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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in 21 Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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21 Holdings Limited

21 控股有限公司*

(incorporated in Bermuda with limited liability)

(stock code: 1003)

PROPOSED CAPITAL REORGANISATION INVOLVING SHARE CONSOLIDATION, CAPITAL REDUCTION AND SHARE PREMIUM CANCELLATION AND PROPOSED CHANGE OF BOARD LOT SIZE

A notice convening a special general meeting of the Company to be held at 9:30 a.m. on Friday, 15 June 2012 at Unit 1303, 13/F., Tower 2, Lippo Centre, 89 Queensway, Admiralty, Hong Kong is set out on pages 13 to 15 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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, as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

23 May 2012

* for identification purpose only

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EXPECTED TIMETABLE

Latest time for lodging proxy forms for the SGM	9:30 a.m. on Wednesday, 13 June 2012
Expected date of the SGM	9:30 a.m. on Friday, 15 June 2012
Announcement of the results of the SGM	Friday, 15 June 2012
Effective date of the Capital Reorganisation	Monday, 18 June 2012
Commencement of dealings in the Adjusted Shares	9:00 a.m. on Monday, 18 June 2012
Original counter for trading in the Existing Shares in existing share certificates in board lots of 20,000 Existing Shares temporarily closes	9:00 a.m. on Monday, 18 June 2012
Temporary counter for trading in Adjusted Shares in board lots of 4,000 (in the form of existing share certificates) opens	9:00 a.m. on Monday, 18 June 2012
First day of free exchange of certificates for the Existing Shares into new certificates for the Adjusted Shares	Monday, 18 June 2012
Original counter for trading in the Adjusted Shares in board lots of 10,000 (only new certificates for the Adjusted Shares can be traded at this counter) re-opens	9:00 a.m. on Tuesday, 3 July 2012
Parallel trading in the Adjusted Shares (in the form of new and existing share certificates) commences	9:00 a.m. on Tuesday, 3 July 2012

EXPECTED TIMETABLE

Designated broker starts to stand in the market
to provide matching services for the sale and
purchase of odd lots of the Adjusted Shares 9:00 a.m. on Tuesday,
3 July 2012

Temporary counter for trading in Adjusted Shares
in board lots of 4,000 (in the form of
existing share certificates) closes. 4:00 p.m. on Monday,
23 July 2012

Designated broker ceases to stand
in the market to provide matching services
for the sale and purchase of odd lots of
the Adjusted Shares 4:00 p.m. on Monday,
23 July 2012

Parallel trading in the Adjusted Shares
(in the form of new and existing certificates) ends 4:00 p.m. on Monday,
23 July 2012

Last day of free exchange of certificates
for the Existing Shares into new certificates
for the Adjusted Shares Thursday, 26 July 2012

Note: All references to time in this circular are references to Hong Kong time. Dates specified in the expected timetable above depends on, among other things, the results of the SGM and are therefore for indicative purpose only. An announcement will be made regarding any changes to the expected timetable as and when appropriate.

DEFINITIONS

The following terms have the following meanings in this circular unless the context otherwise requires:

“Adjusted Shares”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company immediately upon the Capital Reorganisation becoming effective
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company from time to time
“Capital Reduction”	the proposal for the reduction of the par value of the issued Consolidated Shares from HK\$0.05 each to HK\$0.01 each by canceling HK\$0.04 of the paid-up capital on each issued Consolidated Share
“Capital Reorganisation”	the proposed reorganisation of the capital of the Company by way of (i) the Share Consolidation; (ii) the Capital Reduction; and (iii) the Share Premium Cancellation
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 20,000 Existing Shares to 10,000 Adjusted Shares
“Companies Act”	The Companies Act 1981 of Bermuda, as amended, modified or supplemented from time to time
“Company”	21 Holdings Limited, a company incorporated under the laws of Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Consolidated Share(s)”	the ordinary share(s) of HK\$0.05 each in the capital of the Company immediately after Share Consolidation and prior to the Capital Reduction
“Director(s)”	Director(s) of the Company

DEFINITIONS

“Existing Share(s)”	the ordinary share(s) of HK\$0.01 each in the existing issued share capital of the Company, before the Capital Reorganisation becoming effective
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	18 May 2012 being the latest practicable date for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	a special general meeting of the Company to be convened to consider and, if thought fit, approve the Capital Reorganisation
“Share(s)”	the Existing Share(s), the Consolidated Share(s) and/or the Adjusted Share(s), as the case may be
“Share Consolidation”	the proposed consolidation of every 5 Existing Shares of HK\$0.01 each into 1 Consolidated Share of HK\$0.05 each in the issued share capital of the Company
“Share Premium Cancellation”	the proposed cancellation of the entire amount standing to the credit of the share premium account of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



21 Holdings Limited

21 控股有限公司*

(incorporated in Bermuda with limited liability)

(stock code: 1003)

Executive Directors:

Mr. Ng Kai Man (*Chairman*)

Mr. Cheng Yuk Wo

Independent non-executive Directors:

Mr. Lui Siu Tsuen, Richard

Mr. Ding Chung Keung

Ms. Cheung Sze Man

Registered office:

Canon's Court, 22 Victoria Street

Hamilton HM 12, Bermuda

*Head office and principal place of
business in Hong Kong*

Unit 1303, 13/F., Tower 2

Lippo Centre

89 Queensway

Admiralty, Hong Kong

23 May 2012

To the Shareholders,

Dear Sir or Madam,

**PROPOSED CAPITAL REORGANISATION INVOLVING
SHARE CONSOLIDATION, CAPITAL REDUCTION AND
SHARE PREMIUM CANCELLATION
AND
PROPOSED CHANGE OF BOARD LOT SIZE**

INTRODUCTION

On 9 May 2012, the Board announced the proposed Capital Reorganisation and the Change in Board Lot Size. The Capital Reorganisation will involve, inter alia, (i) Share Consolidation: the consolidation of every 5 issued Existing Shares of par value HK\$0.01 each into 1 issued Consolidated Share of par value HK\$0.05 each; (ii) Capital Reduction: the reduction of issued share capital whereby the par value of each issued Consolidated Share will be reduced from HK\$0.05 to HK\$0.01 by canceling HK\$0.04 of the paid-up capital on each issued Consolidated Share; and (iii) Share Premium Cancellation: the cancellation of the entire amount standing to the credit of the share premium account of the Company on the date which the Capital Reorganisation becomes effective.

* for identification purpose only

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, amongst other matters, further information in respect of the Capital Reorganisation and the Change in Board Lot Size, and a notice convening the SGM.

PROPOSED CAPITAL REORGANISATION INVOLVING SHARE CONSOLIDATION, CAPITAL REDUCTION AND SHARE PREMIUM CANCELLATION

The Board proposes to put forward to the Shareholders the Capital Reorganisation proposal which will comprise:

- (i) the consolidation of every 5 issued Existing Shares of par value HK\$0.01 each into 1 issued Consolidated Share of par value HK\$0.05 each;
- (ii) the reduction of issued share capital whereby the par value of each issued Consolidated Share will be reduced from HK\$0.05 to HK\$0.01 by canceling HK\$0.04 of the paid-up capital on each issued Consolidated Share;
- (iii) the cancellation of the entire amount standing to the credit of the share premium account of the Company;
- (iv) the transfer of the credits arising from the Capital Reduction and the Share Premium Cancellation to the contributed surplus account of the Company; and
- (v) the application of the contributed surplus account of the Company to set off the accumulated loss of the Company as permitted by the laws of Bermuda and the Bye-Laws.

Effects of the Capital Reorganisation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$500,000,000 divided into 50,000,000,000 Existing Shares, of which 1,338,796,179 Existing Shares are issued and credited as fully paid. Upon the proposed Share Consolidation becoming effective, the issued share capital of the Company will be 267,759,235 Consolidated Shares of par value of HK\$0.05 each. Any fractional Consolidated Shares in the issued share capital of the Company arising from the Share Consolidation shall be aggregated and sold for the benefit of the Company.

Upon the Capital Reduction becoming effective, the par value of all the Consolidated Shares shall be reduced from HK\$0.05 each to HK\$0.01 each and the issued share capital of the Company shall accordingly be reduced to the extent of HK\$0.04 per Consolidated Share in issue.

LETTER FROM THE BOARD

The resulting Adjusted Shares of par value of HK\$0.01 each will rank pari passu in all respects with each other in accordance with the Bye-Laws. The authorised share capital of the Company will remain unchanged upon the Capital Reduction becoming effective, but the issued share capital will be reduced to approximately HK\$2,677,592.35 divided into 267,759,235 Consolidated Shares of par value of HK\$0.01 each.

Based on 1,338,796,179 Shares in issue as at the Latest Practicable Date, an entire amount of approximately HK\$10,710,369.44 will arise as a result of the Capital Reduction. It is proposed that the credit of approximately HK\$10,710,369.40 arising from the Capital Reduction and the credit arising from the Share Premium Cancellation will be transferred to the contributed surplus account of the Company and applied to set off against the accumulated loss of the Company as permitted by the laws of Bermuda and the Bye-Laws and the balance after such set off will remain at the contributed surplus account of the Company.

Other than the relevant expenses incurred, the implementation of the Capital Reorganisation will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Company or the interests of the Company and the Shareholders as a whole.

The following table sets out the effect of the Capital Reorganisation on the authorised and issued share capital of the Company before and immediately after the Capital Reorganisation assuming no further Existing Shares are issued prior to the Capital Reorganisation becoming effective:

	Before the Capital Reorganisation	Immediately after the Capital Reorganisation
Nominal value per Share	HK\$0.01 per Existing Share	HK\$0.01 per Adjusted Share
Authorised share capital of the Company	HK\$500,000,000 divided into 50,000,000,000 Existing Shares	HK\$500,000,000 divided into 50,000,000,000 Adjusted Shares
Issued and fully paid up share capital of the Company	HK\$13,387,961.79 divided into 1,338,796,179 Existing Shares	HK\$2,677,592.35 divided into 267,759,235 Adjusted Shares

LETTER FROM THE BOARD

The Capital Reorganisation will not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any unpaid capital of the Company nor will it result in any change in the relative rights of the Shareholders.

As at the Latest Practicable Date, the Company had no outstanding warrants, options or other securities convertible into or giving rights to subscribe for the Shares.

Reasons for the Capital Reorganisation

The Board considers that (i) the Capital Reorganisation will give greater flexibility to the Company to raise funds through the issue of new Adjusted Shares in the future since the Company is not permitted to issue new Shares below their nominal value under the laws of Bermuda and its Bye-Laws; (ii) the Share Consolidation will reduce the total number of Shares currently in issue and is expected to bring about a corresponding upward adjustment in the trading price of the Adjusted Shares on the Stock Exchange, which will reduce the overall transaction costs for dealing in the Shares, including those fees which are charged with reference to the number of board lots; and (iii) the elimination of the Company's accumulated loss will allow greater flexibility for the Company to pay dividends in the future. As at the Latest Practicable Date, the Company does not have any dividend distribution plan. The Company's accumulated loss as at 31 December 2011 was HK\$240,950,000 and the relevant aggregate expenses relating to the Capital Reorganisation will be approximately HK\$300,000.

As at the Latest Practicable Date, the Company does not have any plan to raise funds through the issue of new Adjusted Shares and has not entered into any agreements, contracts or arrangements, nor does it have any intention, in negotiation or is contemplating, any fund raising exercise involving the issue of Shares or Adjusted Shares.

The Board is of the view that the Capital Reorganisation is in the interests of the Company and the Shareholders as a whole.

Conditions of the Capital Reorganisation

The Capital Reorganisation (which will be effected in accordance with the Bye-Laws and the Companies Act) is conditional upon:

- (a) the passing of the necessary resolution(s) on a vote taken by way of poll at the SGM to approve the Capital Reorganisation by the Shareholders;
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Adjusted Shares; and

LETTER FROM THE BOARD

- (c) the compliance with the relevant procedures and requirements under the Listing Rules and the requirements of section 46(2) of the Companies Act to effect the Capital Reorganisation, including (i) publication of a notice in relation to the Capital Reorganisation in an appointed newspaper in Bermuda on a date not more than thirty days and not less than fifteen days before the date on which the Capital Reorganisation is to take effect; and (ii) that on the date of the Capital Reorganisation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Capital Reorganisation, would be unable to pay its liabilities as they become due.

Subject to the fulfillment of the conditions of the Capital Reorganisation, the effective date of the Capital Reorganisation is expected to be on Monday, 18 June 2012.

Listing and dealings

Application will be made by the Company to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the Adjusted Shares to be issued forthwith upon the Capital Reorganisation becoming effective.

The Adjusted Shares will be identical in all respects and rank *pari passu* in all respects with each other. Subject to the granting of the listing of, and permission to deal in, the Adjusted Shares on the Stock Exchange, the Adjusted Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Adjusted Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the share capital of the Company is listed or dealt in on any other stock exchanges and no such listing or permission to deal is being or is proposed to be sought.

Fractional shares and odd lot trading arrangements

Fractional Adjusted Shares will not be issued by the Company to the Shareholders. Any fractional entitlements of the Adjusted Shares will be aggregated and sold for the benefit of the Company.

LETTER FROM THE BOARD

In order to facilitate the trading of odd lots (if any) of the Adjusted Shares arising from the Capital Reorganisation, the Company has procured Emperor Securities Limited to stand in the market to provide matching services for the odd lots of the Adjusted Shares at the relevant market price per Adjusted Share for the period from Tuesday, 3 July 2012 to Monday, 23 July 2012 (both dates inclusive). Holders of odd lots of the Adjusted Shares should note that successful matching of the sale and purchase of odd lots of the Adjusted Shares is not guaranteed. The Shareholders who wish to take advantage of this matching services either to dispose of their odd lots Shares or to top up to board lots of 10,000 Adjusted Shares, may contact Mr. Leung Shiu Keung of Emperor Securities Limited on 23rd to 24th Floors, Emperor Group Centre, 288 Hennessy Road, Hong Kong at telephone number (852)2919 2919. Any Shareholder who is in any doubt about the odd lot arrangement is recommended to consult his/her/its own professional advisers.

Trading arrangement for the Adjusted Shares in new board lots

Subject to the Capital Reorganisation becoming effective, the arrangements proposed for dealings in the Adjusted Shares are expected to be as follows:

- (i) from Monday, 18 June 2012, the original counter for trading in the Existing Shares in board lots of 20,000 Existing Shares will be temporarily closed and a temporary counter for trading in the Adjusted Shares in board lots of 4,000 Adjusted Shares will be set up and opened;
- (ii) with effect from Tuesday, 3 July 2012, the original counter for trading in the Adjusted Shares will be re-opened for trading Adjusted Shares in board lots of 10,000 Adjusted Shares;
- (iii) during the period from Tuesday, 3 July 2012 to Monday, 23 July 2012 (both dates inclusive), there will be parallel trading at the above two counters; and
- (iv) the temporary counter for trading in the Adjusted Shares in board lots of 4,000 Adjusted Shares will be removed after the close of trading at 4:00 p.m. on Monday, 23 July 2012. Thereafter, trading will only be in board lots of 10,000 Adjusted Shares with new share certificates and the existing share certificates for the Existing Shares will cease to be marketable and will not be acceptable for dealing and settlement purposes. However, such certificates will remain effective as documents of title on the basis of 5 Existing Shares for 1 Adjusted Share.

LETTER FROM THE BOARD

Free exchange of Share certificates

Subject to the Capital Reorganisation becoming effective, Shareholders may submit existing certificates for the Existing Shares, to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for exchange from Monday, 18 June 2012 to Thursday, 26 July 2012 (both dates inclusive), at the expense of the Company for certificates in Adjusted Shares. Thereafter, certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) for each share certificate of the Existing Shares cancelled or each new share certificate issued for the Adjusted Shares, whichever number of certificates cancelled/issued is higher. The existing certificates will be valid for trading and settlement up to Monday, 23 July 2012 (or such other date which may be announced by the Company), but will continue to be good evidence of legal title and may be exchanged for certificates of the Adjusted Shares at any time in accordance with the foregoing.

The new share certificates for the Adjusted Shares will be issued in brown colour in order to distinguish them from the existing purple colour.

CHANGE IN BOARD LOT SIZE

At as the Latest Practicable Date, Existing Shares are traded in board lots of 20,000. The Board proposes to change the board lot size for trading of the Adjusted Shares to 10,000 upon the Capital Reorganisation becoming effective to ensure the board lot value maintain at a reasonable level.

Based on the closing price of the Existing Shares of HK\$0.08 as at 9 May 2012 and the existing board lot size of 20,000 Existing Shares, the prevailing board lot value is HK\$1,600 (equivalent to HK\$8,000 upon the Capital Reorganisation becoming effective). On the basis of the aforesaid closing price and the new board lot size of 10,000 Adjusted Shares, the new board lot value would be HK\$4,000.

GENERAL

The Capital Reorganisation is subject to the approval by the Shareholders on a vote taken by way of poll at the SGM.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE ADJUSTED SHARES

Shareholders and potential investors should be aware of and take note that the Capital Reorganisation is conditional upon satisfaction of the conditions precedent set out in the paragraph headed "Conditions of the Capital Reorganisation" above, and therefore may or may not proceed.

LETTER FROM THE BOARD

The Shareholders and potential investors of the Company should therefore exercise extreme caution when dealing in the Shares or the Adjusted Shares, and if they are in any doubt about their position, they should consult their professional advisers.

SGM

The notice convening the SGM is set out on pages 13 to 15 of this circular. The SGM will be held at Unit 1303, 13/F., Tower 2, Lippo Centre, 89 Queensway, Admiralty, Hong Kong at 9:30 a.m. on Friday, 15 June 2012 for the purpose of, considering and, if thought fit, to approve the Capital Reorganisation.

A form of proxy for use at the SGM is enclosed. Whether or not you are able to attend the SGM in person, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish and in such event the proxy shall be deemed to be revoked.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the opinion that the Capital Reorganisation is fair and reasonable and is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors (including the independent non-executive Directors) recommend that all Shareholders should vote in favour of the resolution proposed at the SGM.

Yours faithfully,
On behalf of the Board
21 Holdings Limited
Ng Kai Man
Chairman

NOTICE OF THE SGM



21 Holdings Limited

21 控股有限公司*

(incorporated in Bermuda with limited liability)

(stock code: 1003)

NOTICE IS HEREBY GIVEN that a special general meeting of 21 Holdings Limited (the “**Company**”) will be held at Unit 1303, 13/F., Tower 2, Lippo Centre, 89 Queensway, Admiralty, Hong Kong, at 9:30 a.m. on Friday, 15 June 2012 for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT**, conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Adjusted Shares (as defined below); and (ii) the compliance by the Company with the requirements of section 46(2) of the Companies Act 1981 of Bermuda to effect the Capital Reorganisation (as defined below), with effect from 9:00 a.m. (Hong Kong time) on the business day (not being a Saturday or Sunday) immediately after the passing of this resolution:

- (a) every five (5) issued shares of par value HK\$0.01 each in the share capital of the Company be consolidated (the “**Share Consolidation**”) into one (1) issued share of par value HK\$0.05 (the “**Consolidated Share(s)**”);
- (b) the issued share capital of the Company be reduced by cancelling the paid-up capital to the extent of HK\$0.04 on each of the issued Consolidated Shares such that the nominal value of each of the issued Consolidated Shares of the Company be reduced (the “**Capital Reduction**”) from HK\$0.05 to HK\$0.01 (the “**Adjusted Share(s)**”);
- (c) the entire amount standing to the credit of the share premium account of the Company be cancelled (the “**Share Premium Cancellation**”, together with Share Consolidation and Capital Reduction, the “**Capital Reorganisation**”) and the authorised share capital of the Company shall remain unchanged;

* for identification purpose only

NOTICE OF THE SGM

- (d) the credit arising from the Capital Reduction and the Share Premium Cancellation be credited to the contributed surplus account of the Company and the directors of the Company (the “**Directors**”) be and are hereby authorized to apply the amount in the contributed surplus account of the Company to set off the accumulated loss of the Company in the manner permitted by the laws of Bermuda and the bye-laws of the Company without further authorisation from the shareholders of the Company; and
- (e) any one of the Directors be and is hereby authorized generally to sign and execute such documents and do all such acts and things and to take all such steps as he/she considers necessary, expedient or desirable in connection with and to give effect to the Capital Reorganisation.”

By order of the Board
21 Holdings Limited
Ng Kai Man
Chairman

Hong Kong, 23 May 2012

NOTICE OF THE SGM

Note:

1. A form of proxy to be used for the meeting is enclosed.
2. Any shareholder of the Company entitled to attend and vote at the meeting of the Company may appoint another person as his proxy to attend and vote instead of him. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a shareholder of the Company. In addition, a proxy or proxies representing either a shareholder of the Company who is an individual or a shareholder of the Company which is a corporation shall be entitled to exercise the same power on behalf of the shareholder of the Company which he or they represent as such shareholder of the Company could exercise.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
4. The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar 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 appointed for the holding of the meeting or any adjourned meeting thereof at which the person named in the instrument proposes to vote and, in default, the instrument of proxy shall not be treated as valid.
5. Completion and return of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting or on the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to have been revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.