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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 THE PLACING OF NEW SHARES UNDER GENERAL MANDATE**

The Board is pleased to announce that the conditions precedent as set out in the Placing Agreement have been fulfilled and completion of the Placing took place on 7 May 2014 in accordance with the Placing Agreement. The 64,000,000 Placing Shares were placed to not less than six Placees at the Placing Price of HK\$0.81 per Placing Share.

Reference is made to the announcement of the Company dated 25 April 2014 (the “**Announcement**”) in relation to, amongst others, the placing of 64,000,000 Placing Shares. Unless the context otherwise requires, capitalized terms used in this announcement shall have same meanings as those defined in the Announcement.

## **COMPLETION OF THE PLACING OF NEW SHARES UNDER GENERAL MANDATE**

The Board is pleased to announce that the conditions precedent as set out in the Placing Agreement have been fulfilled and completion of the Placing took place on 7 May 2014 in accordance with the Placing Agreement. The 64,000,000 Placing Shares, representing (i) approximately 19.95% of the existing issued share capital of the Company of 320,759,235 Shares as at the date of the Announcement; (ii) approximately 16.63% of the Company’s issued share capital of 384,759,235 Shares as enlarged by the allotment and issue of the 64,000,000 Placing Shares, were placed to not less than six Placees at the Placing Price of HK\$0.81 per Placing Share. All of the Placees are Independent Third Parties and none of them has become a Substantial Shareholder immediately after the completion of the Placing.

\* For identification purposes only

## EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The table below shows the effect of the shareholding of the Company as a result of the completion of the Placing:

	Immediately prior to completion of the Placing		Immediately after completion of the Placing	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Thought Diamond ( <i>Note 1</i> )	95,900,000	29.90	95,900,000	24.92
<b>Public</b>				
Placees ( <i>Note 2</i> )	—	—	64,000,000	16.63
Other public Shareholders	<u>224,859,235</u>	<u>70.10</u>	<u>224,859,235</u>	<u>58.45</u>
Total	<u>320,759,235</u>	<u>100.00</u>	<u>384,759,235</u>	<u>100.00</u>

*Notes:*

1. Thought Diamond is a company incorporated in the British Virgin Islands with limited liability and is wholly owned by Mr. Cheung Kwok Fan, an executive Director, as at the date of this announcement.
2. None of the Placees has become a Substantial Shareholder immediately after the completion of the Placing.

By Order of the Board  
**21 Holdings Limited**  
**Lei Hong Wai**  
*Chairman*

Hong Kong, 7 May 2014

*As at the date of this announcement, the Board comprises Mr. Lei Hong Wai (Chairman), Mr. Ng Kai Man and Mr. Cheung Kwok Fan as executive Directors and Ms. Chio Chong Meng, Mr. Wong Tak Chuen and Mr. Man Kong Yui as independent non-executive Directors.*