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**21 Holdings Limited**

**21 控股有限公司\***

*(incorporated in Bermuda with limited liability)*

*(stock code: 1003)*

**RESULTS OF THE RIGHTS ISSUE  
OF 1,190,041,048 RIGHTS SHARES ON THE BASIS  
OF EIGHT RIGHTS SHARES FOR EVERY ONE SHARE HELD  
ON THE RECORD DATE**

**RESULTS OF THE RIGHTS ISSUE**

The Board is pleased to announce that as at 4:00 p.m. on Friday, 15 July 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 652 valid acceptances and applications had been received for a total of 1,001,473,039 Rights Shares, which comprise: (i) 279 valid acceptances under the PALs in respect of a total of 892,849,005 Rights Shares; and (ii) 373 valid applications for excess Rights Shares under the EAFs in respect of a total of 108,624,034 Rights Shares. In aggregate, they represented approximately 84.15% of the total number of 1,190,041,048 Rights Shares available under the Rights Issue. The total number of 108,624,034 excess Rights Shares being applied for by the Qualifying Shareholders also represented approximately 36.55% of 297,192,043 Rights Shares available for application under the EAFs. The Rights Issue became unconditional at 4:00 p.m. on Wednesday, 20 July 2011. The Rights Issue was therefore under-subscribed by 188,568,009 Rights Shares, representing approximately 15.85% of the total number of Rights Shares. The Board has resolved to accept all valid applications for excess Rights Shares, there is no refund cheques to be posted for wholly and partially unsuccessful applications for excess Rights Shares. In accordance with the terms of the Underwriting Agreement, Get Nice had performed its underwriting obligations and had procured its subunderwriters to subscribe for all the Untaken Rights Shares. To the best of the Directors' knowledge, information and belief having made reasonable enquiries, each of the subunderwriters and their respective ultimate beneficial owners are third parties independent of the Company and its connected persons. None of the subunderwriters has become a substantial shareholder (as defined in the Listing Rules) of the Company upon taking up the Untaken Rights Shares.

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 Friday, 22 July 2011.

Dealings in the fully-paid Rights Shares on the Stock Exchange are expected to commence from 9:00 a.m. on Tuesday, 26 July 2011.

Reference is made to the prospectus issued by the Company on 30 June 2011 (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 Friday, 15 July 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 652 valid acceptances and applications had been received for a total of 1,001,473,039 Rights Shares, which comprise: (i) 279 valid acceptances under the PALs in respect of a total of 892,849,005 Rights Shares; and (ii) 373 valid applications for excess Rights Shares under the EAFs in respect of a total of 108,624,034 Rights Shares. In aggregate, they represented approximately 84.15% of the total number of 1,190,041,048 Rights Shares available under the Rights Issue. The total number of 108,624,034 excess Rights Shares being applied for by the Qualifying Shareholders also represented approximately 36.55% of 297,192,043 Rights Shares available for application under the EAFs.

### Underwriting Agreement

The Rights Issue became unconditional at 4:00 p.m. on Wednesday, 20 July 2011. The Rights Issue was therefore under-subscribed by 188,568,009 Rights Shares (the “Untaken Rights Shares”), representing approximately 15.85% of the total number of Rights Shares. The Board has resolved to accept all valid applications for excess Rights Shares, there is no refund cheques to be posted for wholly and partially unsuccessful applications for excess Rights Shares. In accordance with the terms of the Underwriting Agreement, Get Nice had performed its underwriting obligations and had procured its subunderwriters to subscribe for all the Untaken Rights Shares. To the best of the Directors’ knowledge, information and belief having made reasonable enquiries, each of the subunderwriters and their respective ultimate beneficial owners are third parties independent of the Company and its connected persons. None of the subunderwriters has become a substantial shareholder (as defined in the Listing Rules) of the Company upon taking up the Untaken Rights Shares.

### Excess Rights Shares

Regarding the 373 valid applications for a total of 108,624,034 excess Rights Shares, the Board has resolved to accept all such valid applications and allot and issue such number of excess Rights Shares applied for under each application. Accordingly, a total of 108,624,034 excess Rights Shares have been allotted to the Shareholders lodging such valid applications and each of them has been allotted with the number of Rights Shares for which they have applied.

### 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>
<b>Mr. Ng Kai Man</b> ( <i>Note</i> )	3,000,000	2.02	27,000,000	2.02
<b>Public Shareholders</b>	145,755,131	97.98	1,311,796,179	97.98
<b>Total</b>	<b>148,755,131</b>	<b>100.00</b>	<b>1,338,796,179</b>	<b>100.00</b>

*Note:*

Mr. Ng Kai Man is the chairman and an executive Director of the Company.

## **Despatch of certificates for fully-paid Rights Shares**

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 Friday, 22 July 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 9:00 a.m. on Tuesday, 26 July 2011.

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

Hong Kong, 21 July 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.*