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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 SPECIAL GENERAL MEETING
HELD ON 6 DECEMBER 2010;
DESPATCH OF THE PROSPECTUS DOCUMENTS;
AND
ADJUSTMENT TO THE CONVERSION PRICE
OF THE CONVERTIBLE NOTE**

POLL RESULTS OF THE SGM

The Board is pleased to announce that all the resolutions as set out in the notice of SGM dated 12 November 2010 were duly passed by way of poll at the SGM held on 6 December 2010.

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 20 December 2010 and the Prospectus will be despatched to the Excluded Overseas Shareholders on 20 December 2010 for their information only.

ADJUSTMENT TO THE CONVERSION PRICE OF THE CONVERTIBLE NOTE

As a result of the Capital Reorganisation, the conversion price of the Convertible Note has been adjusted from HK\$0.418 per Share to HK\$8.36 per Share pursuant to the terms and conditions of the Convertible Note.

Reference is made to the announcement of the Company dated 22 September 2010 and the circular of the Company dated 12 November 2010 (the “**Circular**”) in respect of, inter alia, the proposed Capital Reorganisation, the Rights Issue, the Acquisition and the Repurchase Offer. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

** for identification purpose only*

POLL RESULTS OF THE SGM

The Board is pleased to announce that all the resolutions as set out in the notice of SGM dated 12 November 2010 were duly passed by way of poll at the SGM held on 6 December 2010.

As at the date of the SGM, there were a total of 2,253,911,490 Shares in issue which was the total number of Shares entitling the holders to attend and vote for or against the resolutions numbered (1), (3) and (5) set out in the notice of SGM in respect of the Capital Reorganisation, the Acquisition and the re-election of Director.

As at the date of the SGM, the Company has no controlling Shareholders and none of the Directors, the chief executive of the Company and their respective associates held any share of the Company. Also, as set out in the Circular, Mr. Ng and his associates will be required to abstain from voting on the resolutions numbered (2) and (4) set out in the notice of SGM in respect of the Rights Issue and the the Repurchase Offer if they hold any Shares. As at the date the SGM, Mr. Ng and his associates do not hold any Shares and no Shareholder is required to abstain from voting in favour of the Rights Issue and the Repurchase Offer at the SGM. Accordingly, the total number of Shares entitling the holders thereof to attend and vote at the SGM for or against the resolutions numbered (2) and (4) in respect of the Rights Issue and the Repurchase Offer was 2,253,911,490 Shares, representing all the Shares in issue.

Save as disclosed herein, there were (i) no other Shareholders who were entitled to attend and to vote only against the resolutions and (ii) no other persons who stated any intention in the Circular to vote against the resolutions set out in the notice of SGM or to abstain from voting at the SGM.

The poll results in respect of the resolutions numbered 1 to 5 by the Shareholders or the Independent Shareholders (as the case may be) at the SGM are as follows:

Special resolution	Number of votes (% of total number of votes present and voted at the SGM)		Total number of votes cast
	For	Against	
1. To approve the Capital Reorganisation	667,208,781 (99.16%)	5,680,000 (0.84%)	672,888,781
As more than 75% of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution of the Company.			
Ordinary resolutions	Number of votes (% of total number of votes present and voted at the SGM)		Total number of votes cast
	For	Against	
2. To approve the Rights Issue	667,208,781 (99.16%)	5,680,000 (0.84%)	672,888,781
3. To approve the Acquisition	667,208,781 (99.16%)	5,680,000 (0.84%)	672,888,781
4. To approve the Repurchase Offer	667,208,781 (99.16%)	5,680,000 (0.84%)	672,888,781
5. To re-elect Mr. Lam Kwok Cheong as a director	666,028,781 (99.15%)	5,680,000 (0.85%)	671,708,781
As more than 50% of the votes were cast in favour of the above resolutions, the above resolutions were duly passed as ordinary resolutions 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.

The Capital Reorganisation will become effective from 7 December 2010, being the day immediately following the date on which the resolution on the Capital Reorganisation was passed. Adjusted Shares shall commence trading with effect from 9:30 a.m. on 7 December 2010 and free exchange of existing share certificates in green for new share certificates in orange shall be offered during the period from 7 December 2010 to 13 January 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 20 December 2010 and the Prospectus will be despatched to the Excluded Overseas Shareholders on 20 December 2010 for their information only.

ADJUSTMENT TO THE CONVERSION PRICE OF THE CONVERTIBLE NOTE

As at the date of this announcement, the Company has an outstanding Convertible Note in the principal amount of HK\$70,000,000 to Mr. Ng.

Pursuant to the terms and conditions of the Convertible Note, the conversion price of the Convertible Note has been adjusted from HK\$0.418 per Share to HK\$8.36 per Share as a result of the Capital Reorganisation with effect from the close of business of the Company in Hong Kong on 6 December 2010, being the day immediately preceding the date on which the Capital Reorganisation becomes effective. Save for the above adjustment, all other terms and conditions of the Convertible Note remain unchanged. The above adjustment was computed in accordance with the terms and conditions of the Convertible Note and has been confirmed by Emperor Capital Limited, which was appointed by the Company for the purpose of providing opinion on the adjustment to conversion price of the Convertible Note.

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

Hong Kong, 6 December 2010

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.