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**GLORYSHARE INVESTMENTS LIMITED**  
*(incorporated in the British Virgin Islands with limited liability)*



**中信國際金融控股有限公司**  
CITIC INTERNATIONAL FINANCIAL HOLDINGS LIMITED  
*(incorporated in Hong Kong with limited liability)*  
**(Stock Code: 183)**

## **JOINT ANNOUNCEMENT**

### **PROPOSAL TO PRIVATISE CITIC INTERNATIONAL FINANCIAL HOLDINGS LIMITED BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 166 OF THE COMPANIES ORDINANCE**

### **PROPOSED WITHDRAWAL OF LISTING OF CITIC INTERNATIONAL FINANCIAL HOLDINGS LIMITED**

### **APPOINTMENT OF REPLACEMENT FINANCIAL ADVISER TO THE OFFEROR**

The Company and the Offeror have noted that Lehman Brothers Holdings Inc. has filed a petition under Chapter 11 of the U.S. Bankruptcy Code with the United States Bankruptcy Court for the Southern District of New York in order to protect its assets. In connection with such petition, the Executive has issued restriction notices pursuant to sections 204 and 205 of the Securities and Futures Ordinance of Hong Kong on four Lehman Brothers entities in Hong Kong which include Lehman Brothers Asia Limited, the financial adviser to the Offeror. The restriction notice on Lehman Brothers Asia Limited restricts it from dealing with clients and its assets.

In view of these developments, Lehman Brothers Asia Limited has recommended that the Offeror seek a replacement financial adviser. The Offeror is proceeding with the selection of a replacement financial adviser. An announcement will be made and a supplemental circular will be despatched to the Minority Shareholders, the Optionholders and the Bondholders as soon as practicable after the appointment of such replacement financial adviser to the Offeror.

The Offeror confirms that the terms of the Proposal remain unchanged and the sufficiency of its financial resources to implement the Proposal will not be affected by the replacement of Lehman Brothers Asia Limited. Further, the Company and the Offeror currently do not expect that the timetable set out in the Scheme Document for the implementation of the transactions contemplated under or in connection with the Proposal will be affected by the appointment of the replacement financial adviser to the Offeror.

**Shareholders and potential investors are reminded that the implementation of the Proposal and subsequent transactions in the Framework Agreement will be subject to the conditions, as set out in the section headed “Conditions of the Scheme of Arrangement” in the explanatory statement forming part of the Scheme Document, being fulfilled or waived, as applicable, and thus the Proposal and those subsequent transactions may or may not become effective. Accordingly, they are advised to exercise caution when dealing in the Shares and CNCB Shares.**

Reference is made to the announcements dated 10 June 2008, 15 July 2008, 27 August 2008 and 15 September 2008 jointly issued by the Company and the Offeror, as well as the composite document (the “Scheme Document”) dated 16 September 2008 issued by the Company and the Offeror to the Shareholders, the Optionholders and the Bondholders in relation to the Proposal and the Scheme of Arrangement containing the information relevant to them as well as the particulars required by the Companies Ordinance and the Takeovers Code. Capitalized terms and expressions used in this announcement have the meanings used in the announcement dated 10 June 2008 unless the context requires otherwise.

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## **WARNING**

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**Shareholders and potential investors are also reminded that the listing of the Shares on the Hong Kong Stock Exchange will be withdrawn if the Scheme of Arrangement becomes effective. If the Scheme of Arrangement is withdrawn or not approved or lapses, the listing of the Shares on the Hong Kong Stock Exchange will not be withdrawn.**

By order of  
the board of directors of  
**GLORYSHARE INVESTMENTS LIMITED**  
**Chang Zhenming**  
*Director*

By order of  
the board of directors of  
**CITIC INTERNATIONAL FINANCIAL  
HOLDINGS LIMITED**  
**Dou Jianzhong**  
*Director and Chief Executive Officer*

Hong Kong, 16 September 2008

*The directors of CITIC Group jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, other than those relating to the Company, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement other than those expressed by the Company have been arrived at after due and careful consideration and there are no facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, other than those relating to the Company, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement other than those expressed by the Company have been arrived at after due and careful consideration and there are no facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, other than those relating to CITIC Group or the Offeror, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement, other than those expressed by CITIC Group or the Offeror, have been arrived at after due and careful consideration and there are no facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*As at the date of this announcement, the directors of the Offeror are Mr. Chang Zhenming, Mr. Dou Jianzhong and Mr. Ju Weimin.*

*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.*