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**CITIC 21CN**  
**中信 21世紀**  
**CITIC 21CN COMPANY LIMITED**  
**中信21世紀有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
**(Stock code: 241)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of CITIC 21CN Company Limited (the “Company”) will be held at Units 614–616, Level 6, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong on Wednesday, 29 January 2014 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

1. **“THAT:**

- (a) the execution of the CITIC 21CN Technology Loan Agreement (as defined in the circular of the Company dated 13 January 2014 (the “Circular”) of which this notice forms part) by 中信21世紀(中國)科技有限公司 (CITIC 21CN (China) Technology Co. Ltd.\*\*), a wholly-owned subsidiary of the Company, as lender and 中信國檢信息技術有限公司 (China Credit Information Technology Co. Ltd.\*\*\*) as borrower (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) in relation to the extension of the maturity dates of the Existing CITIC 21CN Technology Loans and the grant of the New CITIC 21CN Technology Loan (both as defined in the Circular) be and is hereby approved, confirmed and ratified;
- (b) all the transactions contemplated under the CITIC 21CN Technology Loan Agreement be and are hereby approved; and

\* For identification purposes only

- (c) any one director of the Company be and is hereby authorised to do all acts and things and execute all documents or make such arrangement as he may determine to be appropriate, necessary or desirable to give effect to the CITIC 21CN Technology Loan Agreement and the transactions contemplated thereunder, and to agree to such variation, amendment, supplement or waiver of matters relating thereto as are, in the opinion of such director, in the interest of the Company and its shareholders as a whole.”

2. **“THAT:**

- (a) the execution of the CITIC 21CN Telecom Loan Renewal Agreement (as defined in the circular of the Company dated 13 January 2014 (the “Circular”) of which this notice forms part) by CITIC 21CN Telecom Company Limited, a wholly-owned subsidiary of the Company, as lender and 中國國檢信息技術有限公司 (China Credit Information Technology Co. Ltd.\*\*\*) as borrower (a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) in relation to the extension of the maturity date of the CITIC 21CN Telecom Loan (as defined in the Circular) be and is hereby approved, confirmed and ratified;
- (b) all the transactions contemplated under the CITIC 21CN Telecom Loan Renewal Agreement be and are hereby approved; and
- (c) any one director of the Company be and is hereby authorised to do all acts and things and execute all documents or make such arrangement as he may determine to be appropriate, necessary or desirable to give effect to the CITIC 21CN Telecom Loan Renewal Agreement and the transactions contemplated thereunder, and to agree to such variation, amendment, supplement or waiver of matters relating thereto as are, in the opinion of such director, in the interest of the Company and its shareholders as a whole.”

By order of the Board  
**CITIC 21CN COMPANY LIMITED**  
**Chen Xiao Ying**  
*Executive Vice Chairman*

Hong Kong, 13 January 2014

*Registered office:*  
Canon’s Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Head office and principal place of  
business in Hong Kong:*  
Units 614–616  
Level 6, Core D  
Cyberport 3  
100 Cyberport Road  
Hong Kong

*Notes:*

- (1) A form of proxy for use at the meeting is despatched to the shareholders of the Company with the circular of the Company dated 13 January 2014.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
- (3) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (4) In order to be valid, the proxy form completed in accordance with the instructions set out therein, together with the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of that power or authority), must be deposited at the head office and principal place of business of the Company in Hong Kong at Units 614-616, Level 6, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong not later than 48 hours before the time appointed for the meeting or any adjournment thereof.
- (5) Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting convened or any adjournment thereof and in such event, the form of proxy will be deemed to be 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 shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.

\*\* *The unofficial English transliterations or translations are for identification purposes only.*

*As at the date of this announcement, the Board comprises Mr. Wang Jun, Ms. Chen Xiao Ying, Mr. Luo Ning, Mr. Sun Yalei, Mr. Zhang Liyang, Ms. Xia Guilan, Dr. Hui Ho Ming, Herbert, JP (Independent Non-executive Director), Mr. Zhang Jianming (Independent Non-executive Director) and Dr. Long Junsheng (Independent Non-executive Director).*