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**21 Holdings Limited**

**21 控股有限公司\***

*(incorporated in Bermuda with limited liability)*

**(stock code: 1003)**

## **POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 28 AUGUST 2015**

The Board is pleased to announce that the Resolutions set out in the Notice of the SGM were duly passed by way of poll at the SGM held on 28 August 2015.

**The Subscription and the transactions contemplated thereunder are subject to the fulfilment or waiver (as the case may be) of a number of conditions precedent which are set out under the section headed “Conditions of the Subscription” in the Circular. The Service Agreements will only take effect upon Completion. As such, the Subscription, the Service Agreements and the transactions contemplated thereunder may or may not proceed.**

**Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and are recommended to consult their professional advisers if they are in any doubt about their position and as to actions that they should take.**

Reference is made to the notice of the special general meeting (“SGM”) dated 5 August 2015 (the “Notice”) and the circular of 21 Holdings Limited (the “Company”) dated 5 August 2015 (the “Circular”). Capitalised terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

### **POLL RESULTS OF THE SGM**

The Board is pleased to announce that the resolutions (the “Resolutions”) set out in the Notice were duly passed by way of poll at the SGM held on 28 August 2015.

The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the vote-taking at the SGM.

\* *for identification purpose only*

Details of the poll results in respect of the Resolutions were as follows:

| Ordinary resolutions |  | Number of votes cast (Approximate percentage of number of votes cast (%)) |                 | Total number of votes cast |
|----------------------|--|---|-----------------|----------------------------|
|                      |  | For   | Against         |                            |
| 1.                   | To approve the Subscription as detailed in the Notice  | 205,488,679 (99.95%)  | 110,000 (0.05%) | 205,598,679                |
| 2.                   | To approve the Service Agreements as detailed in the Notice  | 205,488,679 (99.95%)  | 110,000 (0.05%) | 205,598,679                |
| 3.                   | To approve the Whitewash Waiver as detailed in the Notice  | 205,488,679 (99.95%)  | 110,000 (0.05%) | 205,598,679                |
| 4.                   | To approve the Engagement Letter and the allotment and issue of the Fee Shares as detailed in the Notice | 205,488,679 (99.95%)  | 110,000 (0.05%) | 205,598,679                |

| Special resolution |   | Number of votes cast (Approximate percentage of number of votes cast (%)) |                 | Total number of votes cast |
|--------------------|---|---|-----------------|----------------------------|
|                    |   | For   | Against         |                            |
| 5.                 | To approve the Change of Company Name as detailed in the Notice | 205,488,679 (99.95%)  | 110,000 (0.05%) | 205,598,679                |

*Note: The full text of the Resolutions is set out in the Notice.*

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions, all the relevant ordinary resolutions were duly passed at the SGM; and as more than 75% of the votes were cast in favour of the above special resolution, the special resolution was duly passed at the SGM.

As at the date of the SGM, the total number of issued share capital of the Company was 577,138,852 Shares.

Thought Diamond International Limited (which is wholly and beneficially owned by Mr. Cheung Kwok Fan, an executive Director, who was involved in the negotiation of the Subscription for and on behalf of the Company) held 143,850,000 Shares representing approximately 24.92% of the issued share capital of the Company and as stated in the Circular, has abstained from voting at the SGM in respect of the resolutions relating to the Subscription, the Service Agreements, the Whitewash Waiver and the allotment and issue of the Fee Shares (i.e. the ordinary resolutions no. 1, 2, 3 and 4). As such, there were a total of 433,288,852 Shares, representing approximately 75.08% of the issued share capital of the Company as at the date of the SGM, entitling holders thereof to attend and vote on the

ordinary resolutions no. 1, 2, 3 and 4 at the SGM and there were 577,138,852 Shares, representing 100% of the issued share capital of the Company as at the date of SGM, entitling holders thereof to attend and vote on the special resolution no. 5 at the SGM.

Save as disclosed above, (i) all Shareholders were entitled to attend and vote for or against the Resolutions at the SGM; (ii) no Shareholder entitled to attend was required to abstain from voting on the Resolutions at the SGM; (iii) there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolutions at the SGM as set out in Rule 13.40 of the Listing Rules; and (iv) no Shareholders had stated their intention in the Circular to vote against the Resolutions proposed or to abstain from voting at the SGM.

## EFFECT ON SHAREHOLDING STRUCTURE

The table below sets out (i) the effect of the Subscription on the shareholding structure of the Company immediately upon Completion; and (ii) the effect of the Subscription and the allotment and issue of the Fee Shares on the shareholding structure of the Company immediately upon Completion and the allotment and issue of the Fee Shares, both assuming no Shares will be issued or repurchased between the date of this announcement and Completion:

|   | As at the date of this announcement |                | Immediately upon Completion |                | Immediately upon Completion and the allotment and issue of the Fee Shares |                |
|---|-------------------------------------|----------------|-----------------------------|----------------|---|----------------|
|   | Number of Shares                    | %              | Number of Shares            | %              | Number of Shares  | %              |
| Thought Diamond International Limited<br>(Notes 1 and 3)    | 143,850,000                         | 24.92%         | 143,850,000                 | 6.31%          | 143,850,000   | 6.23%          |
| <b>The Subscribers and their respective concert parties</b> |                                     |                |                             |                |   |                |
| Newwood   | —                                   | —              | 461,711,082                 | 20.26%         | 461,711,082   | 20.00%         |
| Numerous Joy  | —                                   | —              | 92,342,216                  | 4.05%          | 92,342,216  | 4.00%          |
| Pacific Wits  | —                                   | —              | 438,625,528                 | 19.25%         | 438,625,528   | 19.00%         |
| Tairong   | —                                   | —              | 438,625,528                 | 19.25%         | 438,625,528   | 19.00%         |
| Wise Dragon (Note 3)  | —                                   | —              | 69,256,662                  | 3.04%          | 69,256,662  | 3.00%          |
| Gold Shine (Note 3)   | —                                   | —              | 69,256,662                  | 3.04%          | 69,256,662  | 3.00%          |
| Dayunmony (Note 3)  | —                                   | —              | 46,171,108                  | 2.03%          | 46,171,108  | 2.00%          |
| Concept Best (Note 3)                                       | —                                   | —              | 46,171,108                  | 2.03%          | 46,171,108  | 2.00%          |
| RGL (Note 3)  | —                                   | —              | 39,256,662                  | 1.72%          | 39,256,662  | 1.70%          |
| RFML (Notes 2 and 3)  | —                                   | —              | —                           | —              | 30,000,000  | 1.30%          |
| <i>Subtotal</i>   | —                                   | —              | 1,701,416,556               | 74.67%         | 1,731,416,556   | 75.00%         |
| Existing public Shareholders                                | 433,288,852                         | 75.08%         | 433,288,852                 | 19.02%         | 433,288,852   | 18.77%         |
| <b>Total</b>  | <b>577,138,852</b>                  | <b>100.00%</b> | <b>2,278,555,408</b>        | <b>100.00%</b> | <b>2,308,555,408</b>  | <b>100.00%</b> |

Notes:

- These Shares were held by Thought Diamond International Limited, the entire issued share capital of which is wholly and beneficially owned by Mr. Cheung Kwok Fan, an executive Director. Upon Completion, Mr. Cheung Kwok Fan will resign as an executive Director and these Shares shall be counted as held in public hands for the purposes of Rule 8.08(1) of the Listing Rules.

2. As the ordinary resolution no.4 in relation to the Engagement Letter and the allotment and issue of the Fee Shares was duly passed at the SGM, RFML, the financial adviser to the Company, will receive 30,000,000 Fee Shares upon Completion as settlement for financial advisory services provided by RFML in respect of the Subscription.
3. Upon Completion, these Shares shall be counted as held in public hands for the purposes of Rule 8.08(1) of the Listing Rules as (i) none of Wise Dragon, Gold Shine, Dayunmony, Concept Best, RGL nor RFML will become a core connected person of the Company; (ii) none of Wise Dragon's, Gold Shine's, Dayunmony's, Concept Best's nor RGL's acquisition of the Subscription Shares will be financed directly or indirectly by a core connected person of the Company; and (iii) none of Wise Dragon, Gold Shine, Dayunmony, Concept Best, RGL nor RFML is accustomed to take instructions from a core connected person of the Company in relation to the acquisition, disposal, voting or other disposition of the Subscription Shares or the Fee Shares registered in their names or otherwise held by them.

As at the date of this announcement, conditions precedent (a), (b), (d), (e) and (f) to the Subscription have been fulfilled and other conditions precedent remain outstanding. Barring any unforeseeable circumstances, the Company expects that Completion will take place on 2 September 2015.

**The Subscription and the transactions contemplated thereunder are subject to the fulfilment or waiver (as the case may be) of a number of conditions precedent which are set out under the section headed "Conditions of the Subscription" in the Circular. The Service Agreements will only take effect upon Completion. As such, the Subscription, the Service Agreements and the transactions contemplated thereunder may or may not proceed.**

**Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and are recommended to consult their professional advisers if they are in any doubt about their position and as to actions that they should take.**

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

Hong Kong, 28 August 2015

*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.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*