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CITIC 21CN
中信 21世紀
CITIC 21CN COMPANY LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 241)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) 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 Monday, 7 April 2014 at 10:30 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the issue and allotment of 4,423,175,008 Shares (constituting approximately 54.33% of the share capital of the Company, as enlarged by the issue of such Shares) (the “**Subscription Shares**”) by the Company to the Subscriber, subject to, and in accordance with, the terms and conditions of the subscription agreement (the “**Subscription Agreement**”) dated 23 January 2014 entered into between the Company, Ms. Chen Xiao Ying and Perfect Advance Holding Limited (the “**Subscriber**”) details of which are set out in the circular of the Company dated 21 March 2014 (the “**Subscription**”) be and are hereby approved.”
2. “**THAT**, subject to and conditional on the passing of ordinary resolution no. 1, the waiver (the “**Whitewash Waiver**”) granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong and any delegate of such Executive Director pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers in respect of the obligation on the part of the Subscriber and parties acting in concert with it to make a mandatory general offer to the shareholders of the Company for all issued Shares not already owned by the Subscriber or parties acting in concert with it under Rule 26 of the Hong Kong Code on Takeovers and Mergers as a result of the allotment and issue of the Subscription Shares be and is hereby approved.”
3. “**THAT**, subject to and conditional on the passing of ordinary resolutions no. 1 and no. 2, the directors of the Company (the “**Directors**”) be and are hereby authorized to do all acts and execute all documents they consider necessary or expedient to give effect to the Subscription.”

4. “**THAT**, subject to and conditional on the passing of ordinary resolutions no. 1 and no. 2, the appointment of Mr. WANG Jian to serve as a Director as from completion of the Subscription be and is hereby approved.”
5. “**THAT**, subject to and conditional on the passing of ordinary resolutions no. 1 and no. 2, the appointment of Mr. ZHANG Yong to serve as a Director as from completion of the Subscription be and is hereby approved.”
6. “**THAT**, subject to and conditional on the passing of ordinary resolutions no. 1 and no. 2, the appointment of Mr. CHEN Jun to serve as a Director as from completion of the Subscription be and is hereby approved.”
7. “**THAT**, subject to and conditional on the passing of ordinary resolutions no. 1 and no. 2, the appointment of Mr. CHIA Pun Kok to serve as a Director as from completion of the Subscription be and is hereby approved.”
8. “**THAT**, subject to and conditional on the passing of ordinary resolutions no. 1 and no. 2, the appointment of Mr. YU Feng to serve as a Director as from completion of the Subscription be and is hereby approved.”

By Order of the Board
Chen Xiao Ying
Executive Vice-Chairman

Hong Kong, 21 March 2014

Registered office:
Canon’s Court
22 Victoria Street
Hamilton HM 12
Bermuda

Notes:

- (1) Any member entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and on a poll vote on his behalf. A member 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 SGM. A proxy need not be a member. A proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
- (2) Where there are joint holders of any Share any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders be present at any 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 in respect of the joint holding. Several executors or administrators of a deceased member in whose name any Share stands shall be deemed joint holders thereof.

- (3) A form of proxy for use at the SGM is enclosed herewith.
- (4) To be effective, the form of a proxy 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 with the Company's share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for the holding of the SGM or adjournment thereof. Completion and return of the proxy form will not prevent members from attending and voting at the SGM if they so wish.

As at the date of this announcement, the Board comprises nine directors, of which (i) six are executive directors, namely Mr. Wang Jun, Ms. Chen Xiao Ying, Mr. Luo Ning, Mr. Sun Yalei, Mr. Zhang Lianyang and Ms. Xia Guilan; and (ii) three are independent non-executive directors, namely Dr. Hui Ho Ming, Herbert, JP, Mr. Zhang Jianming and Dr. Long Junsheng.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.