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**21 Holdings Limited**

**21 控股有限公司\***

*(incorporated in Bermuda with limited liability)*

*(stock code: 1003)*

**(1) POLL RESULTS OF SPECIAL GENERAL MEETING  
HELD ON 21 JUNE 2011;  
(2) CAPITAL REORGANISATION;  
AND  
(3) DESPATCH OF THE PROSPECTUS DOCUMENTS**

**POLL RESULTS OF THE SGM**

The Board is pleased to announce that all the resolutions as set out in the notice of SGM dated 30 May 2011 were duly passed by way of poll at the SGM held on 21 June 2011.

**CAPITAL REORGANISATION**

As all the conditions of the Capital Reorganisation have been fulfilled, the Capital Reorganisation will become effective from 9:00 a.m. on Wednesday, 22 June 2011.

**DESPATCH OF THE PROSPECTUS DOCUMENTS**

Subject to the registration of the Prospectus Documents with the Registrar of Companies in Hong Kong, the Prospectus Documents will be despatched to the Qualifying Shareholders on 30 June 2011 and the Prospectus will be despatched to the Excluded Overseas Shareholders on 30 June 2011 for their information only.

Reference is made to the circular of the Company dated 30 May 2011 (the “**Circular**”) in respect of, inter alia, the proposed Capital Reorganisation, the Change in Board Lot Size and the Rights Issue. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

**POLL RESULTS OF THE SGM**

The Board is pleased to announce that all the resolutions as set out in the notice of SGM dated 30 May 2011 were duly passed by way of poll at the SGM held on 21 June 2011.

As at the date of the SGM, there were a total of 1,487,551,314 Shares in issue which was the total number of Shares entitling the holders to attend and vote for or against the resolution numbered (1) set out in the notice of SGM in respect of the Capital Reorganisation. No Shareholders were required to abstain from voting for or vote only against the resolution in relation to the Capital Reorganisation.

In accordance with Rule 7.19(6) of the Listing Rules, any controlling Shareholders and their associates or, where there are no controlling Shareholders, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution relating to the Rights Issue.

*\* for identification purpose only*

As at the date of the SGM, the Company has no controlling Shareholders. Therefore, Mr. Ng Kai Man, being the chairman and an executive Director of the Company, and his associates holding an aggregate 30,000,000 Shares (representing approximately 2.02% of the total issued share capital of the Company) were required to abstain from voting on the resolution numbered (2) set out in the notice of SGM in respect of the Rights Issue.

Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote at the SGM for or against the resolution numbered (2) in respect of the Rights Issue was 1,457,551,314 Shares, representing 97.98% of the total issued share capital of the Company and no Independent Shareholders were entitled to attend and vote only against the resolution numbered (2) at the SGM.

The poll results in respect of the resolutions numbered (1) and (2) by the Shareholders or the Independent Shareholders (as the case may be) at the SGM are as follows:

<b>Special resolution</b>	<b>Number of votes (% of total number of votes present and voted at the SGM)</b>		<b>Total number of votes cast</b>
	<b>For</b>	<b>Against</b>	
1. To approve the Capital Reorganisation	171,618,266 (99.98%)	35,002 (0.02%)	171,653,268
As more than 75% of the votes (of those attending the meeting in person, by their duly authorised representatives, or by proxy) were cast in favour of the resolution, the resolution was duly passed as a special resolution of the Company.			
<b>Ordinary resolution</b>	<b>Number of votes (% of total number of votes present and voted at the SGM)</b>		<b>Total number of votes cast</b>
	<b>For</b>	<b>Against</b>	
2. To approve the Rights Issue	171,618,266 (99.98%)	35,002 (0.02%)	171,653,268
As more than 50% of the votes (of those attending the meeting in person, by their duly authorised representatives, or by proxy) were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution of the Company.			

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

## **CAPITAL REORGANISATION**

As all the conditions of the Capital Reorganisation have been fulfilled, the Capital Reorganisation will become effective from 9:00 a.m. on Wednesday, 22 June 2011. Adjusted Shares shall commence trading with effect from 9:00 a.m. on Wednesday, 22 June 2011 and free exchange of existing share certificates in orange for new share certificates in purple shall be offered during the period from Wednesday, 22 June 2011 to Monday, 1 August 2011 (both days inclusive). Details of the trading arrangements are set out in the Circular.

## **DESPATCH OF THE PROSPECTUS DOCUMENTS**

Subject to the registration of the Prospectus Documents with the Registrar of Companies in Hong Kong, the Prospectus Documents will be despatched to the Qualifying Shareholders on 30 June 2011 and the Prospectus will be despatched to the Excluded Overseas Shareholders on 30 June 2011 for their information only.

By Order of the Board  
**21 Holdings Limited**  
**Ng Kai Man**  
*Chairman*

Hong Kong, 21 June 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.*