



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 83rd Annual General Meeting (the “**Meeting**”) of the members of CITIC International Financial Holdings Limited (the “**Company**”) will be held at Atrium I & II, 39th Floor, Island Shangri-La Hong Kong, Pacific Place II, 88 Queensway, Hong Kong on Thursday, 22 May 2008 at 10:00 a.m. for the following purposes:–

As ordinary business:–

1. To receive and consider the financial statements together with the Reports of the Directors and of the Auditors for the year ended 31 December 2007;
2. To re-elect Directors and to authorise the Board to fix their remuneration for the year ended 31 December 2007;
3. To appoint Auditors and to authorise the Board to fix their remuneration;

As special business, to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:–

4. “(a) **THAT** a general mandate be and is hereby unconditionally given to the Directors of the Company to exercise during the Relevant Period all of the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements, options and other rights, or issue warrants or other securities, which might require the exercise of such powers during and after the Relevant Period, provided that the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) pursuant to the aforesaid mandate, otherwise than pursuant to or in consequence of (1) a Rights Issue or (2) the exercise of any option under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers, and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe or acquire shares of the Company or (3) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company or (4) any adjustment after the date of grant or issue of any options, warrants or other securities referred to herein, in the price at which shares in the capital of the Company which shall be subscribed, on exercise of relevant rights under such options, rights to subscribe, warrants or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, warrants or other securities or (5) a specific authority granted by the shareholders of the Company in general meeting, shall not, subject to Resolution No. 6 of this Notice of Meeting, exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution; and

(b) for the purposes of this Resolution:

“Rights Issue” means an offer of shares in the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares in the capital of the Company, open for a period fixed by the Directors, to holders of shares in the capital of the Company on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such shares subject in all cases to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong.

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- i) the conclusion of the next annual general meeting of the Company;
- ii) the expiration of the period within which the next annual general meeting of the Company as required by any applicable laws or the Articles of Association of the Company to be held; and
- iii) the revocation, variation or renewal of the authority given to the Directors in this Resolution by an ordinary resolution of the shareholders in general meeting.”;

5. “(a) **THAT** a general mandate be and is hereby unconditionally granted to the Directors of the Company to exercise during the Relevant Period all of the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the shares may be listed and recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited, provided that the aggregate nominal amount of the shares to be repurchased pursuant to the approval in this paragraph shall not exceed 10 per cent of the share capital of the Company in issue as at the date of the passing of this Resolution; and

(b) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- i) the conclusion of the next annual general meeting of the Company;
- ii) the expiration of the period within which the next annual general meeting of the Company as required by the applicable laws or the Articles of Association of the Company has to be held; and
- iii) the revocation, variation or renewal of the authority given to the Directors in this Resolution by an ordinary resolution of the shareholders in general meeting.”; and

6. “**THAT**, subject to the passing of Resolution No. 5 of this Notice of Meeting, the general mandate under Resolution No. 4 of this Notice of Meeting be extended by increasing the aggregate nominal amount of share capital of the Company permitted to be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the mandate granted under Resolution No. 4 of this Notice of Meeting by an amount equivalent to the aggregate nominal amount of the shares in the capital of the Company which may be repurchased by the Company pursuant to and in accordance with the mandate granted under Resolution No. 5 of this Notice of Meeting provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution.”.

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

Hong Kong, 30 April 2008

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, a form of proxy and the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of that power of attorney or authority) must be completed, signed and deposited at the office of the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1806-7, 18th 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 adjourned thereof.
3. 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.
4. For the sake of good corporate governance practice, the Chairman of the Meeting intends to demand poll voting for all the resolutions set out in this notice of the Meeting, and those Directors of the Company, who are shareholders of the Company as well, will abstain from voting at the Meeting on Resolution No. 2 concerning the re-election of Directors and fixing their remuneration.

As at the date of this announcement, the Chairman of the Company is Mr. Kong Dan; the Vice Chairman of the Company is Mr. Chang Zhenming; 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. Jose Barreiro, Mr. Chen Xiaoxian, Mr. Fan Yifei, Mr. Feng Xiaozeng, Mr. Manuel Galatas, 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.