



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 of CITIC International Financial Holdings Limited will be held at K-2 Suite, Pacific Place Conference Centre, 5/F, One Pacific Place, 88 Queensway, Hong Kong on Thursday, 16 October 2008 at 10:30 a.m. (or so soon thereafter as the Meeting of certain holders of the ordinary shares of HK\$1.00 each in the capital of the Company convened by the directions of the High Court of the Hong Kong Special Administrative Region shall have been concluded or adjourned) for the purposes of considering and, if thought fit, passing the following resolutions the first one of which will be proposed as a Special Resolution and the remaining one will be proposed as an Ordinary Resolution:

SPECIAL RESOLUTION

1. **“THAT:**

- (a) the Scheme of Arrangement dated 16 September 2008 between the Company and the holders of the Scheme Shares (as defined in the Scheme of Arrangement) in the form of the print which has been produced to this Meeting and for the purposes of identification signed by the Chairman of this Meeting, with any modification thereof or addition thereto or condition approved or imposed by the High Court of the Hong Kong Special Administrative Region be and is hereby approved;
- (b) for the purposes of giving effect to the Scheme of Arrangement, on the Effective Date (as defined in the Scheme of Arrangement):
 - (i) the authorized and issued capital of the Company be reduced by cancelling and extinguishing the Scheme Shares;
 - (ii) subject to and forthwith upon such reduction of capital taking effect, the authorized capital of the Company be increased to its former amount of HK\$8,000,000,000 by the creation of such number of new ordinary shares of HK\$1.00 each in the capital of the Company as is equal to the number of the Scheme Shares cancelled; and
 - (iii) the Company shall apply the credit arising in its books of account as a result of the reduction of the capital referred to in sub-paragraph (i) above in paying up in full at par such number of new ordinary shares of HK\$1.00 each in the capital of the Company to be created as aforesaid, which new shares shall be allotted and issued, credited as fully paid, to Gloryshare Investments Limited.”

ORDINARY RESOLUTION

2. “**THAT:**

the transfer of such number of the overseas listed foreign shares (“CNCB H Shares”) of RMB1.00 each in the capital of China CITIC Bank Corporation Limited (“CNCB”) by Gloryshare Investments Limited (“GIL”) to Banco Bilbao Vizcaya Argentaria, S.A. (“BBVA”) pursuant to a framework agreement dated 3 June 2008 entered into between CITIC Group, GIL and BBVA which would result in BBVA holding 10.07% of the issued shares of RMB1.00 each in the capital of CNCB immediately after such transfer at the sale price per CNCB H Share (being the higher of (i) HK\$5.10; and (ii) the highest closing price per CNCB H Share as quoted on The Stock Exchange of Hong Kong Limited during the period commencing 3 June 2008 and ending on the date on which the Scheme of Arrangement referred to in the Special Resolution set out in the Notice convening this Meeting becomes effective, subject to a maximum price of HK\$5.86 per CNCB H Share), be and is hereby approved”.

By order of the Board
**CITIC INTERNATIONAL FINANCIAL
HOLDINGS LIMITED**
Kyna Y. C. Wong
Company Secretary

Hong Kong, 16 September 2008

Registered Office:
Suites 2701-9, 27th Floor, CITIC Tower
1 Tim Mei Avenue
Central
Hong Kong

Notes:

1. Every member entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote in his stead provided that if more than one person is authorized, the proxy or authorization must specify the number of the shares in respect of which each such person is so authorized. The proxy need not be a member of the Company.
2. A white form of proxy for use at the Meeting is enclosed with the scheme document dated 16 September 2008 despatched to shareholders of the Company on the same date. To be valid, the white form of proxy, together with 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 at the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1806 – 1807, 18/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment 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. 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 share 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 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.