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**21 Holdings Limited**

**21 控股有限公司\***

*(incorporated in Bermuda with limited liability)*

(stock code: 1003)

## SHAREHOLDING STRUCTURE AFTER COMPLETION OF THE RIGHTS ISSUE ON 22 JULY 2011

Reference is made to the prospectus issued by the Company on 30 June 2011 (the “Prospectus”) and the announcement of the Company dated 21 July 2011 (the “Announcement”) in relation to the Rights Issue. Terms defined in the Prospectus and the Announcement shall have the same meanings when used herein, unless the context requires otherwise.

The Board received a disclosure notice (the “Disclosure Notice”) from Tomson Group Limited (“Tomson”) on 26 July 2011 made pursuant to the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance notifying their shareholdings in the Company on 22 July 2011 after completion of the Rights Issue.

To the best information, knowledge and belief of the Board and based on the Disclosure Notice made by Tomson, the shareholding structure of the Company after completion of the Rights Issue on 22 July 2011 is set out below:

	<i>Number of Shares</i>	<i>%</i>
<b>Tomson (Note 1)</b>	162,985,000	12.17
<b>Mr. Ng Kai Man (Note 2)</b>	27,000,000	2.02
<b>Public Shareholders</b>	<u>1,148,811,179</u>	<u>85.81</u>
<b>Total</b>	<u><b>1,338,796,179</b></u>	<u><b>100.00</b></u>

*Note:*

1. The 162,985,000 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 22 July 2011, (i) approximately 7.64% and 10.68% 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 8.26% interests in the total issued share capital of Tomson and (iii) Mr. Tong Chi Kar, Charles and Mr. Tong Albert held approximately 11.35% and 12.65% interests in the total issued share capital of Tomson respectively.
2. 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, 26 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.*

*\* for identification purpose only*