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**21 Holdings Limited**

**21 控股有限公司\***

*(incorporated in Bermuda with limited liability)*

(stock code: 1003)

## NOTICE OF THE SPECIAL GENERAL MEETING

**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;
- (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

\* for identification purpose only

- (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

*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.

*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, Mr. Ding Chung Keung and Ms. Cheung Sze Man as independent non-executive Directors.*