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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: 0241)**

**ANNOUNCEMENT OF INTERIM RESULTS**  
**FOR THE SIX MONTHS ENDED 30TH SEPTEMBER 2011**

The board of directors (the “Directors”) of CITIC 21CN Company Limited (the “Company”) is pleased to announce the unaudited consolidated interim results of the Company and its subsidiaries (collectively referred to as the “Group”) for the six months ended 30th September 2011 and the unaudited condensed consolidated statement of financial position of the Group as at 30th September 2011.

**CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
*For the six months ended 30th September 2011*

		<b>Six months ended</b>	
		<b>30th September</b>	
		<b>2011</b>	<b>2010</b>
		<b>(Unaudited)</b>	<b>(Unaudited)</b>
	<i>Notes</i>	<b>HK\$'000</b>	<b>HK\$'000</b>
Turnover	3	<b>211,483</b>	115,786
Cost of sales and services		<b>(169,237)</b>	(88,894)
Gross profit		<b>42,246</b>	26,892
Other gains and losses	4	<b>(15,976)</b>	696
Administrative expenses		<b>(59,040)</b>	(46,581)
Share of profit of an associate	5	<b>2,840</b>	4,035
Interest expenses		<b>(499)</b>	(325)
Loss before taxation		<b>(30,429)</b>	(15,283)
Taxation	6	<b>(471)</b>	(227)
Loss for the period	7	<b>(30,900)</b>	(15,510)

\* *For identification purposes only*

		<b>Six months ended</b>	
		<b>30th September</b>	
		<b>2011</b>	2010
		<b>(Unaudited)</b>	(Unaudited)
	<i>Notes</i>	<b>HK\$'000</b>	<b>HK\$'000</b>
Other comprehensive income			
Exchange differences arising on translation		<u>2,671</u>	<u>3,017</u>
Total comprehensive expense for the period		<u><b>(28,229)</b></u>	<u>(12,493)</u>
Loss for the period attributable to:			
Owners of the Company		<b>(30,900)</b>	(15,510)
Non-controlling interests		<u>–</u>	<u>–</u>
		<u><b>(30,900)</b></u>	<u>(15,510)</u>
Total comprehensive expense attributable to:			
Owners of the Company		<b>(28,229)</b>	(12,493)
Non-controlling interests		<u>–</u>	<u>–</u>
		<u><b>(28,229)</b></u>	<u>(12,493)</u>
		<b>HK cents</b>	<b>HK cents</b>
Loss per share			
Basic and diluted	8	<u><b>(0.83)</b></u>	<u>(0.42)</u>

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

*As at 30th September 2011*

	<i>Notes</i>	<b>30th September 2011 (Unaudited) HK\$'000</b>	31st March 2011 (Audited) HK\$'000
<b>Non-current assets</b>			
Property, plant and equipment		75,517	76,611
Intangible assets	9	49,306	50,639
Interest in an associate		94,845	92,005
Loans receivable	10	42,857	39,137
Available-for-sale investments		9,075	8,925
		<b>271,600</b>	267,317
		<b>271,600</b>	267,317
<b>Current assets</b>			
Amounts due from customers for contract work		4,157	4,088
Debtors and prepayments	11	89,577	83,820
Investments held for trading		32,298	50,225
Bank balances and cash		138,442	160,335
		<b>264,474</b>	298,468
		<b>264,474</b>	298,468
<b>Current liabilities</b>			
Creditors and accruals	12	147,509	137,489
Taxation payable		345	524
Short-term bank loans		11,858	23,324
		<b>159,712</b>	161,337
		<b>159,712</b>	161,337
<b>Net current assets</b>		<b>104,762</b>	137,131
<b>Total assets less current liabilities</b>		<b>376,362</b>	404,448
<b>Non-current liability</b>			
Deferred taxation		2,175	2,032
		<b>2,175</b>	2,032
		<b>374,187</b>	402,416
<b>Capital and reserves</b>			
Share capital	13	37,179	37,179
Reserves		336,998	365,227
		<b>374,177</b>	402,406
Non-controlling interests		10	10
		<b>374,187</b>	402,416
<b>Total equity</b>		<b>374,187</b>	402,416

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

*For the six months ended 30th September 2011*

	Share Capital (Unaudited) HK\$'000	Share premium (Unaudited) HK\$'000	Capital reserve (Unaudited) HK\$'000	Contributed surplus (Unaudited) HK\$'000	Translation reserve (Unaudited) HK\$'000	Share options reserve (Unaudited) HK\$'000	General reserve (Unaudited) HK\$'000	Accumulated losses (Unaudited) HK\$'000	Attributable to Owners of the Company (Unaudited) HK\$'000	Non- controlling interests (Unaudited) HK\$'000	Total (Unaudited) HK\$'000
At 1st April 2011	37,179	769,675	19,215	78,108	68,940	21,181	11,851	(603,743)	402,406	10	402,416
Exchange differences arising on translation	-	-	-	-	2,671	-	-	-	2,671	-	2,671
Loss for the period	-	-	-	-	-	-	-	(30,900)	(30,900)	-	(30,900)
Total comprehensive income (expenses) for the period	-	-	-	-	2,671	-	-	(30,900)	(28,229)	-	(28,229)
Lapse of share options	-	-	-	-	-	(350)	-	350	-	-	-
At 30th September 2011	<u>37,179</u>	<u>769,675</u>	<u>19,215</u>	<u>78,108</u>	<u>71,611</u>	<u>20,831</u>	<u>11,851</u>	<u>(634,293)</u>	<u>374,177</u>	<u>10</u>	<u>374,187</u>
At 1st April 2010	37,179	769,675	19,215	78,108	60,626	23,278	11,851	(579,490)	420,442	10	420,452
Exchange differences arising on translation	-	-	-	-	3,017	-	-	-	3,017	-	3,017
Loss for the period	-	-	-	-	-	-	-	(15,510)	(15,510)	-	(15,510)
Total comprehensive income (expenses) for the period	-	-	-	-	3,017	-	-	(15,510)	(12,493)	-	(12,493)
Lapse of share options	-	-	-	-	-	(2,097)	-	2,097	-	-	-
At 30th September 2010	<u>37,179</u>	<u>769,675</u>	<u>19,215</u>	<u>78,108</u>	<u>63,643</u>	<u>21,181</u>	<u>11,851</u>	<u>(592,903)</u>	<u>407,949</u>	<u>10</u>	<u>407,959</u>

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW

For the six months ended 30th September 2011

	Six months ended 30th September	
	2011 (Unaudited) HK\$'000	2010 (Unaudited) HK\$'000
Net cash from (used in) operating activities	1,479	(13,012)
Net cash used in investing activities	(12,428)	(1,690)
Net cash used in financing activities	<u>(12,357)</u>	<u>(325)</u>
Decrease in cash and cash equivalents	(23,306)	(15,027)
Cash and cash equivalent at beginning of the period	160,335	188,834
Effect of foreign exchange rate changes	<u>1,413</u>	<u>(306)</u>
Cash and cash equivalent at end of the period, representing bank balances and cash	<u>138,442</u>	<u>173,501</u>

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS:

### 1. GENERAL INFORMATION

CITIC 21CN Company Limited (the “Company”) is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of its registered office is at Canon’s Court, 22 Victoria Street, Hamilton HM12, Bermuda.

The condensed consolidated financial statements are presented in Hong Kong dollars while the functional currency is Renminbi. The reason for selecting Hong Kong dollars as its presentation currency is because the Company is a public company in Hong Kong with the shares listed on the Stock Exchange.

The Company is an investment holding company. The Group is an integrated information and content service provider. The principal activities of the Group comprise telecommunication and information value-added services, the provision of Product Identification, Authentication and Tracking System (“PIATS”), system integration and software development.

### 2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange and with Hong Kong Accounting Standard 34 (“HKAS 34”) “Interim Financial Reporting”.

The condensed consolidated financial statements for the six months ended 30th September 2011 are unaudited and have been reviewed by the audit committee of the Company.

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values, as appropriate.

The accounting policies and methods of computation used in condensed consolidated financial statements for the six months ended 30th September 2011 are the same as those followed in the preparation of the Group’s annual financial statements for the year ended 31st March 2011, except as described below.

In the current interim period, the Group has applied, for the first time, the following new or revised standards, and interpretations (“new or revised HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”):

Improvements to HKFRSs 2010	
HKAS 24 (as revised in 2009)	“Related party disclosures”
Amendments to HK(IFRIC)-Int 14	“Prepayments of a Minimum Funding Requirement”
HK(IFRIC)-Int 19	“Extinguishing Financial Liabilities with Equity Instruments”

The application of the above new or revised HKFRSs in the current interim period has had no material effect on the amounts reported in these condensed consolidated financial statements and/or disclosures set out in these condensed consolidated financial statements.

The Group has not early applied the following new or revised standards that have been issued but are not yet effective:

HKFRS 7 (Amendments)	Disclosures – Transfers of financial assets <sup>1</sup>
HKFRS 9	Financial instruments <sup>4</sup>
HKFRS 10	Consolidated financial statements <sup>4</sup>
HKFRS 11	Joint arrangements <sup>4</sup>
HKFRS 12	Disclosure of interests in other entities <sup>4</sup>
HKFRS 13	Fair value measurement <sup>4</sup>
HKAS 1 (Amendments)	Presentation of items of other comprehensive income <sup>3</sup>
HKAS 12 (Amendments)	Deferred tax: Recovery of underlying assets <sup>2</sup>
HKAS 19 (Revised 2011)	Employee benefits <sup>4</sup>
HKAS 27 (Revised 2011)	Separate financial statements <sup>4</sup>
HKAS 28 (Revised 2011)	Investments in associates and joint ventures <sup>4</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1st July 2011

<sup>2</sup> Effective for annual periods beginning on or after 1st January 2012

<sup>3</sup> Effective for annual periods beginning on or after 1st July 2012

<sup>4</sup> Effective for annual periods beginning on or after 1st January 2013

The five new or revised standards on consolidation, joint arrangements and disclosures including HKFRS 10, HKFRS 11, HKFRS 12, HKAS 27 (Revised 2011) and HKAS 28 (Revised 2011) were issued by the HKICPA in June 2011 and are effective for annual periods beginning on or after 1st January 2013. Earlier application is permitted provided that all of these five new or revised standards are applied early at the same time. The directors of the Company anticipate that these new or revised standards will be applied in the Group's consolidated financial statements for financial year ending 31st March 2014 and the potential impact is described below.

HKFRS 10 replaces the parts of HKAS 27 “Consolidated and Separate Financial Statements” that deal with consolidated financial statements. Under HKFRS 10, there is only one basis for consolidation, that is control. In addition, HKFRS 10 includes a new definition of control that contains three elements: (a) power over an investee, (b) exposure, or rights, to variable returns from its involvement with the investee, and (c) ability to use its power over the investee to affect the amount of the investor's returns. Extensive guidance has been added in HKFRS 10 to deal with complex scenarios. Overall, the application of HKFRS 10 requires a lot of judgement.

HKFRS 11 replaces HKSA 31 “Interests in Joint Ventures”. HKFRS 11 deals with how a joint arrangement of which two or more parties have joint control should be classified. Under HKFRS 11, there are two types of joint arrangements: joint ventures and joint operations. The classification in HKFRS 11 is based on parties' rights and obligations under the arrangements. In contrast, under HKAS 31, there are three different types of joint arrangements: jointly controlled entities, jointly controlled assets and jointly controlled operations.

In addition, joint ventures under HKFRS 11 are required to be accounted for using equity method of accounting, whereas jointly controlled entities under HKAS 31 can be accounted for using the equity method of accounting or proportionate accounting. The application of HKFRS 11 might result in changes in the classification of the Group's joint arrangements and their accounting treatments. Specifically, the Group's jointly controlled entities that are currently accounted for using proportionate consolidation will have to be accounted for using the equity method of accounting.

Other than disclosed above, the directors of the Company anticipate that the application of these new or revised standards will have no material impact on the results and financial position of the Group.

### 3 SEGMENT INFORMATION

The Group is an integrated information and content service provider. For management purposes, the Group is organised into three operating divisions namely telecommunications/information value-added services, the provision of Product Identification, Authentication, Tracking System (“PIATS”), and system integration and software development. These divisions are the basis on which the Group reports its segment information.

The following is an analysis of the Group’s revenue and results by operating segments:

- Telecommunications/information value-added services – provision of telecommunications/information value-added services
- PIATS business – operation of an exclusive platform for PIATS
- System integration and software development – provision of system integration and software development

The following is an analysis of the Group’s revenue and results by operating segments:

	Segment revenue		Segment profit/(loss)	
	Six months ended 30th September			
	2011 (unaudited) <i>HK\$’000</i>	2010 (unaudited) <i>HK\$’000</i>	2011 (unaudited) <i>HK\$’000</i>	2010 (unaudited) <i>HK\$’000</i>
Telecommunication/information value-added services	207,064	113,145	(350)	805
PIATS business	4,419	1,501	(9,484)	(11,768)
System integration and software development	–	1,140	(198)	1,124
	<hr/>	<hr/>	<hr/>	<hr/>
Total	211,483	115,786	(10,032)	(9,839)
Other gains and losses			(15,976)	696
Share of profit of an associate			2,840	4,035
Interest expenses			(499)	(325)
Unallocated corporate expenses			(6,762)	(9,850)
			<hr/>	<hr/>
Loss before taxation			(30,429)	(15,283)



#### 4 OTHER GAINS AND LOSSES

	Six months ended 30th September	
	2011 (Unaudited) HK\$'000	2010 (Unaudited) HK\$'000
Interest income from bank deposits	300	494
Imputed interest income on loans receivable	733	437
Dividends from equity securities	690	438
Change in fair value of investments held for trading	(17,928)	(653)
Change in value of loans receivable upon initial recognition (Note 10)	(290)	–
Net exchange loss	(401)	(65)
Others	920	45
	<u>(15,976)</u>	<u>696</u>

#### 5 SHARE OF PROFIT OF AN ASSOCIATE

The Group recorded a share of net result from a 30%-owned associate, Dongfang Customs Technology Company Limited (“Dongfang Customs”).

#### 6 TAXATION

	Six months ended 30th September	
	2011 (Unaudited) HK\$'000	2010 (Unaudited) HK\$'000
The charge comprises:		
PRC Enterprise Income Tax – Jointly controlled entities	<u>471</u>	<u>227</u>

No provision for Hong Kong Profits Tax has been made for both periods as the Group’s income neither arises in, nor is derived from Hong Kong.

Under the Law of the People’s Republic of China on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries and jointly controlled entities are 25%.

Pursuant to the relevant laws and regulations in the PRC, one of the Group’s jointly controlled entity and a subsidiary are entitled to exemption from PRC Enterprise Income Tax for the two years ended starting from the year ended 31st March 2006 and a 50% relief for the subsequent three years. They would continue to enjoy such tax benefits until the exemption and reduction period expire, but not beyond 2012. The jointly controlled entity and the subsidiary incurred tax loss in both periods. Another jointly controlled entity of the Group operating in the PRC was awarded the Advanced-technology Enterprise Certificate and is eligible for the concession rate of 15% for three years commenced from 14th December 2009.

## 7 LOSS FOR THE PERIOD

Six months ended 30th September	
2011 (Unaudited) HK\$'000	2010 (Unaudited) HK\$'000

Loss for the period has been arrived at after charging (crediting):

Staff costs	38,710	29,866
Depreciation	11,717	11,129
Operating lease rentals in respect of buildings	6,870	4,446
Reversal of impairment losses on trade receivables	(5)	(459)
	38,710	29,866

## 8 LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the owners of the Company for the period is based on the loss for the purposes of basic and diluted loss per share of HK\$30,900,000 (2010: HK\$15,510,000) and the weighted average number of ordinary shares for the purposes of basic and diluted loss per share of 3,717,870,000 (2010: 3,717,870,000).

The calculation of diluted loss per share for the six months period ended 30th September 2011 and 30th September 2010 does not include the exercise of the share options outstanding as the exercise of the share options outstanding would result in a decrease in loss per share for both periods.

## 9 INTANGIBLE ASSETS

Intangible assets represented the Group's license rights acquired from third parties. Such licenses are amortised over an estimated useful life of 20 years on a straight-line basis.

License rights represented the amounts paid for obtaining the unlimited deployment right of Oracle database management software and middleware for use in PIATS business.

## 10 LOANS RECEIVABLE

30th September 2011 (Unaudited) HK\$'000	31st March 2011 (Audited) HK\$'000
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Loans receivable comprise:

Non-current assets:

Loan to CCIT on 23rd November 2010 (note a)	7,304	4,415
Loan to CCIT on 21st July 2009 (note b)	11,027	10,646
Loan to CCIT on 3rd March 2006 (note c)	24,526	24,076
	42,857	39,137

- (a) On 23rd November 2010, CITIC 21CN (China) Technology Company Limited (“China Technology”) (a wholly owned subsidiary of the Group), entered into a second loan agreement with China Credit Information Technology Company Limited (“CCIT”) (a 50% owned jointly controlled entity of the Group) in which China Technology granted a loan facility of RMB30,000,000 (equivalent to HK\$36,300,000) (31st March 2011: equivalent to HK\$35,700,000) to CCIT for the development of the PIATS business. The loan is an non-interest bearing and unsecured, with a term up to 15th April 2014.

As at 30th September 2011 and 31st March 2011, CCIT has drawn up to RMB13,000,000 (equivalent to HK\$15,730,000) and RMB8,000,000 respectively (31st March 2011: equivalent to HK\$9,520,000) from the loan facility, and the carrying amount of the loan receivable from CCIT not eliminated on proportionate consolidation was HK\$7,304,000 (31st March 2011: HK\$4,415,000) with effective interest rate of 3.73% per annum.

- (b) On 21st July 2009, China Technology entered into a loan agreement with CCIT in which China Technology granted a non-interest bearing and unsecured three-year loan of RMB 20,000,000 (equivalent to HK\$24,200,000) (31st March 2011: equivalent to HK\$23,800,000) to CCIT for the development of the PIATS business. During the year ended 31st March 2011, the maturity date of the loan was extended to 15th April 2014 with terms and conditions remain unchanged.

As at 30th September 2011 and 31st March 2011, the carrying amount of the loan receivable from CCIT not eliminated on proportionate consolidation was HK\$11,027,000 (31st March 2011: HK\$10,646,000) with effective interest rate of 3.73% per annum.

- (c) On 3rd March 2006, CITIC 21CN Telecom Company Limited (“Telecom”) (a wholly owned subsidiary of the Group), entered into a loan agreement with CCIT in which Telecom granted a non-interest bearing and unsecured two-year loan of US\$6,900,000 (equivalent to HK\$53,820,000) (31st March 2011: equivalent to HK\$53,820,000) to CCIT for the development of the PIATS business. During the year ended 31st March 2008 and 31st March 2011, the maturity dates of the loan were extended to 23rd March 2011 and 15th April 2014 respectively with terms and conditions remain unchanged.

As at 30th September 2011 and 31st March 2011, the carrying amount of the loan receivable from CCIT not eliminated on proportionate consolidation was HK\$24,526,000 (2010: HK\$24,076,000) with effective interest rate of 3.73% per annum.

In the opinion of the directors, the above loans are not expected to repay within twelve months after the reporting period. Accordingly, it is classified as non-current.

## 11 DEBTORS AND PREPAYMENTS

	<b>30th September 2011 (Unaudited) HK\$'000</b>	31st March 2011 (Audited) HK\$'000
Trade receivables	<b>100,849</b>	95,596
<i>Less: Allowance for doubtful debts</i>	<b>(25,820)</b>	(25,825)
	<b>75,029</b>	69,771
Other receivables	<b>2,181</b>	2,145
Deposits and prepayments	<b>12,367</b>	11,904
	<b>89,577</b>	83,820

The Group provides a credit period of 90 days to its trade customers. The following is an aged analysis of trade receivables net of allowance for doubtful debts presented based on invoice date at the end of the reporting period:

	<b>30th September 2011 (Unaudited) HK\$'000</b>	31st March 2011 (Audited) HK\$'000
0-90 days	57,747	48,997
91-180 days	6,229	11,944
181-360 days	3,650	1,388
Over 360 days	7,403	7,442
	<u>75,029</u>	<u>69,771</u>

## 12 CREDITORS AND ACCRUALS

	<b>30th September 2011 (Unaudited) HK\$'000</b>	31st March 2011 (Audited) HK\$'000
Trade payables	33,385	31,113
Receipts in advance from customers	7,124	9,499
Other interest payable	28,713	28,239
Other payables and accruals	78,287	68,638
	<u>147,509</u>	<u>137,489</u>

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

	<b>30th September 2011 (Unaudited) HK\$'000</b>	31st March 2011 (Audited) HK\$'000
0-90 days	18,474	15,215
91-180 days	451	69
181-360 days	28	234
Over 360 days	14,432	15,595
	<u>33,385</u>	<u>31,113</u>

## 13 SHARE CAPITAL

	Number of ordinary shares	<i>HK\$'000</i>
Authorised:		
Ordinary shares of HK\$0.01 each		
At 1st April, 2010, 31st March 2011 and 30th September 2011	<u>10,000,000,000</u>	<u>100,000</u>
Issued and fully paid:		
Ordinary shares of HK\$0.01 each		
At 1st April 2010, 31st March 2011 and 30th September 2011	<u>3,717,869,631</u>	<u>37,179</u>

## 14 COMMITMENTS

### (a) Capital commitment

	30th September 2011 (Unaudited) <i>HK\$'000</i>	31st March 2011 (Audited) <i>HK\$'000</i>
Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the condensed consolidated financial statements	<u>2,898</u>	<u>2,837</u>

### (b) Operating leases

At the end of reporting period, the Group had commitments for future minimum lease payments in respect of buildings under non-cancellable operating leases which fall due as follows:

	30th September 2011 (Unaudited) <i>HK\$'000</i>	31st March 2011 (Audited) <i>HK\$'000</i>
Within one year	<u>10,604</u>	10,706
In the second to fifth year inclusive	<u>20,531</u>	<u>19,204</u>
	<u>31,135</u>	<u>29,910</u>

Leases are negotiated for a term of one to five years.

## 15 RELATED PARTY TRANSACTIONS

The following is a summary of the significant related party transactions carried out in the normal course of the business activities of the Group during the period:

	<b>Six months ended</b>	
	<b>30th September</b>	
	<b>2011</b>	2010
	<b>(Unaudited)</b>	(Unaudited)
	<b>HK\$'000</b>	HK\$'000
Telecommunications/information value-added services agency fee ( <i>note a</i> )	<b>1,583</b>	2,060

- (a) The Group pays agency fee to China Telecommunications Corporation (“China Telecom”), a joint venture partner of the Group, for providing telecommunications/information value-added services through the network of China Telecom and receiving service charges from customers through China Telecom. China Telecom holds 28% direct equity interest in Dongfang Customs and 20% indirect equity interest in CCIT.

## 16 ARBITRATION AND LITIGATION

On 29th October 2009, the Company received the Arbitration Notice issued by China International Economic and Trade Arbitration Commission (“CIETAC”). According to the Arbitration Notice, Oracle (China) Software Systems Co., Ltd. (formerly known as Beijing Oracle Software Systems Co., Ltd.) (“Oracle Beijing”), an independent third party, submitted an application in relation to an arbitration (the “Arbitration”) on the dispute arising from the Payment Agreement signed by Oracle Beijing, CITIC 21CN (China) Technology Co., Ltd. (“China Technology”), the Company and Oracle Systems Hong Kong Limited, an independent third party, on 30th May 2006. The Payment Agreement provided, among others, the settlement arrangement of license fee and service fee in relation to the Oracle License and Services Agreement in an aggregate amount of approximately RMB116 million against which approximately US\$11 million (approximately RMB88 million) deposit has been paid by the Group. The reason for the dispute over the Payment Agreement was that the parties to the agreements could not reach a consensus on the execution of the agreements.

On 23rd June 2010, the Company received the Arbitral Award (“Arbitral Award”) handed down by CIETAC. The Arbitral Award, inter alia, resulted in the interest expenses for the period starting from the date on which the payment was due up to 1st October 2009 at 0.02% daily rate of RMB23,730,000 (equivalent to HK\$28,713,000) (31st March 2011: HK\$28,239,000) and legal and related costs of RMB1,300,000 (equivalent to HK\$1,573,000) (31st March 2011: HK\$1,547,000) to be borne by the Company. Accordingly, full provision of the aforesaid amounts, net of deposits paid, has been made in the consolidated financial statements as at 31st March 2011.

On 19th October 2010, the Company made a written application (“Application”) to set aside the Arbitral Award to the Beijing First Intermediate People’s Court (“the Court”), which was heard on 26th November 2010. On 25th October 2011, the Court handed down a judgment (the “Judgment”) setting aside the Arbitral Award against the Company and China Technology.

On 27th October 2010, pursuant to the provision of Article 95 of the Basic Law on the arrangement concerning mutual enforcement of Arbitral Award between the PRC and the Hong Kong Special Administration Region (“HKSAR”), the Company received a court order (“the Order”) from the High Court of the HKSAR that leave be granted to Beijing Oracle to enforce the Arbitral Award and the Company and CITIC 21CN (China) Technology Co., Ltd. may within 14 days after service of the Order apply to set aside the Order and the Arbitral Award shall not be enforceable until after the expiration of such period, or if the Company and China Technology apply within the said period to set aside the Order, until after the application is finally disposed of. On 10th November 2010, the Company made an application to the High Court of the HKSAR by way of a Summons for the Order to be set aside and the

hearing be adjourned to 12th April 2012 in Hong Kong. Thus, the Arbitral Award cannot be enforced against the Company and China Technology at the end of the reporting period, and in view of the Judgment, the Company is considering for further actions to be taken.

On 24th January 2011, China Technology (the “plaintiff”) made an appeal to the Beijing First Intermediate People’s Court against Oracle Beijing (the “defendant”) for termination of Oracle License and Services Agreement and Payment Agreement and compensation from Oracle Beijing. The legal proceedings of the claim was still in progress at the end of the reporting period.

As the above application and litigation are still at the further fact finding stage, the result and timing cannot be reasonably estimated at this stage. In the opinion of the directors of the Company, adequate provision has been made in the condensed consolidation financial statements.

## FINANCIAL REVIEW

The key financial figures of the Group for the six months ended 30th September 2011 and the comparative figures for the six months ended 30th September 2010 were summarised as follows:

	<b>2011</b> <i>HK\$’000</i>	2010 <i>HK\$’000</i>	Change %
Turnover	<b>211,483</b>	115,786	82.6
Gross profit	<b>42,246</b>	26,892	57.1
Gross profit percentage	<b>20.0%</b>	23.2%	(13.8)
Other gains and losses	<b>(15,976)</b>	696	N/A
Administrative expenses	<b>(59,040)</b>	(46,581)	(26.7)
Share of profit of an associate	<b>2,840</b>	4,035	(29.6)
Net loss attributable to owners	<b>30,900</b>	15,510	99.2
Loss per share			
Basic and diluted	<b>0.83 cents</b>	0.42 cents	99.2

## Results

### – Turnover

Turnover of the Group for the six months ended 30th September 2011 was HK\$211,483,000, an increase of 82.6% as compared with the turnover of HK\$115,786,000 for the six months ended 30th September 2010. The increase was mainly due to the following reasons:

- (a) 北京鴻聯九五信息產業有限公司 (Beijing Honglian 95 Information Industries Company Limited (“HL95”)), a 49%-owned jointly controlled entity of the Group, is engaged in telecommunications/information value-added services. The Group’s share of the turnover of HL95 for the six months ended 30th September 2011 increased by 83.0% to HK\$207,064,000 from HK\$113,145,000 for the six months ended 30th September 2010. The Group’s share of the turnover of HL95 comprised HK\$83,936,000 (2010: HK\$60,321,000) from short messaging services (“SMS”), HK\$106,015,000 (2010: HK\$32,669,000) from call centres, HK\$5,796,000 (2010: HK\$7,229,000) from fixed-line interactive voice response system (“IVRS”), HK\$3,556,000 (2010: HK\$5,115,000) from mobile IVRS, HK\$5,140,000 (2010: HK\$5,715,000) from Internet-protocol (“IP”) phone, and HK\$2,621,000 (2010: HK\$2,096,000) from other value-added services. The increase in turnover was mainly attributable to increases in both call centre and SMS revenue, despite the decrease in fixed-line IVRS, mobile IVRS and IP Phone revenue. Call centre business, which exhibited a substantial growth during the period, became accounted for more than half of HL95’s turnover. Call centre revenue increased by times was mainly due to the continuous expansion of call centre capacity and the procurement of various new outsourcing contracts across China. Call centre industry is still fast growing in China and HL95 has successfully become one of the largest reputable operators in the industry. The growth in SMS revenue remained strong and increased by 39.1% during the period. The fixed-line IVRS business was affected by the change in consumer habits to use less fixed line as main communication tool at home and its revenue decreased by 19.8% during the period. Decrease in mobile IVRS revenue by 30.5% was due to the regulatory measures imposed by the relevant authorities to restrict on the interactive programmes on the media during the period. IP phone revenue only decreased by HK\$525,000 even under the keen competition from other IP phone providers. Slight increase in other value-added service revenue was mainly due to the increase in revenue from the provision of technical support services.
- (b) 中信國檢信息技術有限公司 (China Credit Information Technology Company Limited (“CCIT”)) (a 50%-owned jointly controlled entity of the Group) and 中信21世紀(中國)科技有限公司 (CITIC 21CN (China) Technology Company Limited (“CITIC 21CN Technology”)) (a wholly-owned subsidiary of the Group), are engaged in the Product Identification, Authentication and Tracking System (“PIATS”) business. The Group’s share of the revenue of PIATS business for the six months ended 30th September 2011 increased by 194.4% to HK\$4,419,000 from HK\$1,501,000 for the six months ended 30th September 2010. The growth in revenue during the period was due to an increased service subscription fee income following the intensive promotion of PIATS in drug industry.



- (c) 廣東天圖科技有限公司 (Guangdong Grand Cycle Technology Company Limited (“Grand Cycle”)), a wholly-owned subsidiary of the Group, is engaged in software development and system integration services and its turnover for the six months ended 30th September 2011 was nil as compared with the turnover of HK\$1,140,000 for the six months ended 30th September 2010. The operations of Grand Cycle have been scaling down and the turnover for the last corresponding period represented revenue generated from the outstanding system integration service contracts to the telecom industry.

– *Gross profit percentage*

The Group reported a gross profit percentage of 20.0% during the six months ended 30th September 2011 as compared with the gross profit percentage of 23.2% during the six months ended 30th September 2010. The decline was mainly caused by the decrease in gross profit margin of HL95 business even though the gross loss of PIATS business was narrowed.

The decrease in HL95’s gross profit percentage was principally due to the substantial growth in call centre revenue which were of lower average margin when compared with the traditional telecommunication service provider (“SP”) businesses.

With the increase in annual service subscription fee income, the gross loss of PIATS business was reduced when compared with that of last corresponding period. However, most of its direct operating costs such as depreciation were fixed in nature.

– *Other gains and losses*

During the six months ended 30th September 2011, other gains and losses recorded a loss of HK\$15,976,000 as compared with a gain of HK\$696,000 for the six months ended 30th September 2010. Such obvious decrease was mainly attributable to the loss on change in fair value of held for trading investments of HK\$17,928,000 as contrasted with HK\$653,000 for the six months ended 30th September 2010, due to the sharp downturn of investment market during this period.

– *Administrative expenses*

Administrative expenses for the six months ended 30th September 2011 was HK\$59,040,000, representing an increase of 26.7% over HK\$46,581,000 for the six months ended 30th September 2010. Such increase was principally due to the increase in staff costs included in administrative expenses arising from the growth in call centre business of HL95.

– *Share of profit of an associate*

Share of profit of an associate represented the share of profit of a 30%-owned associate, 東方口岸科技有限公司 (Dongfang Customs Technology Company Limited (“Dongfang Customs”)), which was engaged in electronic customs processing and other electronic government services. The share of profit of Dongfang Customs was HK\$2,840,000 for the six months ended 30th September 2011, a decrease of 29.6% as compared with HK\$4,035,000 for the six months ended 30th September 2010. Dongfang Customs has been upgrading its existing system by introducing more new and enhanced features to attract users using their services.

– *Net loss attributable to owners*

Net loss attributable to owners for the six months ended 30th September 2011 was HK\$30,900,000, representing an increase of 99.2% over HK\$15,510,000 for the same period last year, mainly because of the obvious decrease in other gains and losses as explained above.

– *Loss per share*

Basic and diluted loss per share was HK0.83 cents for the six months ended 30th September 2011, representing an increase of 99.2% over HK0.42 cents for the six months ended 30th September 2010.

## FINANCIAL RESOURCES, LIQUIDITY AND FOREIGN EXCHANGE EXPOSURES

The financial positions of the Group as at 30th September 2011 and the corresponding comparative figures as at 31st March 2011 are summarised as follows:

	<b>30th September 2011 HK\$'000</b>	31st March 2011 HK\$'000
Current assets	<b>264,474</b>	298,468
Including		
– bank balances and cash (mainly denominated in Hong Kong dollar, United States dollar and Renminbi)	<b>138,442</b>	160,335
– debtors	<b>77,210</b>	71,916
Current liabilities	<b>159,712</b>	161,337
– including short-term bank loans	<b>11,858</b>	23,324
Current ratio (current asset/current liabilities)	<b>1.66</b>	1.85
Quick ratio (bank balances and cash and debtors/ current liabilities)	<b>1.35</b>	1.44
Shareholders' equity	<b>374,177</b>	402,406
Gearing ratio (bank loans/shareholders' equity)	<b>3.17%</b>	5.80%

Bank balances and cash decreased by 13.7% from HK\$160,335,000 as at 31st March 2011 to HK\$138,442,000 as at 30th September 2011. The decrease in bank balances and cash was the result of the repayment of short-term bank loans and the net cash used in operating activities arising from the net loss of the Group incurred during the six months ended 30th September 2011.

As at 30th September 2011, trade debtors aged over 12 months were HK\$7,403,000 (31st March 2011: HK\$7,442,000), most of which were related to system integration and software development business.

Bank loans on the consolidated statement of financial position as at 30th September 2011 and 31st March 2011 were the Group's share of HL95's bank loans, which were short-term in nature, denominated in Renminbi and repayable within one year, and carried interest at prevailing market rates.

As at 30th September 2011, the Group reported relatively steady current and quick ratios. The current ratio was 1.66 (31st March 2011: 1.85), and the quick ratio was 1.35 (31st March 2011: 1.44).

Shareholders' equity decreased from HK\$402,406,000 as at 31st March 2011 to HK\$374,177,000 as at 30th September 2011, mainly because of the net loss of the Group incurred during the six months ended 30th September 2011.

The Group's gearing ratio decreased from 5.80% as at 31st March 2011 to 3.17% as at 30th September 2011, mainly because of the reduction in both the short-term bank loans and the shareholders' equity resulting from the net loss of the Group incurred during the six months ended 30th September 2011.

The Group's operations and transactions are principally located in the PRC. Other than the bank balances and cash most of which are placed in fixed deposits and liquid investments denominated in US dollars or Hong Kong dollars, other assets and liabilities are mainly denominated in either Hong Kong dollars or Renminbi. The Directors believe that there will not be material fluctuation in the exchange rate of US dollars against Hong Kong dollars, the reporting currency, in the foreseeable future, and the gradual and slight increase in the exchange rate of Renmimbi against Hong Kong dollars would result in exchange gain for the Group as the net assets of the Group's operating subsidiaries and jointly controlled entities in PRC are denominated in Renmimbi. Therefore, the operations of the Group are not subject to significant exchange rate risk.

## **BUSINESS REVIEW**

The Group is an integrated information and content service provider, emphasising on innovation as well as seeking ways to apply the latest information technology to provide unique information service to the PRC governmental departments, manufacturers, the pharmaceutical industry and consumers. The Group's major clients are sizable and prestigious PRC manufacturers. Our information service will also expedite the development of small to medium sized manufacturers. As a result, the Group has received strong support from the PRC government.

- **PIATS Business**

CCIT and CITIC 21CN Technology, a jointly-controlled entity and a subsidiary of the Group respectively, are principally engaged in the provision of product tracking, recall and enforcement information services to relevant authorities in the PRC through the operation of PIATS; the provision of product tracking and logistics information services to manufacturers; and the provision of services to consumers for verifying product information and origins. With the innovative concepts since its launch, the application of PIATS has been broadly extended countrywide to various products such as drugs, food and beverage, agricultural resources and household appliances, through which staging achievement has been reached, enterprise product brand name and orderly market has been effectively maintained, and helping the market set up a product credit system that has been recognized by consumers, government and enterprises.

As to the area of electronic monitoring of drugs, the coverage scope has been further enlarged during the period. The relevant authorities in the PRC have expressly stipulated that the compound drugs containing hemp, the compound codeine phosphate oral solution and the compound drugs containing diphenoxylate are all necessary to be included under the electronic monitoring. Such area of work has been commenced during the period, the company has continued to undertake the relevant technical support services, enterprises' corporate training and corporate implementation guidance work etc.

During the last year, the company also made plentiful attempts on the electronic monitoring of other products, such as agricultural resources and food, and gained certain achievements and experience. However, the company is unable to carry out full promotion in these areas as the relevant authorities in the PRC have not further issued supplemental work rules.

*Future prospect*

The gradual advancement of electronic monitoring has already evidenced that the government will make electronic monitoring an important tool for increasing management. Recently, the relevant authorities in the PRC has been getting ready to commence the electronic monitoring of all basic drugs, and are simultaneously planning to further enlarge the coverage types of drugs to be included under electronic monitoring. Pinpointing the various issues of dairy products under food category, the relevant authorities in the PRC is attempting to establish an information tracking system through the application of similar informationalized measures. The company will leverage on the successful and accumulated experience on PIATS and promote to further its cooperation with the relevant authorities in the PRC, so as to strive for the expansion of the scope and coverage of the application of PIATS. The management has confidence that PIATS can combat counterfeit and poor-quality commodities, improve commodity safety, and protect the interests of consumers and enterprises. Given that there are no other companies that can provide service similar to PIATS at the moment, the directors believe that is great potential for PIATS.

- **HL95**

HL95 is a nationwide telecommunications/information value-added services (“VAS”) company in the PRC and is licensed by the Ministry of Industries and Information on the provision of SMS, IVRS and other telecom services in the PRC. HL95 provides IVRS services through both fixed telephone line network and mobile phone network, and SMS services through the mobile phone network (both in collaboration with the telecom operators) which covers the whole country. HL95 offers governmental, commercial and entertainment information through its SMS and IVRS services. HL95 also provides other telecommunication/information VAS such as IP phone service and customer care call centres services.

*Future prospect*

The rapid development of 3G and mobile internet will continuously create immense business opportunities for HL95. With many years of good long-term relationship with telecom operators and content providers, HL95 will work closely with them so as to provide the latest 3G contents. The traditional mobile IVRS and fixed line IVRS services will continue to be under challenge, with regulatory measures from time to time imposed by the telecom operators or the relevant authorities, and with fierce competition arisen from inherent competitive advantages possessed by telecom operators. In the coming years, HL95 will focus its resources on the expansion of call centre business, for which HL95 has accumulated successful experience and has earned good reputation in the PRC. Since late 2009, HL95 has received several industry awards for its good achievement in call centre management and outsourcing contract. During the period, HL95 has completed the construction of a major 780 seats call centre in Beijing and has obtained various new outsourcing contracts countrywide. The management considers that the call centre revenue will continue to grow rapidly. HL95 is an important platform for the Group since it enables the Group to promote the information services of PIATS. For example, CCIT and CITIC 21CN Technology, in providing the PIATS service, uses HL95’s platform to enable consumers anywhere in the PRC to enquire product information by HL95’s IVRS and SMS systems and call centres. In the same time, HL95 is also intended to achieve to combine the PIATS business for transformation of services and expansion of new business. The Directors believe that HL95 has good potential in the call centre industry and at the same time can provide valuable support to PIATS.

- **Dongfang Customs**

Dongfang Customs, a joint venture with the PRC Customs Department and China Telecom, is engaged in electronic customs processing and other electronic government services. Dongfang Customs provides customs filing and declaration, identity authentication, online payments, electronic customs tax and foreign exchange filings, billing and other customs related services. Dongfang Customs’ users principally included manufacturers and import/export corporations for customs declaration and clearance services, and banks for foreign exchange monitoring and online payments to be processed electronically under the same network platform.

### *Future prospect*

The PRC government has been encouraging manufacturers and import/export corporations to perform the customs declaration processing electronically as it not only speeds up the customs declaration procedures but also helps minimise the handling costs involved in the declaration. Given that China is the manufacturing base for the world and the network platform of Dongfang Customs has been upgrading with more new and enhanced features to attract its established user base, such as technical support and database management services. The management considers that the business of Dongfang Customs under the Group's investment will provide us with good return.

- **Grand Cycle**

Grand Cycle is engaged in system integration and software development.

### *Future prospect*

Grand Cycle will focus on the system integration and software development support for the rapid and continuing expansion of the businesses of HL95 and PIATS.

## **EMPLOYEES AND REMUNERATION POLICIES**

The numbers of full-time employees of the Company and its subsidiaries, HL95, CCIT and Dongfang Customs as at 30th September 2011 are detailed as follows:

<b>Location</b>	<b>Telecommuni- cations/ Information value-added services</b>	<b>PIATS business</b>	<b>System integration and software development</b>	<b>Corporate</b>	<b>Associate</b>
– Hong Kong	–	–	–	7	–
– The PRC	6,581	43	3	–	270
<b>Total</b>	<b>6,581</b>	<b>43</b>	<b>3</b>	<b>7</b>	<b>270</b>

Total staff costs of the Group included in the administrative expenses for the six months ended 30th September 2011 were HK\$38,710,000. All the staff in Hong Kong participated in the Mandatory Provident Fund Scheme.

The Group's policy is to maintain a competitive pay structure and employees are rewarded on a performance related basis.

The Group has also set up share option schemes pursuant to which employees of the Group may be granted options to subscribe for the Company's shares at their absolute discretion. The subscription price, exercise period and the number of options to be granted are determined in accordance with the prescribed terms of the schemes. During the six months ended 30th September 2011, no share options were granted to employees of the Group.

## **INTERIM DIVIDEND**

The Board of Directors resolved that no interim dividend be declared for the six months period ended 30th September 2011 (2010: Nil).

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

The Company has not redeemed any of its listed securities of the Company during the period under review. Neither the Company nor any of its subsidiaries has purchased or sold any of listed securities of the Company during the period under review.

## **COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES**

The Company has complied with the code provisions of the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") during the accounting period under review, except for the deviations from code provisions A4.1, A.4.2 and E.1.2 of the Code as described below.

Under code provision A.4.1 of the Code, non-executive directors should be appointed for a specific term and subject to re-election. The non-executive directors of the Company are not appointed for a specific term of office. However, the non-executive directors of the Company are subject to retirement by rotation and re-election at annual general meetings in accordance with the Company's Bye-Laws.

Under the second part of code provision A.4.2 of the Code, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. All directors except the Chairman of the Company are subject to retirement by rotation pursuant to the Company's Bye-Laws. According to the Company's Bye-Laws, one-third of the directors for the time being (or, if their number is not a multiple of three, then the number nearest to but not greater than one-third) shall retire from office at each annual general meeting. The relevant provisions of the Company's Bye-Laws will be reviewed and amendment will be proposed if necessary, to ensure full compliance with code provision A.4.2 of the Code.

Under the first part of code provision E.1.2 of the Code, the chairman of the board should attend annual general meetings. The annual general meeting of the Company on 18th August 2011 had not been held in full compliance with this code provision. The meeting was however conducted in a good and proper manner.

## **ADOPTION OF CODE OF CONDUCT REGARDING DIRECTORS' SECURITIES TRANSACTIONS**

The Company has adopted the model code as set out in Appendix 10 of the Listing Rules (the "Model Code") as the code of conduct regarding directors' securities transactions. The Company has made specific enquiry to all directors regarding any non-compliance with the Model Code during the period and they all confirmed that they have fully complied with the required standard set out in the Model Code.

## **AUDIT COMMITTEE**

For the period from 1st April 2011 to 30th September 2011, the Audit Committee comprises three independent non-executive directors, namely Dr. Hui Ho Ming, Herbert, JP, Mr. Zhang JianMing and Dr. Long Junsheng and Dr. Hui was the Chairman of the Audit Committee. The Audit Committee has reviewed the unaudited condensed consolidated financial statements for the six months ended 30th September 2011.

## **PUBLICATION OF INTERIM RESULT ON THE WEBSITE OF THE STOCK EXCHANGE OF HONG KONG LIMITED AND IRASIA.COM**

An interim result containing all the information required by Appendix 16 of the Listing Rules will be published in due course on the website of The Stock Exchange of Hong Kong Limited ([www.hkex.com.hk](http://www.hkex.com.hk)) and on the website of irasia.com Limited ([www.irasia.com/listco/hk/citic21cn/](http://www.irasia.com/listco/hk/citic21cn/)).

By Order of the Board  
**CITIC 21CN COMPANY LIMITED**  
**CHEN XIAO YING**  
*Vice Executive Chairman*

23rd November 2011

*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 Lianyang, 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).*