

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 5)*

21VIANET GROUP, INC.
(Name of Issuer)

American Depositary Shares,
each representing six Class A ordinary shares, par value US\$0.00001 per share
(Title of Class of Securities)

90138A996
(CUSIP Number)

Andrew Ang Lye Whatt
Director, Legal & Regulatory
Temasek International Pte. Ltd.
60B Orchard Road
#06-18 Tower 2
The Atrium@Orchard
Singapore 238891

Copy to

Miranda So
Davis Polk & Wardwell
Hong Kong Club Building
3A Chater Road
Central, Hong Kong
Telephone: + 852 2533 3300

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

February 28, 2019
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1 (f) or 240.13d-1 (g), check the following box.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.	90138A996
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1.	Names of Reporting Persons. Esta Investments Pte. Ltd.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Singapore	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 0
	8.	Shared Voting Power 64,668,022 Class A Ordinary Shares
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 64,668,022 Class A Ordinary Shares
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 64,668,022 Class A Ordinary Shares	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) Approximately 13.0% of the Class A Ordinary Shares ¹	
14.	Type of Reporting Person (See Instructions) CO	

¹ Represents approximately 2.9% of the voting power of the ordinary shares of the Issuer. Represents approximately 9.6% of the total ordinary shares of the Issuer assuming conversion of all outstanding Class B Ordinary Shares into Class A Ordinary Shares. Based on 496,636,128 Class A Ordinary Shares and 174,649,638 Class B Ordinary Shares outstanding as of December 31, 2017 as reported in the Issuer's Form 20-F filed on April 12, 2018.

CUSIP No.	90138A996
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1.	Names of Reporting Persons. Tembusu Capital Pte. Ltd.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Singapore	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 0
	8.	Shared Voting Power 64,668,022 Class A Ordinary Shares
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 64,668,022 Class A Ordinary Shares
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 64,668,022 Class A Ordinary Shares	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) Approximately 13.0% of the Class A Ordinary Shares ²	
14.	Type of Reporting Person (See Instructions) HC	

² Represents approximately 2.9% of the voting power of the ordinary shares of the Issuer. Represents approximately 9.6% of the total ordinary shares of the Issuer assuming conversion of all outstanding Class B Ordinary Shares into Class A Ordinary Shares. Based on 496,636,128 Class A Ordinary Shares and 174,649,638 Class B Ordinary Shares outstanding as of December 31, 2017 as reported in the Issuer's Form 20-F filed on April 12, 2018.

CUSIP No.	90138A996
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1.	Names of Reporting Persons. Temasek Holdings (Private) Limited	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) WC	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Singapore	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 0
	8.	Shared Voting Power 64,668,022 Class A Ordinary Shares
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 64,668,022 Class A Ordinary Shares
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 64,668,022 Class A Ordinary Shares	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) Approximately 13.0% of the Class A Ordinary Shares ³	
14.	Type of Reporting Person (See Instructions) HC	

³ Represents approximately 2.9% of the voting power of the ordinary shares of the Issuer. Represents approximately 9.6% of the total ordinary shares of the Issuer assuming conversion of all outstanding Class B Ordinary Shares into Class A Ordinary Shares. Based on 496,636,128 Class A Ordinary Shares and 174,649,638 Class B Ordinary Shares outstanding as of December 31, 2017 as reported in the Issuer's Form 20-F filed on April 12, 2018.

This Amendment No. 5 to Schedule 13D (this “**Amendment No. 5**”) amends and supplements the Schedule 13D filed on October 25, 2013 (the “**Original Schedule 13D**”), as amended by Amendment No. 1 thereto dated December 2, 2014 (“**Amendment No. 1**”), Amendment No. 2 thereto dated January 16, 2015 (“**Amendment No. 2**”), Amendment No. 3 thereto dated January 29, 2015 (“**Amendment No. 3**”), and Amendment No. 4 thereto dated August 4, 2016 (“**Amendment No. 4**” and, together with Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, this Amendment No. 5 and the Original Schedule 13D, the “**Statement**”), and is being filed on behalf of Esta Investments Pte. Ltd., a company incorporated under the laws of Singapore (“**Esta**”), Tembusu Capital Pte. Ltd., a company incorporated under the laws of Singapore (“**Tembusu**”), and Temasek Holdings (Private) Limited, a company incorporated under the laws of Singapore (“**Temasek Holdings**”, together with Esta and Tembusu, the “**Reporting Persons**”) in respect of the American Depositary Shares (the “**ADSs**”), each representing six Class A Ordinary Shares, par value \$0.00001 per share (the “**Class A Ordinary Shares**”), of 21 Vianet Group, Inc., a company incorporated under the laws of the Cayman Islands (the “**Issuer**”), with its principal executive office located at M5, 1 Jiuxianqiao East Road, Chaoyang District, Beijing 100016, The People’s Republic of China.

This Amendment No. 5 is being filed by the Reporting Persons to report the termination of the Investors Rights Agreement dated October 11, 2013 (the “**Investors Rights Agreement**”).

Unless otherwise stated herein, the Original Schedule 13D as amended by Amendment No. 1, Amendment No. 2, Amendment No. 3, and Amendment No.4 remains in full force and effect. All capitalized terms used in this Amendment No. 5 but not defined herein shall have the meanings ascribed thereto in the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, and Amendment No. 4.

Item 2. Identity and Background

Schedule A referred to in Item 2 of the Statement is hereby amended and restated in its entirety by Schedule A hereto.

Item 4. Purpose of Transaction

Item 4 of the Original Schedule 13D is hereby amended to add the following statements:

On February 28, 2019, the Issuer and Esta entered into a termination agreement to terminate the Investors Rights Agreement (the “**Termination Agreement**”). Upon the execution of the Termination Agreement, Esta ceased to have the right to appoint a director to the board of directors of the Issuer.

A copy of the Termination Agreement is attached hereto as Exhibit 99.8, and is incorporated by reference herein. The foregoing descriptions of the Termination Agreement and the transactions contemplated thereby do not purport to be complete and are subject to, and qualified in their entirety by, the full text of such agreement attached hereto as Exhibit 99.8.

The Reporting Persons review their investment in the Issuer on a continuing basis. Depending on general market and economic conditions, performance and prospects of the Issuer, other investment opportunities available to the Reporting Persons, the market price of the Class A Ordinary Shares and other investment considerations, factors and future developments, the Reporting Persons may at any time and from time to time (subject to applicable law) hold, vote, acquire or dispose of or otherwise deal with securities (through open market purchases, private agreements or otherwise, as applicable), or suggest or take a position with respect to the management, operations or capital structure, of the Issuer, including by taking, proposing or supporting one or more of the actions described in subparagraphs (a)-(j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

Item 5 of the Statement is hereby amended and restated in its entirety as follows:

The information set forth or incorporated in Items 2, 3 and 4 herein is incorporated herein by reference.

(a) — (b)

Esta is the beneficial owner of 64,668,022 Class A Ordinary Shares (in the form of 10,778,004 ADSs), representing approximately 13.0% of the outstanding Class A Ordinary Shares, 9.6% of all ordinary shares and approximately 2.9% of the voting power of the ordinary shares of the Issuer. Esta has shared power over the voting and disposition of such Class A Ordinary Shares. The foregoing is based on 496,636,128 Class A Ordinary Shares and 174,649,638 Class B Ordinary Shares outstanding as of December 31, 2017 as reported in the Issuer's Form 20-F filed on April 12, 2018. Class A Ordinary Shares hold one vote per share and Class B Ordinary Shares hold ten votes per share.

Tembusu, through its ownership of Esta, may be deemed to share voting and dispositive power over the Class A Ordinary Shares beneficially owned by Esta.

Temasek Holdings, through its ownership of Tembusu, may be deemed to share voting and dispositive power over the Class A Ordinary Shares beneficially owned by Tembusu and Esta.

(c) There have been no transactions by the Reporting Persons in securities of the Issuer during the past sixty days. To the knowledge of the Reporting Persons, there have been no transactions by any director or executive officer of any of the Reporting Persons in securities of the Issuer during the past sixty days.

(d) Inapplicable.

(e) Inapplicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 1, 2019

ESTA INVESTMENTS PTE. LTD.

Signature: /s/ Ang Peng Huat

Name: Ang Peng Huat

Title: Authorized Signatory

TEMBUSU CAPITAL PTE. LTD.

Signature: /s/ Cheong Kok Tim

Name: Cheong Kok Tim

Title: Director

TEMASEK HOLDINGS (PRIVATE) LIMITED

Signature: /s/ Andrew Ang Lye Whatt

Name: Andrew Ang Lye Whatt

Title: Authorized Signatory

SCHEDULE A

The name, present principal occupation and business address of each director and executive officer of the Reporting Persons is set forth below.

The following is a list of directors of Temasek Holdings (Private) Limited:

<u>Name, Business Address, Position</u>	<u>Principal Occupation</u>	<u>Citizenship</u>
Lim Boon Heng 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (Chairman and Director, Temasek Holdings (Private) Limited)	Chairman, Temasek Holdings (Private) Limited	Singaporean
Cheng Wai Keung 3 Killiney Road #10-01 Winsland House 1 Singapore 239519 (Deputy Chairman and Director, Temasek Holdings (Private) Limited)	Chairman and Managing Director, Wing Tai Holdings Limited	Singaporean
Goh Yew Lin 50 Raffles Place #33-00 Singapore Land Tower Singapore 048623 (Director, Temasek Holdings (Private) Limited)	Managing Director, G.K. Goh Holdings Limited	Singaporean
Teo Ming Kian 250 North Bridge Road #05-01 Raffles City Tower Singapore 179101 (Director, Temasek Holdings (Private) Limited)	Chairman, Vertex Venture Holdings Ltd.	Singaporean
Marcus Wallenberg SE-106 40 Stockholm, Sweden (Director, Temasek Holdings (Private) Limited)	Chairman, Skandinaviska Enskilda Banken, Saab AB and FAM AB	Swedish
Robert Bruce Zoellick c/o 1101 Pennsylvania Ave NW 3rd Floor Washington DC 20004 USA	Chairman, AllianceBernstein	American

(Director, Temasek Holdings (Private) Limited)

Name, Business Address, Position	Principal Occupation	Citizenship
Chin Yoke Choong Bobby c/o 1 Joo Koon Circle #13-01 FairPrice Hub Singapore 629117 (Director, Temasek Holdings (Private) Limited)	Deputy Chairman, NTUC Enterprise Cooperative Limited	Singaporean
Ng Chee Siong Robert 11th - 12th Floors Tsim Sha Tsui Centre Salisbury Road Tsim Sha Tsui, Kowloon, Hong Kong (Director, Temasek Holdings (Private) Limited)	Chairman, Sino Land Company Ltd.	Singaporean / Hong Kong Permanent Resident
Peter Robert Voser Affolternstrasse 44 8050 Zurich Switzerland (Director, Temasek Holdings (Private) Limited)	Chairman, ABB Ltd	Swiss
Lee Ching Yen Stephen No.160 Robinson Road #13-06 SBF Center Singapore 068914 (Director, Temasek Holdings (Private) Limited)	Managing Director Great Malaysia Textile Investments Pte Ltd	Singaporean
Fu Chengyu c/o 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (Director, Temasek Holdings (Private) Limited)	Head of Energy Cooperation Team & Council Member Cross- Strait CEO Summit	Chinese
Lee Theng Kiat 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (Director, Temasek Holdings (Private) Limited)	Deputy Chairman & CEO, Temasek International Pte. Ltd.	Singaporean
Ho Ching 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard	Executive Director & CEO, Temasek Holdings (Private) Limited	Singaporean

Singapore 238891
 (Executive Director & CEO, Temasek Holdings
 (Private) Limited)

The following is a list of the executive officers of Temasek Holdings (Private) Limited:

Dilhan Pillay Sandrasegara 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (Deputy CEO, Temasek International Pte. Ltd.)	Deputy CEO, Temasek International Pte. Ltd.	Singaporean
Chia Song Hwee 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (President & Chief Operating Officer, Temasek International Pte. Ltd.)	President & Chief Operating Officer, Temasek International Pte. Ltd.	Singaporean
Jonathon Reville Christopher Allaway 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (Chief Technology Officer, Temasek International Pte. Ltd.)	Chief Technology Officer, Temasek International Pte. Ltd.	Australian
Syed Fidah Bin Ismail Alsagoff 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard, Singapore 238891 (Joint Head, Enterprise Development Group, Head, Life Sciences, Temasek International Pte. Ltd.)	Joint Head, Enterprise Development Group, Head, Life Sciences, Temasek International Pte. Ltd.	Singaporean
Michael John Buchanan 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard, Singapore 238891 (Joint Head, Portfolio Strategy & Risk Group, Head, Strategy, Head, Australia & New Zealand, Temasek International Pte. Ltd.)	Joint Head, Portfolio Strategy & Risk Group, Head, Strategy, Head, Australia & New Zealand, Temasek International Pte. Ltd.	Australian
Chan Wai Ching 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard, Singapore 238891 (Head, Organisation & People,	Head, Organisation & People, Temasek International Pte. Ltd.	Singaporean

Temasek International Pte. Ltd.)		
Gregory Lynn Curl 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (President, Temasek International Pte. Ltd.)	President, Temasek International Pte. Ltd.	American
Luigi Feola 23 King Street London SW1Y 6QY United Kingdom (Senior Managing Director, Europe, Middle East & Africa, Joint Head, Consumer, Temasek International (Europe) Limited)	Senior Managing Director, Europe, Middle East & Africa, Joint Head, Consumer, Temasek International (Europe) Limited	Italian
Nagi Adel Hamiyeh 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (Joint Head, Investment Group Joint Head, Consumer, Temasek International Pte. Ltd.)	Joint Head, Investment Group Joint Head, Consumer, Temasek International Pte. Ltd.	Singaporean
Hu Yee Cheng Robin 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (Head, Sustainability & Stewardship Group, Temasek International Pte. Ltd.)	Head, Sustainability & Stewardship Group, Temasek International Pte. Ltd.	Singaporean
Uwe Krueger 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (Joint Head, Portfolio Management Group, Head, Industrials, Business Services, Energy & Resources, Temasek International Pte. Ltd.)	Joint Head, Portfolio Management Group, Head, Industrials, Business Services, Energy & Resources, Temasek International Pte. Ltd.	German
Ravi Lambah 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (Head, Telecom, Media & Technology, Head, India, Temasek International Pte. Ltd.)	Head, Telecom, Media & Technology, Head, India, Temasek International Pte. Ltd.	Maltese
Leong Wai Leng 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (Chief Financial Officer, Temasek Holdings (Private) Limited)	Chief Financial Officer, Temasek Holdings (Private) Limited	Singaporean

John William Marren 101 California St., Suite 3700 San Francisco, CA 94111 United States of America (Senior Managing Director, North America, Temasek International (USA) LLC)	Senior Managing Director, North America, Temasek International (USA) LLC	American
Pek Siok Lan 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (General Counsel, Temasek International Pte. Ltd.)	General Counsel, Temasek International Pte. Ltd.	Singaporean
Png Chin Yee 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard, Singapore 238891 (Senior Managing Director, Portfolio Strategy & Risk Group, Head, Financial Services, Temasek International Pte. Ltd.)	Senior Managing Director, Portfolio Strategy & Risk Group, Head, Financial Services, Temasek International Pte. Ltd.	Singaporean
Rohit Sipahimalani 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (Joint Head, Investment Group, Joint Head, Portfolio Strategy & Risk Group, Temasek International Pte. Ltd.)	Joint Head, Investment Group, Joint Head, Portfolio Strategy & Risk Group, Temasek International Pte. Ltd.	Singaporean
Tan Chong Lee 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (President, Head, Europe, Middle East & Africa, Head, South East Asia, Temasek International Pte. Ltd.)	President, Head, Europe, Middle East & Africa, Head, South East Asia, Temasek International Pte. Ltd.	Singaporean
Teo Juet Sim Juliet 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (Joint Head, Portfolio Management Group, Head, Transportation & Logistics, Temasek International Pte. Ltd.)	Joint Head, Portfolio Management Group, Head, Transportation & Logistics, Temasek International Pte. Ltd.	Singaporean
Alan Raymond Thompson 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (Senior Managing Director, Enterprise Development Group, Joint Head, Private Equity Fund Investments, Temasek International Pte. Ltd.)	Senior Managing Director, Enterprise Development Group, Joint Head, Private Equity Fund Investments, Temasek International Pte. Ltd.	Singaporean

Joint Head, Private Equity Fund Investments, Temasek International Pte. Ltd.)		
Benoit Louis Marie Francois Valentin 23 King Street London SW1Y 6QY United Kingdom (Joint Head, Private Equity Fund Investments, Senior Managing Director, Middle East & Africa, Temasek International (Europe) Limited)	Joint Head, Private Equity Fund Investments, Senior Managing Director, Middle East & Africa, Temasek International (Europe) Limited	French
John Joseph Vaske 375 Park Avenue, 14 th Floor New York, NY 10152 United States of America (Head, Americas, Head, Agribusiness, Temasek International (USA) LLC)	Head, Americas, Head, Agribusiness, Temasek International (USA) LLC	American
Wu Yibing 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (Joint Head, Enterprise Development Group, Head, China, Temasek International Pte. Ltd.)	Joint Head, Enterprise Development Group, Head, China, Temasek International Pte. Ltd.	American

Directors of Tembusu Capital Pte. Ltd.

Name, Business Address and Position	Present Principal Occupation	Citizenship
Cheong Kok Tim c/o 60B Orchard Road #06-18, Tower 2 The Atrium@Orchard Singapore 238891	Deputy General Counsel – Legal & Regulatory Managing Director – Enterprise Development Group	Singaporean
Goh Bee Kheng c/o 60B Orchard Road #06-18, Tower 2 The Atrium@Orchard Singapore 238891	Managing Director – Finance	Singaporean

Directors of Esta Investments Pte. Ltd.

Name, Business Address and Position	Present Principal Occupation	Citizenship
Ray Parangam c/o 60B Orchard Road #06-18, Tower 2 The Atrium@Orchard Singapore 238891	Director – Organisation and People	Indian
Yap Zhi Liang c/o 60B Orchard Road #06-18, Tower 2 The Atrium@Orchard Singapore 238891	Director – Legal & Regulatory	Singaporean

TERMINATION AGREEMENT

February 28, 2019

Reference is made to that certain Investor Rights Agreement (the “**Agreement**”), dated as of October 11, 2013, among (i) 21 Vianet Group, Inc., a company incorporated under the laws of the Cayman Islands (the “**Company**”), (ii) Sheng Chen (“**SC**”), (iii) Jun Zhang (“**JZ**”) and together with SC, the “**Founders**”), (iv) Personal Group Limited, a British Virgin Islands company, Fast Horse Technology Limited, a British Virgin Islands company, Beacon Capital Group Inc., a British Virgin Islands company, Sunrise Corporate Holding Ltd., a British Virgin Islands company and Moomins Inc., a British Virgin Islands company (collectively, the “**Founder Affiliates**” and together with the Founders, the “**Founder Parties**”) and (v) Esta Investments Pte Ltd, a company incorporated under the laws of Singapore (the “**Investor**”). Terms used but not defined herein shall have the meanings ascribed to such terms in the Agreement.

WHEREAS, the Company, the Founder Parties and the Investor desire to terminate the Agreement effective on the date of this Termination Agreement.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, hereby agree as follows:

SECTION 1. *Termination*. Each of the Company, each Founder Party and the Investor hereby agrees to terminate the Agreement pursuant to Section 5.07 (*Amendment; Termination*) thereof, provided that Sections 4.01 (*Public Announcements*) and 4.05 (*Indemnification*) of the Agreement and any liability or obligation contemplated thereunder shall continue in full force and effect in accordance with the terms of the Agreement and shall survive termination of the Agreement. Effective as of the date hereof and subject to the foregoing, the Agreement shall terminate and be of no further force and effect. Notwithstanding any provision of the Agreement to the contrary, no party shall have any further obligations thereunder or with respect thereto, except as specifically set forth herein.

SECTION 2. *Due authorization*. Each party hereto hereby represents and warrants that the signature to this Termination Agreement has been duly authorized by all necessary corporate action on its part and that the officer executing this Termination Agreement on its behalf has the authority to execute the same and to bind it to the terms and conditions of this Termination Agreement.

SECTION 3. *Severability*. Whenever possible, each provision of this Termination Agreement shall be interpreted in such manner as to be effective and

valid under applicable law, but if any provision of this Agreement is held to be invalid, illegal or unenforceable in any respect under any applicable law or rule in any jurisdiction, such invalidity, illegality or unenforceability shall not affect any other provision or any other jurisdiction, and this Agreement shall be reformed, construed and enforced in such jurisdiction as if such invalid, illegal or unenforceable provision had never been contained herein.

SECTION 4. *Counterparts.* This Termination Agreement may be executed in separate counterparts, each of which shall be an original and all of which taken together shall constitute one and the same agreement. Signatures in the form of facsimile or electronically imaged "PDF" shall be deemed to be original signatures for all purposes hereunder.

SECTION 5. *Notices.* All notices, requests and other communications to any party under this Termination Agreement shall be in writing (including facsimile transmission and email transmission, so long as a receipt of such facsimile or email transmission is requested and received) and shall be given:

if to the Company, to:

21 Vianet Group, Inc.
M5, 1 Jiuxianqiao East Road
Chaoyang District
Beijing 100016
The People's Republic of China
Attention: Office of the Chief Financial Officer
Facsimile: (86 10) 8456 2121
Email: liu.xiao@21vianet.com

with a copy (which shall not constitute notice) to:

Skadden, Arps, Slate, Meagher & Flom LLP
42/F, Edinburgh Tower, The Landmark
15 Queen's Road Central
Hong Kong
Attention: Will H. Cai
Facsimile: +852 3910 4891
Email: will.cai@skadden.com

if to any Founder Party, to:

c/o M5, 1 Jiuxianqiao East Road,
Chaoyang District
Beijing 100016
The People's Republic of China
Attention: Office of the Chief Financial Officer

Facsimile: (86 10) 8456 2121
Email: liu.xiao@21vianet.com

if to the Investor, to:

Esta Investments Pte Ltd
60B Orchard Road, #06-18 Tower 2
The Atrium@Orchard
Singapore 238891
Attention: Eugene Huang
Email: eugenehuang@temasek.com.sg

with a copy (which shall not constitute notice) to:

Davis Polk & Wardwell
Hong Kong Club Building
3A Chater Road
Central
Hong Kong
Attention: James C. Lin
Facsimile: +852 2533 1768
Email: james.lin@davispolk.com

or such other address or facsimile number as the parties may hereafter specify by notice to the other parties hereto. All such notices, requests and other communications shall be deemed received on the date of receipt by the recipient thereof if received prior to 5:00 p.m. in the place of receipt and such day is a Business Day in the place of receipt. Otherwise, any such notice, request or communication shall be deemed not to have been received until the next succeeding Business Day in the place of receipt.

SECTION 6 *Governing Law; WAIVER OF JURY TRIAL.*

(a) This Termination Agreement, the rights and obligations of the parties hereto, and all claims or disputes relating hereto, shall be governed by and construed in accordance with the laws of the State of New York, without regard to the conflict of law rules of such state.

(b) EACH OF THE PARTIES HERETO HEREBY IRREVOCABLY WAIVES ANY AND ALL RIGHT TO TRIAL BY JURY IN ANY LEGAL PROCEEDING ARISING OUT OF OR RELATED TO THIS AGREEMENT OR THE TRANSACTIONS CONTEMPLATED HEREBY.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have executed this Termination Agreement as of the date first set forth above.

ESTA INVESTMENTS PTE LTD

By: /s/ Ang Peng Huat
Name: Ang Peng Huat
Title: Authorized Signatory

[Signature page to Termination Agreement]

IN WITNESS WHEREOF, the parties hereto have executed this Termination Agreement as of the date first set forth above.

21 VIANET GROUP, INC.

By: /s/ SHENG CHEN
Name: SHENG CHEN
Title:

[Signature page to Termination Agreement]

IN WITNESS WHEREOF, the parties hereto have executed this Termination Agreement as of the date first set forth above.

/s/ SHENG CHEN
SHENG CHEN

[Signature page to Termination Agreement]

IN WITNESS WHEREOF, the parties hereto have executed this Termination Agreement as of the date first set forth above.

/s/ JUN ZHANG
JUN ZHANG

[Signature page to Termination Agreement]

IN WITNESS WHEREOF, the parties hereto have executed this Termination Agreement as of the date first set forth above.

PERSONAL GROUP LIMITED

By: /s/ SHENG CHEN

Name:

Title:

[Signature page to Termination Agreement]

IN WITNESS WHEREOF, the parties hereto have executed this Termination Agreement as of the date first set forth above.

FAST HORSE TECHNOLOGY LIMITED

By: /s/ SHENG CHEN

Name:

Title:

[Signature page to Termination Agreement]

IN WITNESS WHEREOF, the parties hereto have executed this Termination Agreement as of the date first set forth above.

BEACON CAPITAL GROUP INC.

By: /s/ SHENG CHEN

Name:

Title:

[Signature page to Termination Agreement]

IN WITNESS WHEREOF, the parties hereto have executed this Termination Agreement as of the date first set forth above.

SUNRISE CORPORATE HOLDING LTD.

By: /s/ SHENG CHEN

Name:

Title:

[Signature page to Termination Agreement]

IN WITNESS WHEREOF, the parties hereto have executed this Termination Agreement as of the date first set forth above.

MOOMINS, INC.

By: /s/ JUN ZHANG
Name: JUN ZHANG
Title: DIRECTOR

[Signature page to Termination Agreement]