFs are expected to be despatched by ordinary post to those entitled thereto, at their own risk, on or before Thursday, 13 January 2011. Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (without interest) are expected to be despatched by ordinary post to those entitled thereto, at their own risk, on or before Thursday, 13 January 2011.

Dealings in the fully-paid Rights Shares on the Stock Exchange are expected to commence from 9:30 a.m. on Monday, 17 January 2011.

ADJUSTMENT OF THE CONVERSION PRICE OF THE CONVERTIBLE NOTE

As a result of the Rights Issue, the conversion price of the Convertible Note has been adjusted from HK\$8.36 per Share to HK\$1.70 per Share pursuant to the terms and conditions of the Convertible Note.

Reference is made to the prospectus issued by the Company on 20 December 2010 (the "Prospectus") in relation to the Rights Issue. Terms defined in the Prospectus shall have the same meanings when used herein, unless the context requires otherwise.

** for identification purpose only*

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that as at 4:00 p.m. on Wednesday, 5 January 2011, being the latest time for acceptance of and payment for Rights Shares and for application and payment for excess Rights Shares, a total of 1,295 valid acceptances and applications had been received for a total of 1,509,170,614 Rights Shares, which comprise: (i) 494 valid acceptances under the PALs in respect of a total of 902,777,663 Rights Shares; and (ii) 801 valid applications for excess Rights Shares under the EAFs in respect of a total of 606,392,951 Rights Shares. In aggregate, they represented approximately 1.34 times of the total number of 1,126,955,740 Rights Shares available under the Rights Issue. The total number of 606,392,951 excess Rights Shares being applied for by the Qualifying Shareholders also represented approximately 2.70 times of 224,178,077 Rights Shares available for application under the EAFs.

Underwriting Agreement

The Rights Issue became unconditional at 4:00 p.m. on 10 January 2011. As a result of the over-subscription of the Rights Shares, the Underwriters' obligations under the Underwriting Agreement in respect of the Underwritten Shares have been fully discharged.

Excess Rights Shares

Regarding the 606,392,951 Rights Shares being applied for by way of application under the EAFs, the Board has resolved to allot the 224,178,077 Rights Shares available for application under the EAFs in accordance with the principles stated in the Prospectus as follows:

Number of excess Rights Shares applied for	Number of valid applications	Total number of excess Rights Shares applied for	Total number of Rights Shares allotted	Approximate percentage of allocation based on the total number of excess Rights Shares applied for in this category
1-99,999	703	12,040,888	12,040,888	100.00%
100,000-119,990	10	1,048,460	948,460	90.00-91.67%
119,991-1,199,990	59	32,369,957	23,009,957	70.00-75.00%
1,199,991-2,639,000	11	23,365,858	14,055,858	60.00-60.50%
2,639,001-10,000,000	12	68,358,969	34,228,969	50.00-50.31%
10,000,001-56,800,000	4	121,809,948	48,739,948	40.00-40.04%
119,999,999	1	119,999,999	34,940,231	29.12%
227,398,872	1	227,398,872	56,213,766	24.72%
	<u>801</u>	<u>606,392,951</u>	<u>224,178,077</u>	

The Directors consider that the above allocation of the excess Rights Shares is on a fair and equitable basis.

Shareholding structure of the Company

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, set out below is the shareholding structure of the Company immediately before and after completion of the Rights Issue.

	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Public Shareholders	<u>112,695,574</u>	<u>100.00</u>	<u>1,239,651,314</u>	<u>100.00</u>
Total	<u>112,695,574</u>	<u>100.00</u>	<u>1,239,651,314</u>	<u>100.00</u>

Despatch of certificates for fully-paid Rights Shares and refund cheques

Certificates for fully-paid Rights Shares in respect of valid acceptances of Rights Shares under PALs and successful applications for excess Rights Shares under EAFs are expected to be despatched by ordinary post to those entitled thereto, at their own risk, on or before Thursday, 13 January 2011. Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (without interest) are expected to be despatched by ordinary post to those entitled thereto, at their own risk, on or before Thursday, 13 January 2011.

Commencement of dealings in the fully-paid Rights Shares

Dealings in the fully-paid Rights Shares on the Stock Exchange are expected to commence from 9:30 a.m. on Monday, 17 January 2011.

ADJUSTMENT TO THE CONVERSION PRICE OF THE CONVERTIBLE NOTE

As at the date of this announcement, the Company has an outstanding Convertible Note in the principal amount of HK\$70,000,000.

Pursuant to the terms and conditions of the Convertible Note, the conversion price of the Convertible Note has been adjusted from HK\$8.36 per Share to HK\$1.70 per Share as a result of the Rights Issue. Such adjustment became effective retroactively on 18 December 2010, being the day next following the Record Date. Save for the above adjustment, all other terms and conditions of the Convertible Note remain unchanged. The above adjustment was computed in accordance with the terms and conditions of the Convertible Note and has been confirmed by Emperor Capital Limited, which was appointed by the Company for the purpose of providing opinion on the adjustment to conversion price of the Convertible Note.

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

Hong Kong, 12 January 2011

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, Mr. Lam Kwok Cheong and Mr. Lui Siu Tsuen, Richard as independent non-executive Directors.