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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 18 OCTOBER 2011**

The Board is pleased to announce that all the resolutions as set out in the notice of SGM dated 30 September 2011 were duly passed by way of poll at the SGM held on 18 October 2011.

Reference is made to the circular of the Company dated 30 September 2011 (the “**Circular**”) in respect of, inter alia, the (1) refreshment of General Mandate to issue and allot Shares; (2) refreshment of the limit on the grant of options under the Share Option Scheme; and (3) re-election of Director. 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 September 2011 were duly passed by way of poll at the SGM held on 18 October 2011.

As at the date of the SGM, there were a total of 1,338,796,179 Shares in issue. Pursuant to Rule 13.36(4) 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 refreshment of General Mandate to issue and allot Shares.

As at the date of the SGM, the Company has no controlling Shareholders. Therefore, Mr. Ng Kai Man, being the Chairman of the Company and an executive Directors, and his associates holding an aggregate 27,000,000 Shares (representing approximately 2.02% of the total issued share capital of the Company) were required to abstain from voting in favour of the resolution numbered (1) set out in the notice of SGM.

Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote at the SGM for or against the resolution numbered (1) was 1,311,796,179 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 (1) at the SGM.

*\* for identification purpose only*

As at the date of the SGM, the total number of Shares entitling the holders to attend and vote for or against the resolutions numbered (2) and (3) set out in the notice of SGM was 1,338,796,179 Shares. No Shareholders were required to abstain from voting for or vote only against the resolutions numbered (2) and (3).

The poll results in respect of the resolutions numbered (1) to (3) by the Shareholders or the Independent Shareholders (as the case may be) at the SGM are as follows:

| Ordinary resolutions   | Number of votes<br>(% of total number of votes<br>present and voted at the SGM) |                         | Total<br>number of<br>votes cast |
|--|---|-------------------------|----------------------------------|
|  | For   | Against                 |                                  |
| 1. To grant a general mandate of the directors to allot, issue and deal with shares of the Company.              | 663,820,746<br>(79.15%)   | 174,885,000<br>(20.85%) | 838,705,746                      |
| 2. To approve the refreshment of the limit on the grant of options under the share option scheme of the Company. | 690,820,746<br>(100.00%)  | 0<br>(0.00%)            | 690,820,746                      |
| 3. To re-elect Mr. Ding Chung Keung as a director and authorised the Board to fix his remuneration.              | 690,820,746<br>(100.00%)  | 0<br>(0.00%)            | 690,820,746                      |

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 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.

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

Hong Kong, 18 October 2011

*As at the date of this notice, the Board comprises Mr. Ng Kai Man (Chairman) and Mr. Cheng Yuk Wo as executive Directors and Mr. Lui Siu Tsuen, Richard and Mr. Ding Chung Keung as independent non-executive Directors.*