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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)**

**ESTABLISHMENT OF INDEPENDENT BOARD COMMITTEE  
AND  
APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER**

Reference is made to the announcement of CITIC 21CN Company Limited (the “**Company**”) dated 23 January 2014 (the “**Announcement**”) in relation to, among other things, the Subscription and the Whitewash Waiver. Unless otherwise stated, terms used in this announcement shall have the same meanings as those defined in the Announcement.

**Establishment of the Independent Board Committee**

The Company is pleased to announce that the Independent Board Committee, which comprises all the independent non-executive Directors, namely Dr. Hui Ho Ming, Herbert, JP, Mr. Zhang Jianming and Dr. Long Junsheng, has been established in compliance with Rule 2.8 of the Takeovers Code to consider and advise the Independent Shareholders in respect of the fairness and reasonableness of the terms of the Subscription and the Whitewash Waiver and whether such terms are in the interests of the Company and the Shareholders as a whole, taking into account the recommendations of the Independent Financial Adviser (as defined below).

\* For identification purposes only

## **Appointment of the Independent Financial Adviser**

China Galaxy International Securities (Hong Kong) Co., Limited has been appointed as the independent financial adviser (the “**Independent Financial Adviser**”) to advise the Independent Board Committee and the Independent Shareholders in connection with the Subscription and the Whitewash Waiver. The appointment of the Independent Financial Adviser has been approved by the Independent Board Committee in accordance with Rule 2.1 of the Takeovers Code. The letter of advice from the Independent Financial Adviser in respect of the Subscription and the Whitewash Waiver will be included in the circular to be despatched by the Company in due course.

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

Hong Kong, 20 February 2014

*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.*