



中信國際金融控股有限公司

CITIC INTERNATIONAL FINANCIAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)
(Stock Code: 183)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (the “Meeting”) of the members of CITIC International Financial Holdings Limited (the “Company”) will be held at The Atrium, 39th Floor, Island Shangri-La Hotel, Pacific Place II, 88 Queensway, Hong Kong on Wednesday, 19 July 2006 at 10:00 a.m. for the purposes of considering and, if thought fit, passing with or without modification, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the terms of the agreement (the “Formal Sale and Purchase Agreement”), a copy of which has been produced to this Meeting marked “A” and initialed by the chairman of the Meeting for identification dated 13 April 2006 between CITIC Group and CITIC International Financial Holdings Limited (the “Company”) pursuant to which, inter alia, subject to the fulfillment of the conditions set out therein, the Company has agreed to acquire and CITIC Group has agreed to sell to the Company 19.9% of the existing interest in China CITIC Bank (“CNCB”), including rights to receive dividends declared from the profits of CNCB as may be allowed under the law of the People’s Republic of China (the “Sale Interest”) for a consideration to be determined in accordance with the terms of the Formal Sale and Purchase Agreement and to be satisfied by the issue and allotment by the Company to CITIC Group of ordinary shares of HK\$1.00 each (the “Consideration Shares”), subject to adjustments as set out in the Formal Sale and Purchase Agreement and the details of which are described in the circular of the Company dated 30 June 2006, be and is hereby approved;
- (b) the issue and allotment by the Company to CITIC Group of the Consideration Shares be and is hereby approved;
- (c) the board of directors of the Company be and are hereby authorised to exercise all the powers of the Company and take all steps as might in their opinion be desirable or necessary in connection with the Formal Sale and Purchase Agreement and the execution and performance thereof, including, without limitation to:
 - (i) the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements including any promoters agreements or other agreements with CNCB or any other parties in relation to the acquisition of the Sale Interest and/or any agreements in connection with any capital or asset reorganisation of CNCB;
 - (ii) the amendment of the terms of the Formal Sale and Purchase Agreement; and
 - (iii) the taking of all other necessary actions to implement the acquisition of the Sale Interest.”

By Order of the Board
CITIC International Financial Holdings Limited
Kyna Y. C. Wong
Company Secretary

Dated 30 June 2006

Notes:

1. Every member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead provided that if more than one person is authorised, the proxy/authorisation must specify the number of Shares in respect of which each such person is so authorised. The proxy need not be a member of the Company.
2. A form of proxy for use at the Meeting convened by the above notice is enclosed herewith. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of such power of attorney or authority) must be completed, signed and deposited to the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
3. The instrument appointing a proxy shall be in writing in any usual or common form or in any other form which the Directors may accept (provided that this shall not preclude the use of the two-way form), and shall be deemed, subject to the proviso described in note 4 below, to confer authority upon the proxy to vote on any resolution (or amendment thereto) put to the Meeting for which it is given as the proxy thinks fit.
4. Provided that any form issued to a Shareholder for him/her for appointing a proxy to attend at the Meeting at which special business is to be transacted shall be such as to enable the Shareholder according to his intention to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such special business and shall, unless the contrary is stated therein, be valid as well for any adjournment of the Meeting and for the Meeting to which it relates.

5. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the Meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where two or more persons are registered as the holder of any Share, the Company shall be at liberty to treat the person whose name stands first in the register of members as one of the joint holders of any Shares as solely entitled to attend or vote at the Meeting, but any one of such joint holders may be appointed the proxy of the persons entitled to vote on behalf of such joint holders, and as such proxy to attend and vote at the Meeting of the Company, but if more than one of such joint holders be present at any meeting personally or by proxy that one so present whose name stands first in the register of member in respect of such Shares shall alone be entitled to vote in respect thereof.

As at the date of this announcement, the Chairman of the Company is Mr. Kong Dan; the executive directors of the Company are Mr. Dou Jianzhong, Mrs. Chan Hui Dor Lam Doreen, Mr. Lo Wing Yat Kelvin, Mr. Roger Clark Spyer and Mr. Zhao Shengbiao; the non-executive directors of the Company are Mr. Chang Zhenming, Mr. Chen Xiaoxian, Mr. Ju Weimin, Mr. Liu Jifu and Mr. Wang Dongming; and the independent non-executive directors of the Company are Mr. Rafael Gil-Tienda, Mr. Lam Kwong Siu and Mr. Tsang Yiu Keung Paul.

“Please also refer to the published version of this announcement in South China Morning Post.”