



thereunder by the SEC, by Plaintiff on behalf of a class of all persons and entities who purchased American Depositary Shares (“ADSs”) between April 21, 2011 and September 10, 2014, inclusive (the “Class Period”) to recover damages caused to the Class by defendants’ violations of the securities laws.

2. 21Vianet is a Cayman Islands corporation with headquarters in the People’s Republic of China (“China”). Founded in 1999, 21Vianet conducts its business primarily in China through its operating subsidiaries as a provider of carrier-neutral Internet data center (“IDC”) services.

3. In April 2011, the Company went public with an Initial Public Offering (the “IPO”) in the United States underwritten by six American Banks. The Company issued 13 million ADS, representing 78 million Class A ordinary shares. The ADSs are registered with the SEC.

4. On September 10, 2014, research firm Trinity Research Group issued a 121-page report entitled “A Ponzi Scheme of Acquisitions: 21 Vianet Group Exposed.” Among other things, Trinity Research Group uncovered evidence that the Company misrepresented its IDC network assets and performance, misrepresented the financials of at least some if not all of its acquired companies, and derives substantial revenue from a business unit that is almost universally known as illicit in Chinese IDC circles.

5. 21Vianet shares plunged on this news, falling \$1.76 per share or over 8% on unusually heavy volume from its previous closing price in one day.

6. 21Vianet vigorously denied most of the accusations and hastily convened a conference call on September 11, 2014 repeating previous false statements to investors.

However, the denials raised more questions than they answered; the ADS price continued to drop, damaging class members.

### **JURISDICTION AND VENUE**

7. Jurisdiction is conferred by §27 of the Exchange Act. The claims asserted herein arise under and pursuant to Sections 10(b) and 20(a) of the Exchange Act, (15 U.S.C. §78j (b) and 78t (a)), and Rule 10b-5 promulgated thereunder (17 C.F.R. §240.10b-5).

8. This Court has jurisdiction over the subject matter of this action under 28 U.S.C. §1331 and §27 of the Exchange Act (15 U.S.C. §78aa).

9. Venue is proper in this District pursuant to §27 of the Exchange Act (15 U.S.C. §78aa) and 28 U.S.C. §1391(b) as the alleged misleading public filings and press releases entered this district.

10. In connection with the acts alleged in this complaint, defendants, directly or indirectly, used the means and instrumentalities of interstate commerce, including, but not limited to, the mails, interstate telephone communications and the facilities of the national securities markets.

### **PARTIES**

11. Plaintiff, as set forth in the accompanying Certification, which is incorporated by reference herein, purchased the ADSs of 21Vianet during the Class Period and has been damaged thereby.

12. Defendant 21Vianet is a Cayman Islands corporation headquartered in China. Founded in 2009, it purportedly provides carrier-neutral IDC services to Internet companies, government entities, blue-chip enterprises, and small- to mid-sized enterprises in the PRC and primarily generates revenues from providing hosting and related services and managed network

services. Its ADSs trade on the NASDAQ under the symbol “VNET.” At the end of the Class Period, the company had more than 66 million ADSs outstanding.

13. Defendant Sheng Chen (“Chen”) is a co-founder of the Company and has been the Chairman of the Board of Directors and Chief Executive Officer (“CEO”) at all relevant times.

14. Defendant Shang-Wen Hsiao (“Hsiao”) has been the Company’s Chief Financial Officer (“CFO”) at all relevant times.

15. Defendants Chen and Hsiao are referred to here, collectively, as the “Individual Defendants.”

16. Defendant 21Vianet and the Individual Defendants are referred to herein, collectively, as the “Defendants.”

17. Each of the Individual Defendants:

- a) directly participated in the management of the Company;
- b) was directly involved in the day-to-day operations of the Company at the highest levels;
- c) was privy to confidential proprietary information concerning the Company and its business and operations;
- d) was involved in drafting, producing, reviewing and/or disseminating the false and misleading statements and information alleged herein;
- e) was aware of or recklessly disregarded the fact that the false and misleading statements were being issued concerning the Company; and
- f) approved or ratified these statements in violation of the federal securities laws.

18. As officers, directors and controlling persons of a publicly-held company whose ADSs are and were registered with the SEC pursuant to the Exchange Act, and were traded on NASDAQ and governed by the provisions of the federal securities laws, the Individual Defendants each had a duty to disseminate accurate and truthful information promptly with respect to the Company's financial condition and to correct any previously-issued statements that had become materially misleading or untrue to allow the market price of the Company's publicly traded stock to reflect truthful and accurate information.

19. 21Vianet is liable for the acts of the Individual Defendants and its employees under the doctrine of *respondeat superior* and common law principles of agency as all of the wrongful acts complained of herein were carried out within the scope of their employment with authorization.

20. The scienter of the Individual Defendants and other employees and agents of the Company is similarly imputed to 21Vianet under *respondeat superior* and agency principles.

#### **ALLEGATIONS OF FALSE AND MISLEADING STATEMENTS**

21. The Class Period begins on April 21, 2011. On that day, 21Vianet completed the IPO, selling 13 million ADSs at \$15.00 each and raising \$195 million in gross proceeds. Subsequently, the Company sold another 1.95 million ADSs as part of the underwriter's allotment.

22. The Company's Registration Statement on Form F-1 filed with the SEC on April 4, 2011 and as amended as Amendment No. 3 to the form F-1 on April 20, 2011, along with the prospectus that formed part of the registration statement used to conduct the IPO (collectively, the "Registration Statement"), contained false and misleading statements, including RMB 185.61 in combined revenue for the full fiscal year 2010 for two companies that provide managed

network services in China: Zhiboxintong (Beijing) Network Technology Co., Ltd.; and Beijing Chengyishidai Network Technology Co., Ltd. (collectively, the “Managed Network Entities”).

23. The Managed Network Entities were partially acquired in September 2010 (51%) and fully required in December 2011.

24. The Registration Statement was signed by Defendant Chen. Each of amendments to the Form F-1 was signed by Defendant Hsiao.

25. On February 27, 2012, 21Vianet issued a press release announcing results for the fourth quarter and fiscal year ended December 31, 2011. For the quarter, 21Vianet reported net revenues of RMB318.3 million (US\$50.6 million), representing growth of 61.3%. Net revenues for the full year 2011 totaled RMB1.0 billion (US\$162.2 million), representing growth of 94.4%. The February 27, 2012 press release contained additional statements from Defendant Chen pertaining to the Company’s fourth quarter and fiscal 2013 performance, including in relevant part:

“We are excited to announce that for the full year 2011, and for the first time in our company’s history, our annual net revenues exceeded the RMB1 billion milestone. Our success in the fourth quarter and full year of 2011 was led by solid financial and operational results across the board. This growth was driven by surging demand for both hosting and managed network services. With our diverse base of over 1,500 customers, demand for our services continued to grow, which was characterized by an increase in demand from customers conducting online video, online gaming and e-Commerce businesses.”

26. On April 18, 2012, 21Vianet filed with the SEC a materially false and misleading Form 20-F for the fiscal year ended December 31, 2011 (the “2011 20-F”) that reiterated the Company’s previously announced quarterly and annual financial results and financial position and touted the Company’s operation of 63 data centers located in 33 cities throughout the PRC –

55 partnered and 8 self-built – with over 7,816 cabinets under management that house over 55,131 servers.

27. The 2011 20-F was signed by Defendant Chen. In addition, the 2011 20-F contained signed SOX certifications by Defendants Chen and Hsiao falsely attesting to the accuracy of the 2011 20-F.

28. On March 5, 2013, 21Vianet issued a press release announcing results for the fourth quarter and fiscal year ended December 31, 2012. For the quarter, 21Vianet reported net revenues of RMB417.8 million (US\$67.1 million), representing growth of 31.3%. Net revenues for the full year 2012 totaled RMB1.5 billion (US\$244.6 million), representing growth of 49.3%. The March 5, 2013 press release contained additional statements from Defendant Chen pertaining to the Company's fourth quarter and fiscal 2013 performance, including in relevant part:

“We are extremely pleased with our achievements for 2012 which proved to be a pivotal year for 21Vianet. We significantly expanded the scale of our business, delivering growth of almost 50% in revenues. Moreover, we focused on making significant upgrades to our network backbone, to support our growth in data transmissions for 2013. These improvements have greatly increased the efficiency and speed of our network and further strengthen the foundation for our future growth.”

“Looking forward, we are excited about the growth opportunities for 2013. Our recently announced partnership with Microsoft to launch Microsoft Azure and Office 365 services in China coupled with the construction of what will be one of the largest data centers in China, have provided us strong foundation for growth going forward. We believe that these efforts have better positioned us to take advantage of the growth trends taking place in China for internet and cloud infrastructure services, further strengthening our position as a leading internet infrastructure provider in Greater China.”

29. On April 19, 2013, 21Vianet filed with the SEC a materially false and misleading Form 20-F for the fiscal year ended December 31, 2012 (the “2012 20-F”) that reiterated the

Company's previously announced quarterly and annual financial results and financial position and touted the Company's operation of 81 data centers located in 42 cities throughout China – 71 partnered and 10 self-built – with over 11,900 cabinets under management that house over 67,000 servers.

30. The 2012 20-F was signed by Defendant Chen. In addition, the 2012 20-F contained signed certifications pursuant to the Sarbanes-Oxley Act of 2002 (“SOX”) by Defendants Chen and Hsiao falsely attesting to the accuracy of the 2012 20-F. The 2012 20-F was subsequently amended on April 26, 2013 and signed by Defendant Chen.

31. On March 6, 2014, 21Vianet issued a press release announcing results for the fourth quarter and fiscal year ended December 31, 2013. For the quarter, 21Vianet reported net revenues of RMB545.9 million (US\$90.2 million), representing growth of 30.6%. Net revenues for the full year 2012 totaled RMB1.97 billion (US\$324.9 million), representing growth of 29.0%. The March 6, 2014 press release contained additional statements from Defendant Chen pertaining to the Company's fourth quarter and fiscal 2013 performance, including in relevant part:

“In 2013, we made tremendous strides in expanding our capacity and market footprint, as well as diversifying our services through forging strategic partnerships with world-class global corporations. For 2014, we aim to deploy an additional 10,000 cabinets and achieve approximately 25,000 total cabinets by the end of 2014 for our core IDC business. For our cloud partnerships with Microsoft and IBM, not only will these help expedite our efforts to develop a premium cloud ecosystem comprised of both public and private cloud services, but also will support our customer expansion and diversification. Based on this foundation, we expect our cloud businesses to contribute approximately 10% of our full year 2014 revenue. Building upon the robust foundation we established in 2013, we are well and uniquely-positioned as an integrated internet services provider in China supported by multiple secular business drivers that will help propel our growth going forward.”

32. On April 9, 2014, 21Vianet filed with the SEC a materially false and misleading Form 20-F for the fiscal year ended December 31, 2013 (the “2013 20-F”) that reiterated the Company’s previously announced quarterly and annual financial results and financial position and touted the Company’s operation of 81 data centers located in 43 cities throughout the PRC – 69 partnered and 12-self built – with over 14,000 cabinets under management that house over 76,000 servers.

33. The 2013 20-F was signed by Defendant Chen. In addition, the 2013 20-F contained signed SOX certifications by Defendants Chen and Hsiao falsely attesting to the accuracy of the 2012 20-F.

34. The statements referenced in ¶¶ 22 – 33 above were materially false and/or misleading because they misrepresented and failed to disclose the following adverse facts pertaining to the Company’s business, operations, and prospects, which were known to Defendants or recklessly disregarded by them. Specifically, Defendants made false and/or misleading statements and/or failed to disclose that: (1) the Company overstated the number of cabinets in its IDC network; (2) a significant percentage of their outsourced data center partnerships have been terminated; (3) the Company misrepresented the financials of its Managed Network Entities; (4) the Company’s managed network services business that accounts for a significant portion of the Company’s revenue is run illegally; and (5) as a result of the foregoing, the Company’s financial statements were materially false and misleading at all relevant times.

35. On September 10, 2014, research firm Trinity Research Group issued a report asserting that the Company’s financial performance, business prospects, and true financial condition have been overstated.

36. Specifically, the Trinity Research Group Report revealed that:

- As of the second quarter of 2014, the Company has overstated the number of cabinets in its IDC network by at least 2,460 (14.5% reported) and overstated their utilization by at least 11.1 points. This translates to a 27.3% overstatement in revenue.
- The Company lists 72 data centers – 60 partnered 12 self-built – in their IDC network on the Chinese version of its corporate website. Of the 60 partnered data centers, 31 of these alleged partnerships have been terminated.
- Based on filings made to the State Administration for Industry and Commerce (“SAIC”), a Chinese governmental agency, revenue figures of the Managed Network Entities for the fiscal year 2010 was only RMB 122.89 million. Therefore the RMB 185.61 reported revenue figure in the Company’s Registration Statement was overstated by 51%.
- China Telecom, the largest fixed line carrier in China and one of two monopolistic entities in the telecom industry, has blacklisted the Company and various subsidiaries of its Managed Network Entities for breaking the law – the illegal reselling of bandwidth.

37. The Trinity Research Group report shocked the market on September 10, 2014, and caused the Company’s stock to fall \$1.76 per share or over 8% from its previous closing price on extraordinary volume to close at \$20.12 per share that day.

38. On September 11, 2014, 21Vianet convened a conference call in an attempt to dispel the Trinity Research Group Report. However, the denials were inadequate and the

Company's stock fell another \$4.60 per share or over 22% from its previous closing price to close at \$15.52 per share that day.

**PLAINTIFF'S CLASS ACTION ALLEGATIONS**

39. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil Procedure 23(a) and (b)(3) on behalf of a class consisting of all purchasers of the ADSs of 21Vianet during the Class Period (the "Class"); and were damaged upon the revelation of the alleged corrective disclosures. Excluded from the Class are defendants and their families, the officers and directors of the Company, at all relevant times, members of their immediate families and their legal representatives, heirs, successors or assigns and any entity in which defendants have or had a controlling interest.

40. The members of the Class are so numerous that joinder of all members is impracticable. Throughout the Class Period, 21Vianet securities were actively traded on the NASDAQ. While the exact number of Class members is unknown to plaintiff at this time and can only be ascertained through appropriate discovery, plaintiff believes that there are hundreds or thousands of members in the proposed Class. Record owners and other members of the Class may be identified from records maintained by 21Vianet or its transfer agent and may be notified of the pendency of this action by mail, using the form of notice similar to that customarily used in securities class actions.

41. Plaintiff's claims are typical of the claims of the members of the Class as all members of the Class are similarly affected by Defendants' wrongful conduct in violation of federal law that is complained of herein.

42. Plaintiff will fairly and adequately protect the interests of the members of the Class and has retained counsel competent and experienced in class and securities litigation. Plaintiff has no interests antagonistic to or in conflict with those of the Class.

43. Common questions of law and fact exist as to all members of the Class and predominate over any questions solely affecting individual members of the Class. Among the questions of law and fact common to the Class are:

- whether the federal securities laws were violated by Defendants' acts as alleged herein;
- whether statements made by Defendants to the investing public during the Class Period misrepresented material facts about the business, operations and management of 21Vianet;
- whether the Individual Defendants caused 21Vianet to issue false and misleading financial statements during the Class Period;
- whether Defendants acted knowingly or recklessly in issuing false and misleading financial statements;
- whether the prices of 21Vianet securities during the Class Period were artificially inflated because of the Defendants' conduct complained of herein; and,
- whether the members of the Class have sustained damages and, if so, what is the proper measure of damages.

44. A class action is superior to all other available methods for the fair and efficient adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the damages suffered by individual Class members may be relatively small, the expense and burden of individual litigation make it impossible for members of the Class to individually redress the wrongs done to them. There will be no difficulty in the management of this action as a class action.

45. Plaintiff will rely, in part, upon the presumption of reliance established by the fraud-on-the-market doctrine in that:

- Defendants made public misrepresentations or failed to disclose material facts during the Class Period;
- the omissions and misrepresentations were material;
- 21Vianet securities are traded in efficient markets;
- the Company's shares were liquid and traded with moderate to heavy volume during the Class Period;
- the Company traded on the NASDAQ, and was covered by multiple analysts;
- the misrepresentations and omissions alleged would tend to induce a reasonable investor to misjudge the value of the Company's securities; and
- Plaintiff and members of the Class purchased and/or sold 21Vianet securities between the time the Defendants failed to disclose or misrepresented material facts and the time the true facts were disclosed, without knowledge of the omitted or misrepresented facts.

46. Based upon the foregoing, Plaintiff and the members of the Class are entitled to a presumption of reliance upon the integrity of the market.

47. Alternatively, Plaintiffs and the members of the Class are entitled to the presumption of reliance established by the Supreme Court in *Affiliated Ute Citizens of the State of Utah v. United States*, 406 U.S. 128, 92 S. Ct. 2430 (1972), as Defendants omitted material information in their Class Period statements in violation of a duty to disclose such information, as detailed above.

### **COUNT I**

#### **Violation of Section 10(b) of The Exchange Act and Rule 10b-5 Against All Defendants**

48. Plaintiff repeats and realleges each and every allegation contained above as if fully set forth herein.

49. This Count is asserted against Defendants and is based upon Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5 promulgated thereunder by the SEC.

50. During the Class Period, Defendants engaged in a plan, scheme, conspiracy and course of conduct, pursuant to which they knowingly or recklessly engaged in acts, transactions, practices and courses of business which operated as a fraud and deceit upon Plaintiff and the other members of the Class; made various untrue statements of material facts and omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; and employed devices, schemes and artifices to defraud in connection with the purchase and sale of securities. Such scheme was intended to, and, throughout the Class Period, did: (i) deceive the investing public, including Plaintiff and other Class members, as alleged herein; (ii) artificially inflate and maintain the market price of 21Vianet securities; and (iii) cause Plaintiff and other members of the Class to purchase or otherwise acquire 21Vianet securities and options at artificially inflated prices. In furtherance of this unlawful scheme, plan and course of conduct, Defendants, and each of them, took the actions set forth herein.

51. Pursuant to the above plan, scheme, conspiracy and course of conduct, each of the Defendants participated directly or indirectly in the preparation and/or issuance of the quarterly and annual reports, SEC filings, press releases and other statements and documents described above, including statements made to securities analysts and the media that were designed to influence the market for 21Vianet securities. Such reports, filings, releases and statements were materially false and misleading in that they failed to disclose material adverse information and misrepresented the truth about 21Vianet's finances and business prospects.

52. By virtue of their positions at 21Vianet, Defendants had actual knowledge of the materially false and misleading statements and material omissions alleged herein and intended thereby to deceive Plaintiff and the other members of the Class, or, in the alternative, Defendants acted with reckless disregard for the truth in that they failed or refused to ascertain and disclose such facts as would reveal the materially false and misleading nature of the statements made, although such facts were readily available to Defendants. Said acts and omissions of Defendants were committed willfully or with reckless disregard for the truth. In addition, each defendant knew or recklessly disregarded that material facts were being misrepresented or omitted as described above.

53. Defendants were personally motivated to make false statements and omit material information necessary to make the statements not misleading in order to personally benefit from the sale of 21Vianet securities from their personal portfolios.

54. Information showing that Defendants acted knowingly or with reckless disregard for the truth is peculiarly within Defendants' knowledge and control. As the senior managers and/or directors of 21Vianet, the Individual Defendants had knowledge of the details of 21Vianet's internal affairs.

55. The Individual Defendants are liable both directly and indirectly for the wrongs complained of herein. Because of their positions of control and authority, the Individual Defendants were able to and did, directly or indirectly, control the content of the statements of 21Vianet. As officers and/or directors of a publicly-held company, the Individual Defendants had a duty to disseminate timely, accurate, and truthful information with respect to 21Vianet's businesses, operations, future financial condition and future prospects. As a result of the dissemination of the aforementioned false and misleading reports, releases and public statements,

the market price for 21Vianet's securities was artificially inflated throughout the Class Period. In ignorance of the adverse facts concerning 21Vianet's business and financial condition which were concealed by Defendants, Plaintiff and the other members of the Class purchased or otherwise acquired 21Vianet securities at artificially inflated prices and relied upon the price of the securities, the integrity of the market for the securities and/or upon statements disseminated by Defendants, and were damaged upon the revelation of the alleged corrective disclosures.

56. During the Class Period, 21Vianet's securities were traded on an active and efficient market. Plaintiff and the other members of the Class, relying on the materially false and misleading statements described herein, which the Defendants made, issued or caused to be disseminated, or relying upon the integrity of the market, purchased or otherwise acquired shares of 21Vianet securities at prices artificially inflated by Defendants' wrongful conduct. Had Plaintiff and the other members of the Class known the truth, they would not have purchased or otherwise acquired said securities, or would not have purchased or otherwise acquired them at the inflated prices that were paid. At the time of the purchases and/or acquisitions by Plaintiff and the Class, the true value of 21Vianet securities was substantially lower than the prices paid by Plaintiff and the other members of the Class. The market price of 21Vianet's securities declined sharply upon public disclosure of the facts alleged herein to the injury of Plaintiff and Class members.

57. By reason of the conduct alleged herein, Defendants knowingly or recklessly, directly or indirectly, have violated Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder.

58. As a direct and proximate result of Defendants' wrongful conduct, Plaintiff and the other members of the Class suffered damages in connection with their respective purchases,

acquisitions and sales of the Company's securities during the Class Period, upon the disclosure that the Company had been disseminating misrepresented financial statements to the investing public.

## **COUNT II**

### **Violation of Section 20(a) of The Exchange Act Against The Individual Defendants**

59. Plaintiff repeats and realleges each and every allegation contained in the foregoing paragraphs as if fully set forth herein.

60. During the Class Period, the Individual Defendants participated in the operation and management of 21Vianet, and conducted and participated, directly and indirectly, in the conduct of 21Vianet's business affairs. Because of their senior positions, they knew the adverse non-public information regarding 21Vianet's business practices.

61. As officers and/or directors of a publicly owned company, the Individual Defendants had a duty to disseminate accurate and truthful information with respect to 21Vianet's financial condition and results of operations, and to correct promptly any public statements issued by 21Vianet which had become materially false or misleading.

62. Because of their positions of control and authority as senior officers, the Individual Defendants were able to, and did, control the contents of the various reports, press releases and public filings which 21Vianet disseminated in the marketplace during the Class Period. Throughout the Class Period, the Individual Defendants exercised their power and authority to cause 21Vianet to engage in the wrongful acts complained of herein. The Individual Defendants therefore, were "controlling persons" of 21Vianet within the meaning of Section 20(a) of the Exchange Act. In this capacity, they participated in the unlawful conduct alleged which artificially inflated the market price of 21Vianet securities.

63. Each of the Individual Defendants, therefore, acted as a controlling person of 21Vianet. By reason of their senior management positions and/or being directors of 21Vianet, each of the Individual Defendants had the power to direct the actions of, and exercised the same to cause, 21Vianet to engage in the unlawful acts and conduct complained of herein. Each of the Individual Defendants exercised control over the general operations of 21Vianet and possessed the power to control the specific activities which comprise the primary violations about which Plaintiff and the other members of the Class complain.

64. By reason of the above conduct, the Individual Defendants are liable pursuant to Section 20(a) of the Exchange Act for the violations committed by 21Vianet.

**PRAYER FOR RELIEF**

**WHEREFORE**, Plaintiff demands judgment against Defendants as follows:

A. Determining that the instant action may be maintained as a class action under Rule 23 of the Federal Rules of Civil Procedure, and certifying Plaintiff as the Class representative;

B. Requiring Defendants to pay damages sustained by Plaintiff and the Class by reason of the acts and transactions alleged herein;

C. Awarding Plaintiff and the other members of the Class prejudgment and post-judgment interest, as well as their reasonable attorneys' fees, expert fees and other costs; and

D. Awarding such other and further relief as this Court may deem just and proper.

**DEMAND FOR TRIAL BY JURY**

Plaintiff hereby demands a trial by jury.

Dated: September     , 2014

**ABRAHAM, WATKINS, NICHOLS,  
SORRELS, AGOSTO & FRIEND**

By: /s/ Sammy Ford IV

Sammy Ford IV  
Federal Bar Number: 950682  
Texas Bar Number: 24061331  
800 Commerce Street  
Houston, TX 77002  
Telephone: 713-222-7211  
Facsimile: 713-225-0827

**POMERANTZ LLP**

Jeremy A. Lieberman  
Francis P. McConville  
600 Third Avenue, 20th Floor  
New York, New York 10016  
Telephone: 212-661-1100  
Facsimile: 212-661-8665

**POMERANTZ LLP**

Patrick V. Dahlstrom  
10 South La Salle Street, Suite 3505  
Chicago, Illinois 60603  
Telephone: (312) 377-1181  
Facsimile: (312) 377-1184

**BRONSTEIN GEWIRTZ &  
GROSSMAN LLP**

Peretz Bronstein  
60 E. 42<sup>nd</sup> Street, Suite 4600  
New York, New York 10165  
Telephone: 212-697-6484  
Facsimile: 212-697-7296

*Attorneys for Plaintiff*

**CERTIFICATION PURSUANT  
TO FEDERAL SECURITIES LAWS**

1. I, Wayne Sun, make this declaration pursuant to Section 27(a)(2) of the Securities Act of 1933 (“Securities Act”) and/or Section 21D(a)(2) of the Securities Exchange Act of 1934 (“Exchange Act”) as amended by the Private Securities Litigation Reform Act of 1995.

2. I have reviewed a Complaint against 21Vianet Group, Inc. (“2Vianet Group” or the “Company”) and, authorize the filing of a comparable complaint on my behalf.

3. I did not purchase or acquire 21Vianet Group securities at the direction of plaintiffs’ counsel or in order to participate in any private action arising under the Securities Act or Exchange Act.

4. I am willing to serve as a representative party on behalf of a Class of investors who purchased or acquired 21Vianet Group securities during the class period, including providing testimony at deposition and trial, if necessary. I understand that the Court has the authority to select the most adequate lead plaintiff in this action.

5. To the best of my current knowledge, the attached sheet lists all of my transactions in 21Vianet Group securities during the Class Period as specified in the Complaint.

6. During the three-year period preceding the date on which this Certification is signed, I have not sought to serve as a representative party on behalf of a class under the federal securities laws.

7. I agree not to accept any payment for serving as a representative party on behalf of the class as set forth in the Complaint, beyond my pro rata share of any recovery, except such reasonable costs and expenses directly relating to the representation of the class as ordered or approved by the Court.

8. I declare under penalty of perjury that the foregoing is true and correct.

**Executed** Sept. 15, 2014  
**(Date)**

A handwritten signature in black ink, appearing to read "Wayne Sun". The signature is fluid and cursive, with the first name "Wayne" written in a larger, more prominent script than the last name "Sun".

\_\_\_\_\_  
**(Signature)**

Wayne Sun  
**(Type or Print Name)**

21VIANET GROUP, INC.

**LIST OF PURCHASES AND SALES**

<b>DATE</b>	<b>PURCHASE OR SALE</b>	<b>NUMBER OF SHS/UTS</b>	<b>PRICE PER SH/UT</b>
08/01/2014	PUR	200	\$26.9999
09/04/2014	PUR	200	\$26.5000
09/10/2014	PUR	200	\$21.4500

CIVIL COVER SHEET

The JS 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON THE REVERSE OF THE FORM.)

I. (a) PLAINTIFFS

(b) County of Residence of First Listed Plaintiff (EXCEPT IN U.S. PLAINTIFF CASES)

(c) Attorney's (Firm Name, Address, and Telephone Number)

DEFENDANTS

County of Residence of First Listed Defendant (IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE LAND INVOLVED.

Attorneys (If Known)

II. BASIS OF JURISDICTION (Place an "X" in One Box Only)

- 1 U.S. Government Plaintiff, 2 U.S. Government Defendant, 3 Federal Question (U.S. Government Not a Party), 4 Diversity (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES (Place an "X" in One Box for Plaintiff and One Box for Defendant)

- Citizen of This State, Citizen of Another State, Citizen or Subject of a Foreign Country, PTF DEF, Incorporated or Principal Place of Business In This State, Incorporated and Principal Place of Business In Another State, Foreign Nation

IV. NATURE OF SUIT (Place an "X" in One Box Only)

Table with 5 columns: CONTRACT, REAL PROPERTY, TORTS, CIVIL RIGHTS, PRISONER PETITIONS, FORFEITURE/PENALTY, LABOR, IMMIGRATION, BANKRUPTCY, SOCIAL SECURITY, FEDERAL TAX SUITS, OTHER STATUTES. Contains various legal categories and checkboxes.

V. ORIGIN (Place an "X" in One Box Only)

- 1 Original Proceeding, 2 Removed from State Court, 3 Remanded from Appellate Court, 4 Reinstated or Reopened, 5 Transferred from another district (specify), 6 Multidistrict Litigation, 7 Appeal to District Judge from Magistrate Judgment

VI. CAUSE OF ACTION

Cite the U.S. Civil Statute under which you are filing (Do not cite jurisdictional statutes unless diversity):

Brief description of cause:

VII. REQUESTED IN COMPLAINT:

CHECK IF THIS IS A CLASS ACTION UNDER F.R.C.P. 23, DEMAND \$, CHECK YES only if demanded in complaint: JURY DEMAND: Yes No

VIII. RELATED CASE(S) IF ANY

(See instructions): JUDGE, DOCKET NUMBER

DATE, SIGNATURE OF ATTORNEY OF RECORD

FOR OFFICE USE ONLY

RECEIPT #, AMOUNT, APPLYING IFP, JUDGE, MAG. JUDGE

## INSTRUCTIONS FOR ATTORNEYS COMPLETING CIVIL COVER SHEET FORM JS 44

### Authority For Civil Cover Sheet

The JS 44 civil cover sheet and the information contained herein neither replaces nor supplements the filings and service of pleading or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. Consequently, a civil cover sheet is submitted to the Clerk of Court for each civil complaint filed. The attorney filing a case should complete the form as follows:

**I. (a) Plaintiffs-Defendants.** Enter names (last, first, middle initial) of plaintiff and defendant. If the plaintiff or defendant is a government agency, use only the full name or standard abbreviations. If the plaintiff or defendant is an official within a government agency, identify first the agency and then the official, giving both name and title.

(b) County of Residence. For each civil case filed, except U.S. plaintiff cases, enter the name of the county where the first listed plaintiff resides at the time of filing. In U.S. plaintiff cases, enter the name of the county in which the first listed defendant resides at the time of filing. (NOTE: In land condemnation cases, the county of residence of the "defendant" is the location of the tract of land involved.)

(c) Attorneys. Enter the firm name, address, telephone number, and attorney of record. If there are several attorneys, list them on an attachment, noting in this section "(see attachment)".

**II. Jurisdiction.** The basis of jurisdiction is set forth under Rule 8(a), F.R.C.P., which requires that jurisdictions be shown in pleadings. Place an "X" in one of the boxes. If there is more than one basis of jurisdiction, precedence is given in the order shown below.

United States plaintiff. (1) Jurisdiction based on 28 U.S.C. 1345 and 1348. Suits by agencies and officers of the United States are included here.

United States defendant. (2) When the plaintiff is suing the United States, its officers or agencies, place an "X" in this box.

Federal question. (3) This refers to suits under 28 U.S.C. 1331, where jurisdiction arises under the Constitution of the United States, an amendment to the Constitution, an act of Congress or a treaty of the United States. In cases where the U.S. is a party, the U.S. plaintiff or defendant code takes precedence, and box 1 or 2 should be marked.

Diversity of citizenship. (4) This refers to suits under 28 U.S.C. 1332, where parties are citizens of different states. When Box 4 is checked, the citizenship of the different parties must be checked. (See Section III below; federal question actions take precedence over diversity cases.)

**III. Residence (citizenship) of Principal Parties.** This section of the JS 44 is to be completed if diversity of citizenship was indicated above. Mark this section for each principal party.

**IV. Nature of Suit.** Place an "X" in the appropriate box. If the nature of suit cannot be determined, be sure the cause of action, in Section VI below, is sufficient to enable the deputy clerk or the statistical clerks in the Administrative Office to determine the nature of suit. If the cause fits more than one nature of suit, select the most definitive.

**V. Origin.** Place an "X" in one of the seven boxes.

Original Proceedings. (1) Cases which originate in the United States district courts.

Removed from State Court. (2) Proceedings initiated in state courts may be removed to the district courts under Title 28 U.S.C., Section 1441. When the petition for removal is granted, check this box.

Remanded from Appellate Court. (3) Check this box for cases remanded to the district court for further action. Use the date of remand as the filing date.

Reinstated or Reopened. (4) Check this box for cases reinstated or reopened in the district court. Use the reopening date as the filing date.

Transferred from Another District. (5) For cases transferred under Title 28 U.S.C. Section 1404(a). Do not use this for within district transfers or multidistrict litigation transfers.

Multidistrict Litigation. (6) Check this box when a multidistrict case is transferred into the district under authority of Title 28 U.S.C. Section 1407. When this box is checked, do not check (5) above.

Appeal to District Judge from Magistrate Judgment. (7) Check this box for an appeal from a magistrate judge's decision.

**VI. Cause of Action.** Report the civil statute directly related to the cause of action and give a brief description of the cause. **Do not cite jurisdictional statutes unless diversity.** Example: U.S. Civil Statute: 47 USC 553

Brief Description: Unauthorized reception of cable service

**VII. Requested in Complaint.** Class Action. Place an "X" in this box if you are filing a class action under Rule 23, F.R.Cv.P.

Demand. In this space enter the dollar amount (in thousands of dollars) being demanded or indicate other demand such as a preliminary injunction.

Jury Demand. Check the appropriate box to indicate whether or not a jury is being demanded.

**VIII. Related Cases.** This section of the JS 44 is used to reference related pending cases if any. If there are related pending cases, insert the docket numbers and the corresponding judge names for such cases.

**Date and Attorney Signature.** Date and sign the civil cover sheet.