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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 THE LISTING OF CITIC INTERNATIONAL FINANCIAL HOLDINGS LIMITED

APPOINTMENT OF MORGAN STANLEY ASIA LIMITED AS REPLACEMENT FINANCIAL ADVISER TO THE OFFEROR

**Financial adviser to
Gloryshare Investments Limited**

**Morgan Stanley
Morgan Stanley Asia Limited**

The Offeror appointed Morgan Stanley Asia Limited on 17 September 2008 as its replacement financial adviser. Morgan Stanley Asia Limited is satisfied that sufficient CNCB H Shares and financial resources are available to the Offeror to implement the Proposal in accordance with its terms.

A supplemental circular containing certain information about Morgan Stanley Asia Limited in connection with the Proposal will be despatched to the Minority Shareholders, the holders of the Options and the Bondholders as soon as practicable.

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, 15 September 2008 and 16 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 Minority Shareholders, the holders of the Options 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 Scheme Document dated 16 September 2008 unless the context requires otherwise.

APPOINTMENT OF REPLACEMENT FINANCIAL ADVISER TO THE OFFEROR

It was announced on 16 September 2008 that Lehman Brothers recommended that the Offeror seek a replacement financial adviser. In view of such recommendation, as well as the restriction notices pursuant to sections 204 and 205 of the SFO on Lehman Brothers restricting it from dealing with clients and its assets thereby making it no longer able to act as the financial adviser, the Offeror appointed Morgan Stanley Asia Limited on 17 September 2008 as its replacement financial adviser.

FINANCIAL RESOURCES

The total share portion and cash payments under the Proposal will be 1,747,059,920 CNCB H Shares and approximately HK\$3,846 million respectively assuming full acceptance of the Option Offer and the Bond Offer, or 1,783,040,036 CNCB H Shares and approximately HK\$3,851 million respectively assuming the Options will be fully exercised and the outstanding Convertible Bonds will be fully converted prior to the Expiry Time. However, taking into account the fact that the unvested Options will not be exercisable before the full implementation of the Proposal, the total share portion and cash payments under the Proposal will be 1,757,676,036 CNCB H Shares and approximately HK\$3,823 million respectively, assuming (i) full acceptance of the Option Offer by holders of the unvested Options, (ii) all vested Options will be fully exercised; and (iii) the outstanding Convertible Bonds will be fully converted, in each case prior to the Expiry Time.

Morgan Stanley Asia Limited is satisfied that sufficient CNCB H Shares and financial resources are available to the Offeror to implement the Proposal in accordance with its terms.

SUPPLEMENTAL CIRCULAR

A supplemental circular containing certain information about Morgan Stanley Asia Limited in connection with the Proposal will be despatched to the Minority Shareholders, the holders of the Options and the Bondholders as soon as practicable.

WARNING

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.

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, 17 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.