



**21 Holdings Limited**

**21 控股有限公司\***

*(incorporated in Bermuda with limited liability)*

**(stock code: 1003)**

**PROXY FORM FOR USE AT  
THE SPECIAL GENERAL MEETING TO BE HELD ON TUESDAY, 21 JUNE 2011**

I/We <sup>1</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>2</sup> \_\_\_\_\_

share of HK\$0.01 each in the share capital of 21 Holdings Limited (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or <sup>3</sup> \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend and vote for me/us at the special general meeting (and at any adjournment thereof) of the Company to be held at Unit 1303, 13/F, Tower 2, Lippo Centre, 89 Queensway, Admiralty, Hong Kong at 10:00 a.m. on Tuesday, 21 June 2011 for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the said meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

| SPECIAL RESOLUTION                        | FOR <sup>4</sup> | AGAINST <sup>4</sup> |
|---|------------------|----------------------|
| 1. To approve the Capital Reorganisation. |                  |                      |
| ORDINARY RESOLUTION                       |                  |                      |
| 2. To approve the Rights Issue.           |                  |                      |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2011.

Signature(s)<sup>5</sup>: \_\_\_\_\_

*Notes:*

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out "the Chairman of the Meeting or" here and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST"**. Failure to complete any or all the boxes will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members.
- To be valid, this form of proxy, together with any power of attorney or other authority, if any, which it is signed or a certified copy thereof, must be deposited at the office of the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time for the holding of the Meeting.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting in present at the meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

\* for identification purpose only