

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



21 Holdings Limited

21 控股有限公司*

(incorporated in Bermuda with limited liability)

(stock code: 1003)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of 21 Holdings Limited (the “Company”) to be held at Meeting Room (Soho 2), 6/F., Ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 28 August 2015 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT,**

- (a) the subscription agreement (the “Subscription Agreement”) dated 14 April 2015 entered into between (i) the Company, and (ii) Newwood Investments Limited, Numerous Joy Limited, Pacific Wits Limited, Tairong Holdings Limited, Wise Dragon International Limited, Gold Shine Investment Company Limited, Dayunmony Investment Corporation, Concept Best Limited and REORIENT Global Limited (collectively, the “Subscribers”) in relation to the subscription (the “Subscription”) of an aggregate of 1,701,416,556 new shares of the Company (the “Subscription Shares”) at the subscription price of HK\$0.4 each (a copy of the Subscription Agreement is tabled at the meeting and marked “A” by the chairman of the meeting for identification purpose), the amendment agreement (the “Amendment Agreement”) dated 13 May 2015 entered into between the Company and the Subscribers in relation to, among other things, amendments of certain conditions precedent and terms set out in the Subscription Agreement (a copy of the Amendment Agreement is tabled at the meeting and marked “B” by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;
- (b) conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Subscription Shares, the specific mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with the Subscription Shares pursuant to the Subscription Agreement and the Amendment Agreement be and is hereby approved;

* *for identification purpose only*

- (c) any director(s) of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary or desirable to implement and/or effect the transactions contemplated by the Subscription Agreement and the Amendment Agreement, the allotment and issue of the Subscription Shares and the amendment, variation or modification of the terms and conditions of the Subscription Agreement and the Amendment Agreement on such terms and conditions as any director(s) of the Company may think fit.”

2. **“THAT**

- (a) the service agreement (the “Service Agreement 1”) dated 14 April 2015 entered into between the Company and Mr. Ning Hao and the service agreement (the “Service Agreement 2”) dated 14 April 2015 entered into between the Company and Mr. Xu Zheng, both in relation to the provision of certain services and rights to the Company (a copy of the Service Agreement 1 and the Service Agreement 2 is tabled at the meeting and marked “C1” and “C2” by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;
- (b) the proposed annual caps for each of the six financial years ending 31 December 2020 in relation to the transactions contemplated under the Service Agreement 1 and the Service Agreement 2 as set out in the circular of the Company dated 5 August 2015 (a copy of which is tabled at the meeting and marked “D” by the chairman of the meeting for identification purpose) be and are hereby approved, confirmed and ratified;
- (c) any director(s) of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary or desirable to implement and/or effect the transactions contemplated by the Service Agreement 1 and the Service Agreement 2 and the amendment, variation or modification of the terms and conditions of the Service Agreement 1 and the Service Agreement 2 on such terms and conditions as any director(s) of the Company may think fit.”

3. **“THAT**, subject to and conditional on the passing of ordinary resolutions no. 1 and no. 2, the waiver granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission pursuant to Note 1 on Dispensations for Rule 26 of the Hong Kong Code on Takeovers and Mergers waiving any obligation of the Subscribers to make a mandatory general offer to acquire all the issued ordinary shares of the Company and other securities of the Company not already owned or agreed to be acquired by the Subscribers and parties acting in concert with them, as a result of the allotment and issue of the Subscription Shares be and is hereby approved.”

4. **“THAT,**

- (a) the engagement letter (the “Engagement Letter”) dated 14 April 2015 entered into between the Company and REORIENT Financial Markets Limited (“RFML”) in relation to the appointment of RFML as the financial adviser of the Company for, among other things, the Subscription Agreement (a copy of the Engagement Letter is tabled at the meeting and marked “E” by the chairman of the meeting for identification purpose) and the allotment and issue of 30,000,000 new ordinary shares of the Company (the “Fee Shares”) at HK\$0.4 each credited as fully paid to settle the fees in relation to the financial advisory services provided by RFML with regard to, among other things, the Subscription and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;
- (b) conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Fee Shares, the specific mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with the Fee Shares pursuant to the Engagement Letter be and is hereby approved;
- (c) any director(s) of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary or desirable to implement and/or effect the transactions contemplated by the Engagement Letter, the allotment and issue of the Fee Shares and the amendment, variation or modification of the terms and conditions of the Engagement Letter on such terms and conditions as any director(s) of the Company may think fit.”

SPECIAL RESOLUTION

5. **“THAT,** subject to and conditional upon (i) the passing of all of the ordinary resolutions of the Company set out in this notice of the special general meeting of which this resolution forms part; (ii) the completion of the Subscription; and (iii) the approval of the Registrar of Companies in Bermuda being obtained in respect of the proposed change of name of the Company as set out in paragraph (a) below:
- (a) the English name of the Company be and is hereby changed from “21 Holdings Limited” to “Huanxi Media Group Limited”, and the Chinese name of “歡喜傳媒集團有限公司” be adopted for identification purposes only, and that such documents in connection with the change of name of the Company be filed and registered with the Registrar of Companies in Hong Kong under the applicable laws; and

- (b) any director(s) of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary or desirable to implement and/or effect the change of name of the Company.”

By order of the Board
21 Holdings Limited
Lei Hong Wai
Chairman

Hong Kong, 5 August 2015

Notes:

1. A member entitled to attend and vote at the special general meeting is entitled to appoint one or more proxies to attend and vote on his behalf. The proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is appointed.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally 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 personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited to Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
4. Whether or not you intend to attend and vote at the meeting, you are requested to complete and return the form of proxy. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

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.