

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in CITIC 21CN COMPANY LIMITED (the "Company"), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSALS INVOLVING GRANTING OF THE GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at Crown Room, 8th Floor, The Dynasty Club Limited, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 18 August 2011 at 10:00 a.m. (the "Annual General Meeting") is set out on pages 10 to 12 of this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's head office and principal place of business in Hong Kong at Units 614-616, Level 6, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement in this circular or this circular misleading.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

| | |
|---------------------------|--|
| “Annual General Meeting” | the annual general meeting of the Company to be held at Crown Room, 8th Floor, The Dynasty Club Limited, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 18 August 2011 at 10:00 a.m., notice of which is set out on pages 10 to 12 of this circular |
| “associates” | has the same meaning as defined in the Listing Rules |
| “Board” | the board of Directors |
| “Bye-Laws” | the existing bye-laws of the Company |
| “Company” | CITIC 21CN COMPANY LIMITED, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange |
| “Directors” | the directors of the Company |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Issue Mandate” | a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares as set out in Ordinary Resolution 4 in the notice of the Annual General Meeting |
| “Latest Practicable Date” | 7 July 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “PRC” | The People’s Republic of China |
| “Repurchase Mandate” | a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares as set out in Ordinary Resolution 5 in the notice of the Annual General Meeting |
| “SFO” | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Shareholder(s)” | the holders of the Shares |
| “Share Repurchase Rules” | the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange |
| “Shares” | ordinary shares of HK\$0.01 each in the capital of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | The Hong Kong Code on Takeovers and Mergers |

DEFINITIONS

“HK\$”

Hong Kong dollar, the lawful currency of Hong Kong

“%”

per cent.

CITIC 21CN
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(Incorporated in Bermuda with limited liability)
(Stock code: 241)

Executive Directors:

Mr. WANG Jun (*Chairman*)
Ms. CHEN Xiao Ying (*Executive Vice Chairman*)
Mr. LUO Ning (*Vice Chairman*)
Mr. SUN Yalei
Mr. ZHANG Liyang
Ms. XIA Guilan

Independent non-executive Directors:

Dr. HUI Ho Ming, Herbert, JP
Mr. ZHANG Jian Ming
Dr. LONG Junsheng

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM 12
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

12 July 2011

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING GRANTING OF THE GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposed Issue Mandate, the Repurchase Mandate and re-election of Directors.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 31 August 2010, general mandates were granted to the Directors to exercise all the powers of the Company to issue and repurchase Shares. Such mandates will lapse at the conclusion of the Annual General Meeting. The Directors wish to propose ordinary resolutions at the Annual General Meeting to give the Directors general mandates:

- (i) to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the Issue Mandate; subject to the passing of the relevant resolutions to approve the Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the Annual General Meeting, the Directors would be authorized to exercise the powers of the Company to issue a maximum of 743,573,926 Shares; and
- (ii) to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the Repurchase Mandate until the next annual general meeting of the Company or such earlier period as stated in the said ordinary resolution.

* For identification purpose only

LETTER FROM THE BOARD

In addition, a separate ordinary resolution will also be proposed at the Annual General Meeting to add to the Issue Mandate those Shares purchased by the Company pursuant to the Repurchase Mandate granted to the Directors at the Annual General Meeting.

An explanatory statement containing information regarding the Repurchase Mandate is set out in the appendix to this circular.

RE-ELECTION OF DIRECTORS

Pursuant to bye-laws 99 and 102 of the Bye-laws, Ms. CHEN Xiao Ying, Mr. SUN Yalei and Dr. HUI Ho Ming, Herbert, JP will be retiring from office at the Annual General Meeting (the "AGM") and Ms. CHEN Xiao Ying, Mr. SUN Yalei and Dr. HUI Ho Ming, Herbert, JP, being eligible, offer themselves for re-election at the AGM.

The particulars of the Directors proposed to be re-elected at the Annual General Meeting are as follows:

(a) Ms. CHEN Xiao Ying

Ms. CHEN Xiao Ying, aged 48, is the Executive Vice Chairman of the Company. Ms. Chen is responsible for setting overall corporate strategies and their implementation for the Group. She has been Chairman of the Pollon Group, a private investment group, since its inception in 1989 and which invests in power plants, telecommunications and property development in the PRC. Ms. Chen has been a Member of the Chinese National People's Political Consultative Committee since 1998 and a Permanent Honorary President of Friends of Hong Kong Association Limited since 1999. Ms. Chen has served as Director since May 2000. Between August 2007 and April 2010, she was a Non-executive Director of China Resources Power Holdings Company Limited which is listed on the Main Board of the Stock Exchange. Save as disclosed herein, Ms. Chen did not hold directorship in any other Hong Kong or overseas listed public companies in the last three years and, save for directorships in certain subsidiaries of the Company, did not hold any other position with the Company or other members of the Group.

As at the Latest Practicable Date, Ms. Chen had a controlled corporation interest in 784,937,030 Shares and in share options to subscribe for 90,000,000 Shares (as set out in point 6 of the Appendix). Save as disclosed herein (including point 6 of the Appendix), she was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO nor did she have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

There is no service contract between the Company and Ms. Chen. Ms. Chen is not appointed for a specific term and she is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provision of the Bye-Laws. The director's fee of Ms. Chen is to be determined by the Board after reviewing recommendations from the Remuneration Committee which will be with reference to the qualification, experience and duties of Ms. Chen and the prevailing market rate, if the Board are so authorised by the Shareholders at the Annual General Meeting. Her director's remunerations will be disclosed pursuant to the Listing Rules when it is fixed by the Board. Mr. Chen received HK\$1,300,000 as director's emoluments for the year ended 31 March 2011.

(b) Mr. SUN Yalei

Mr. SUN Yalei, aged 43, is an Assistant President of CITIC Group, Vice Chairman and President of CITIC Guoan Group. Mr. Sun is also serving as Vice Chairman of CITIC Guoan Information Industry Company Limited, a public company listed on the Shenzhen Stock Exchange in the PRC. Mr. Sun has extensive experience in financial and assets management. Mr. Sun graduated from the Renmin University of China. Mr. Sun has served as Director since September 2002. Save as disclosed herein, Mr. Sun did not hold directorship in any other Hong Kong or overseas listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Sun had a personal interest in the share options to subscribe for 10,000,000 Shares. Save as disclosed herein, he was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO nor did he

LETTER FROM THE BOARD

have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

There is no service contract between the Company and Mr. Sun. Mr. Sun is not appointed for a specific term and he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provision of the Bye-Laws. The director's fee of Mr. Sun is to be determined by the Board after reviewing recommendations from the Remuneration Committee which will be with reference to the qualification, experience and duties of Mr. Sun and the prevailing market rate, if the Board are so authorised by the Shareholders at the Annual General Meeting. His director's remunerations will be disclosed pursuant to the Listing Rules when it is fixed by the Board. Mr. Sun had not received any director's fee for the year ended 31 March 2011.

(c) Dr. HUI Ho Ming, Herbert, JP

Dr. HUI Ho Ming, Herbert, JP, aged 53, is currently an Executive Director of Hong Kong Resources Holding Company Ltd, a company listed on the Main Board of the Stock Exchange, and an Executive Vice Chairman of Wanthorpe Private Equity Ltd.. He has over 20 years experience in merchant banking, securities regulation as well as extensive commercial and corporate finance experience. Dr. Hui serves on the boards of a number of publicly listed companies as well as public bodies. He held the position as Deputy Chief Executive and Head of the Listing Division, The Hong Kong Stock Exchange Limited from 1992 to 1997. He also serves as a Court Member of the Hong Kong University of Science and Technology and the Chairman of the Finance Committee of the APAS Research and Development Centre. He was a Past Chairman of the Hong Kong Institute of Directors. He is also an Independent Non-executive Director on the boards of the Company and Dynasty Fine Wines Group Limited, both of whom are listed on the Main Board of the Stock Exchange. He was appointed as a member of the Hong Kong Education and Manpower Bureau's Post-secondary Education Providers Vetting Committee and Selection Committee for the Allocation of Sites to Post-secondary Education Providers. He was appointed as a Justice of the Peace in 2004. Dr. Hui has served as Independent Non-executive Director since November 2005. If Dr. Hui shall be re-elected as Independent Non-executive Director at the Annual General Meeting, Dr. Hui will continue to act as the Chairman of the Audit Committee and a member of the Remuneration Committee of the Company.

Dr. Hui is also a director of Ocean Grand Holdings Ltd. (Provisional Liquidator Appointed) ("OGH"), listed on the Stock Exchange. Provisional liquidator was appointed to OGH pursuant to the Order of the High Court dated 24 July 2006 as a result of application made by the board of OGH for protecting its assets and safeguarding the interests of its creditors and shareholders. According to the announcement dated 11 October 2010, on 28 September 2010, the Stock Exchange informed OGH by way of a letter that the Listing Appeals Committee had decided to accept the Resumption Proposal, subject to the OGH's compliance with conditions as set out in the Decision Letter to the satisfaction of the Listing Division by 30 June 2011 and confirmation by the Provisional Liquidator.

Save as disclosed herein, Dr. Hui did not hold directorship in any other Hong Kong or overseas listed public companies in the last three years and did not hold any other position with the Company or other members of the Group.

As at the Latest Practicable Date, Dr. Hui was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO nor did he have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

There is no service contract between the Company and Dr. Hui. Dr. Hui is not appointed for a specific term and he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provision of the Bye-Laws. The director's fee of Dr. Hui as a Director is to be determined by the Board after reviewing recommendations from the Remuneration Committee which will be with reference to the qualification, experience and duties of Dr. Hui and the prevailing market rate, if the Board are so authorised by the Shareholders at the Annual General Meeting. His director's remunerations will be disclosed pursuant to the Listing Rules when it is fixed by the Board. For the year ended 31 March 2011, he received emoluments in the amount of HK\$360,000 for

LETTER FROM THE BOARD

his services as Independent Non-executive Director and Chairman of the Audit Committee and a member of the Remuneration Committee. The remuneration has been determined with reference to the prevailing market rate and based on Dr. Hui's experience and qualification and his time and expertise contributed to the Company's affairs.

Save as disclosed herein, the Board is not aware of any other matter relating to the re-election of Ms. CHEN Xiao Ying, Mr. SUN Yalei and Dr. HUI Ho Ming, Herbert, JP that needs to be brought to the attention of the Shareholders, nor is there any other information in relation to Rule 13.51(2) of the Listing Rules that needs to be brought to the attention of the Shareholders.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Crown Room, 8th Floor, The Dynasty Club Limited, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 18 August 2011 at 10:00 a.m. is set out on pages 10 to 12 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will find enclosed a form of proxy for use at the Annual General Meeting. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's head office and principal place of business in Hong Kong at Units 614-616, Level 6, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

No Shareholder is required to abstain from voting at the Annual General Meeting pursuant to the Listing Rules and/or the Bye-Laws.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the Annual General Meeting must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to the bye-law 70 of the Bye-Laws and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors consider that the proposed Issue Mandate, the Repurchase Mandate and the proposed re-election of Directors are in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions as set out in the notice of the Annual General Meeting.

Your attention is also drawn to the additional information set out in the appendix to this circular.

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

This appendix includes an explanatory statement required by the Share Repurchase Rules to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to purchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed purchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be purchased must be fully paid up.

2. FUNDING OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the memorandum of association and Bye-laws, the Companies Act 1981 of Bermuda, the laws of Bermuda and any other applicable laws.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,717,869,631 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the Repurchase Mandate and on the basis that no further Share are issued or repurchased between the Latest Practicable Date and the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 371,786,963 Shares.

4. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

The Directors have no present intention to exercise the general mandate in full to repurchase Shares and they would only exercise the power to repurchase Shares in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the general mandate to repurchase Shares were to be exercised in full at the currently prevailing market value, it would have a material adverse impact on the working capital position and gearing position of the Company, as compared with the positions disclosed in the audited consolidated accounts of the Company as at 31 March 2011, being the date to which the latest published audited accounts of the Company were made up. The Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and in accordance with the Memorandum of Association and Bye-laws.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert, depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register maintained by the Company pursuant to Section 336 of the SFO, the following Shareholders were beneficially interested in 5% or more of the issued share capital of the Company:

| Name | Nature of interest | Number of Shares held (Note (c)) | Personal interest in share options | Total interest in Shares/ underlying shares | Approximate percentage of the issued share capital | Approximate percentage of the issued share capital (assuming the Repurchase Mandate is exercised in full) |
|--|------------------------------------|-------------------------------------|------------------------------------|---|--|---|
| Uni-Tech International Group Limited (Note (a)) | Beneficial owner | 784,937,030 | - | 784,937,030 | 21.11% | 23.46% |
| 21CN Corporation (Note (a)) | Interest of controlled corporation | 784,937,030 | - | 784,937,030 | 21.11% | 23.46% |
| Pollon Internet Corporation (Note (a)) | Interest of controlled corporation | 784,937,030 | - | 784,937,030 | 21.11% | 23.46% |
| Ms. Chen Xiao Ying (Note (a)) | Interest of controlled corporation | 784,937,030 | 90,000,000 | 874,937,030 | 23.53% | 26.15% (assuming exercise in full of the share options) |
| CITIC Group (Note (b)) | Interest of controlled corporation | 807,998,000 | - | 807,998,000 | 21.73% | 24.15% |

Notes:

- (a) Uni-Tech International Group Limited is wholly-owned by 21CN Corporation. 21CN Corporation is owned as to 99.5% by Pollon Internet Corporation, which is wholly-owned by Ms. Chen Xiao Ying, Executive Vice Chairman of the Company. Ms. Chen Xiao Ying is deemed to be interested in the 784,937,030 Shares held by Uni-Tech International Group Limited.
- (b) The interest in these Shares of the Company were held by Road Shine Developments Limited as to 600,000,000 Shares, Goldreward.com Ltd as to 163,818,000 Shares and Perfect Deed Co. Ltd. as to 44,180,000 Shares, all of which are controlled by CITIC Group.
- (c) All interests in Shares and underlying Shares of equity derivatives of the Company were long positions.

In the event that the Repurchase Mandate is exercised in full by the Directors, the Directors believe that such increase will not give rise to an obligation of any Shareholders to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such an extent that it will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25% under Rule 8.08 of the Listing Rules.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

No connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company or its subsidiaries nor has he/she/it undertaken not to sell any of the Shares held by him/her/ it to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company in the preceding six months (whether on the Stock Exchange or otherwise) ending on the Latest Practicable Date.

9. SHARE PRICE

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months immediately prior to the Latest Practicable Date quoted on the website of the Stock Exchange were as follows:

| | Shares | |
|--|-----------------|----------------|
| | Highest HK\$ | Lowest HK\$ |
| 2010 | | |
| July | 1.140 | 0.980 |
| August | 1.370 | 1.050 |
| September | 1.420 | 1.210 |
| October | 1.370 | 1.130 |
| November | 1.330 | 0.910 |
| December | 1.070 | 0.860 |
| 2011 | | |
| January | 1.010 | 0.870 |
| February | 0.930 | 0.700 |
| March | 1.250 | 0.760 |
| April | 1.130 | 0.990 |
| May | 1.040 | 0.850 |
| June | 1.060 | 0.820 |
| July (Up to the Latest Practicable Date) | 1.020 | 0.860 |

NOTICE OF ANNUAL GENERAL MEETING

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of CITIC 21CN COMPANY LIMITED (the "Company") will be held at Crown Room, 8th Floor, The Dynasty Club Limited, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 18 August 2011 at 10:00 a.m. to transact the following business:

As ordinary business

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 March 2011.
2. To re-elect retiring directors of the Company (the "Directors"), namely (a) Ms. CHEN Xiao Ying as Executive Director, (b) Mr. SUN Yalei as Executive Director, and (c) Dr. HUI Ho Ming, Herbert, JP as Independent Non-executive Director; and to authorise the board of directors of the Company to fix the Directors' remuneration.
3. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

As special businesses

To consider and, if though fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

4. "THAT:
 - (a) subject to paragraph (c) below and pursuant to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the exercise by the Directors of the Company (the "Directors") during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each (the "Shares") in the share capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) The aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined); or

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (ii) an issue of Shares upon the exercise of rights of subscription or conversion attaching to any warrants or convertible bonds issued by the Company or any securities which are convertible into Shares the issue of which warrants and other securities has previously been approved by shareholders of the Company; or
- (iii) an issue of Shares upon the exercise of any options granted under any share option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares; or
- (iv) an issue of Share as scrip dividends or similar arrangements providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company,

shall not in total exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

- (d) for the purpose of this Resolution, "Relevant Period" means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors under this Resolution; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act of Bermuda or any applicable laws of Bermuda to be held.

"Rights Issue" means an offer of Shares or warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to shareholders of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or any class thereof (subject to such exclusions or other arrangements as the Directors may see necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company)."

5. "THAT:

- (a) Subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in Ordinary Resolution 4 as set out in the notice convening this meeting) of all the powers of the Company to purchase Shares (as defined in Ordinary Resolution 4 as set out in the notice convening this meeting) on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose and, subject to and in accordance with the applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved; and
- (b) the aggregate nominal amount of Shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly."

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon the passing of the Ordinary Resolutions 4 and 5 as set out in the notice convening this meeting, the general mandate granted to the Directors under Ordinary Resolution 4 as set out in the notice convening this meeting be and is hereby extended by the addition of an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to the general mandate approved in Ordinary Resolution 5 as set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the said Resolution.”

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

Hong Kong, 12 July 2011

Registered Office:
Canon's Court
22 Victoria Street
Hamilton HM 12
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 12 July 2011.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorized 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 less 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.
- (7) The retiring Directors standing for re-election at the annual general meeting of the Company are Ms. CHEN Xiao Ying, Mr. SUN Yalei and Dr. HUI Ho Ming, Herbert, JP.