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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)

**RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 7 APRIL 2014**

The board of directors (the “**Board**”) of CITIC 21CN COMPANY LIMITED (the “**Company**”) is pleased to announce that, on 7 April 2014, the Company held the Special General Meeting (the “**SGM**”) at which all resolutions set out in the notice of the SGM dated 21 March 2014 were duly passed by way of poll.

Reference is made to the circular (the “**Circular**”) of the Company dated 21 March 2014. Capitalized terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

* *For identification purposes only*

RESULTS OF THE SGM

The Board is pleased to announce that at the SGM held at Units 614–616, Level 6, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong at 10:30 a.m. on Monday, 7 April 2014, all resolutions set out in the notice of the SGM dated 21 March 2014 (the “**Resolutions**”) were duly passed by way of poll at the SGM. The poll results in respect of the Resolutions were as follows -

ORDINARY RESOLUTIONS		Number of Shares Voted (%)	
		For	Against
1.	To approve the issue and allotment of 4,423,175,008 Shares (constituting approximately 54.33% ⁽¹⁾ 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 ”).	1,325,283,774 96.46%	48,637,946 3.54%
2.	Subject to and conditional on the passing of ordinary resolution no. 1, to approve 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.	1,325,283,774 96.46%	48,637,946 3.54%
3.	Subject to and conditional on the passing of ordinary resolutions no. 1 and no. 2, to authorise the directors of the Company (the “ Directors ”) to do all acts and execute all documents they consider necessary or expedient to give effect to the Subscription.	1,325,283,774 96.46%	48,637,946 3.54%

ORDINARY RESOLUTIONS		Number of Shares Voted (%)	
		For	Against
4.	Subject to and conditional on the passing of ordinary resolutions no. 1 and no. 2, to approve the appointment of Mr. WANG Jian to serve as a Director as from completion of the Subscription.	1,325,283,774 96.46%	48,637,946 3.54%
5.	Subject to and conditional on the passing of ordinary resolutions no. 1 and no. 2, to approve the appointment of Mr. ZHANG Yong to serve as a Director as from completion of the Subscription.	1,325,283,774 96.46%	48,637,946 3.54%
6.	Subject to and conditional on the passing of ordinary resolutions no. 1 and no. 2, to approve the appointment of Mr. CHEN Jun to serve as a Director as from completion of the Subscription.	1,325,283,774 96.46%	48,637,946 3.54%
7.	Subject to and conditional on the passing of ordinary resolutions no. 1 and no. 2, to approve the appointment of Mr. CHIA Pun Kok to serve as a Director as from completion of the Subscription.	1,325,283,774 96.46%	48,637,946 3.54%
8.	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.	1,325,283,774 96.46%	48,637,946 3.54%

Notes:

- (1) The total number of issued shares of the Company increased from 3,718,469,631 Shares as at the Latest Practicable Date to 3,748,969,631 Shares as at the date of the SGM and of this announcement as result of the exercising of share options by certain option-holders (including Mr. Wang Jun, one of the directors of the Company) for an aggregate of 30,500,000 Shares subsequent to the Latest Practicable Date. Please refer to the paragraph headed “Effects on the Shareholding Structure” in this announcement for details relating to the shareholding structure of the Company as at the date of this announcement.
- (2)
 - a. The Subscriber and parties acting in concert with it and other Shareholders who are interested or involved in the Subscription and the Whitewash Waiver were required to abstain from voting on the resolutions to approve the Subscription and the Whitewash Waiver. The Subscriber and parties acting in concert with it did not vote on any of the resolutions at the SGM;
 - b. Ms. Chen, who is a party to the Subscription Agreement, and each of her associates, including Uni-Tech International Group Limited, who were interested in 784,937,030 Shares in aggregate, representing 20.94% of the issued Shares of the Company in aggregate, as of the date of the SGM, had abstained from voting on the resolutions to approve the Subscription and the Whitewash Waiver and did not vote on any of the resolutions at the SGM; and
 - c. The total number of Shares held by Independent Shareholders who were entitled to attend and vote on the resolutions to approve the Subscription and the Whitewash Waiver at the SGM was 2,964,032,601 Shares of the Company. There was no share entitling the holder to attend and abstain from voting in favour of the Resolutions.
- (3) Tricor Secretaries Limited, the Company’s branch share registrar and transfer office in Hong Kong, was appointed as the scrutineer at the SGM for the purpose of vote-taking in respect of the Resolutions.
- (4) The full text of the Resolutions is set out in the notice of the SGM dated 21 March 2014.

As more than 50% of the total votes were cast in favour of each of the Resolutions, all Resolutions were duly passed as ordinary resolutions of the Company.

EFFECTS ON THE SHAREHOLDING STRUCTURE

Set out below for illustrative purposes are the shareholding structures of the Company (i) as at the date of this announcement; and (ii) immediately after the completion of the Subscription (assuming that there is no other change in the issued share capital of the Company):

Name	Shareholding as at the date of this announcement		Shareholding immediately after the Completion	
	Number of Shares held	%	Number of Shares held	%
CITIC Group Corporation ^(Note 1)	807,998,000	21.55	807,998,000	9.89
Uni-Tech International Group Limited ^(Note 2)	784,937,030	20.94	784,937,030	9.61
Wang Jun ^(Note 3)	12,850,000	0.34	12,850,000	0.16
The Subscriber and parties acting in concert with it ^(Note 4)	0	0	4,423,175,008	54.13
Other Public Shareholders	2,143,184,601	57.17	2,143,184,601	26.22
TOTAL	3,748,969,631	100.00	8,172,144,639	100

Notes:

- (1) Road Shine Developments Limited, Goldreward.com Ltd. and Perfect Deed Co. Ltd. hold 600,000,000 shares, 163,818,000 Shares and 44,180,000 Shares, respectively, all of which are controlled by CITIC Group Corporation (previously known as “CITIC Group”), a company established in the PRC.
- (2) Uni-Tech International Group Limited is wholly-owned by 21CN Corporation. 21CN Corporation is owned as to 100% by Pollon Internet Corporation, which is wholly-owned by Ms. Chen.
- (3) Wang Jun, one of the directors of the Company, exercised his Share options for 30,000,000 Shares on 28 March 2014 at an exercise price of HK\$3.175. Mr. Wang is expected to resign upon completion.
- (4) Please refer to the paragraph headed “Information on the Subscriber” in the section headed “Letter From the Board” in the Circular.

GRANT OF THE WHITEWASH WAIVER

Pursuant to a letter issued by the SFC on 3 April 2014, the Executive waives the obligation of the Subscriber to make a general offer for the Shares, subject to (i) the Subscription being approved by the Independent Shareholders at the SGM to be taken by way of poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Subscriber and parties acting in concert with it between the announcement of the Company in relation to the proposed Subscription and the completion thereof.

Shareholders and potential investors of the Company should note that the Completion of the Subscription is still subject to the fulfillment (or waiver, as the case may be) of other conditions precedent set out under the section headed “Conditions of the Subscription” in the Circular. Further announcement will be made by the Company upon the Completion of the Subscription.

For and on behalf of the Board
CITIC 21CN COMPANY LIMITED
Chen Xiao Ying
Executive Vice-Chairman

Hong Kong, 7 April 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.