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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)

**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**

**RESULTS OF COURT MEETING AND
EXTRAORDINARY GENERAL MEETING**

Financial adviser to
Gloryshare Investments Limited
Morgan Stanley
Morgan Stanley Asia Limited

RESULTS OF COURT MEETING AND EXTRAORDINARY GENERAL MEETING

The Scheme of Arrangement, the related reduction of the capital of the Company and other related matters were approved at the Court Meeting and the Extraordinary General Meeting respectively. Further, the Third CNCB Transfer was approved at the Extraordinary General Meeting.

CURRENT STATUS OF THE CONDITIONS OF THE PROPOSAL

The implementation of the Proposal is still subject to the fulfillment or waiver (as applicable) of conditions (c), (d), (e) and (f) as set out in the section headed “Conditions of the Scheme of Arrangement” in the explanatory statement forming part of the Scheme Document, and therefore the Scheme of Arrangement, and thus the Proposal may or may not become effective.

Subject to such conditions being fulfilled or waived, as applicable, the Scheme of Arrangement is currently expected to become effective on Wednesday, 5 November 2008.

SUSPENSION OF TRADING OF THE SHARES

At the request of the Company, trading in the Shares on the Hong Kong Stock Exchange was suspended from 9:30 a.m. on 16 October 2008 pending publication of this announcement of the results of the Court Meeting and the Extraordinary General Meeting. Trading will remain suspended pending publication of an announcement of the results of the High Court hearing of the petition for the sanction of the Scheme of Arrangement and, upon such sanction will continue until the withdrawal of the listing of the Shares on the Hong Kong Stock Exchange. Subject to the Scheme of Arrangement becoming effective, listing of the Shares is expected to be withdrawn at 9:30 a.m. on Wednesday, 5 November 2008.

The latest time for lodging transfers of the Shares to qualify for the Cancellation Consideration is 4:00 p.m. on Friday, 31 October 2008.

WARNING

Shareholders and potential investors are reminded that the implementation of the Proposal and the 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 the CNCB Shares.

Reference is made to the announcements dated 10 June 2008, 15 July 2008, 27 August 2008, 15 September 2008, 16 September 2008, 17 September 2008, 22 September 2008 and 30 September 2008 issued by the Company, as well as the composite document dated 16 September 2008 (the “Scheme Document”) and the supplemental circular dated 23 September 2008 (the “Supplemental Circular”) both issued by the Company to the Minority Shareholders, the holders of the Options and the Bondholders in relation to the Proposal. Capitalized terms and expressions used in this announcement have the meanings used in the Scheme Document and, where applicable, the Supplemental Circular unless the context requires otherwise.

RESULTS OF COURT MEETING AND EXTRAORDINARY GENERAL MEETING

The board of directors of the Company announces that the results of the Court Meeting and the Extraordinary General Meeting, both held on Thursday, 16 October 2008, are as follows:

Court Meeting

	Votes cast by the Minority Shareholders either in person or by proxy		Votes cast by the Minority Shareholders either in person or by proxy for the Scheme of Arrangement		Votes cast by the Minority Shareholders either in person or by proxy against the Scheme of Arrangement	
	<i>Number of Minority Shareholders</i>	<i>Number of Shares represented</i>	<i>Number of Minority Shareholders</i>	<i>Number of Shares represented</i>	<i>Number of Minority Shareholders</i>	<i>Number of Shares represented</i>
Total	170	916,327,495	160	910,676,937 (Note 1)	10	5,650,558 (Note 2)

Notes:

- Such number represents approximately 99.38% of the number of Shares held by all the Minority Shareholders, other than the concert parties, present and voting either in person or by proxy at the Court Meeting.
- Such number represents less than 10% of the number of Shares held by all the Minority Shareholders, other than concert parties, present and voting either in person or by proxy at the Court Meeting.

As at the date of the Court Meeting, the total number of the Shares in issue was 5,759,172,916 Shares, which represent the entire issued share capital of the Company.

No party stated any intention in the Scheme Document to vote against the Scheme of Arrangement at the Court Meeting. The Shares held by the Offeror, BBVA and the concert parties including Morgan Stanley, Lehman Brothers and their respective associates, were not represented or voted at the Court Meeting.

The Scheme of Arrangement was approved by way of poll in compliance with Section 166 of the Companies Ordinance and Rule 2.10 of the Takeovers Code by a majority in number representing not less than three-fourths in value of the Minority Shareholders present and voting either in person or by proxy at the Court Meeting (excluding the concert parties, which include Morgan Stanley, Lehman Brothers and their respective associates) and the Scheme of Arrangement was not disapproved by the Minority Shareholders (excluding the concert parties, which include Morgan Stanley, Lehman Brothers and its associates) at the Court Meeting holding more than 10% in nominal value of all the Scheme Shares held by such Minority Shareholders.

The resolution proposed at the Court Meeting to approve the Scheme of Arrangement was accordingly duly passed by the Minority Shareholders.

The share registrar of the Company, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the purpose of vote-taking at the Court Meeting.

Extraordinary General Meeting

At the time of the Extraordinary General Meeting, there were in issue a total of 5,759,172,916 Shares, which represent the entire issued share capital of the Company. The Extraordinary General Meeting was convened for the purpose of considering, if thought fit, the approval of (a) the special resolution to give effect to the Scheme of Arrangement, including the reduction of the authorised and issued capital of the Company, and (b) the ordinary resolution to approve the Third CNCB Transfer.

No party stated any intention in the Scheme Document to vote against or to abstain from voting on the special resolution at the Extraordinary General Meeting. As the Third CNCB Transfer constitutes a special deal under Rule 25 of the Takeovers Code and in compliance with one of the conditions stipulated by the Executive for consenting to such transfer, only the Minority Shareholders (excluding the concert parties, which include Morgan Stanley, Lehman Brothers and their respective associates) who are not involved or interested in the Third CNCB Transfer were entitled to vote on the ordinary resolution at the Extraordinary General Meeting to approve the Third CNCB Transfer.

The resolutions were passed at the Extraordinary General Meeting by way of poll as follows:

- (a) 5,150,160,990 Shares (amounting to approximately 99.84% of the Shares voted) voted in favour of the special resolution and 8,345,295 Shares (amounting to approximately 0.16% of the Shares voted) voted against it. Thus the special resolution to approve and give effect to the Scheme of Arrangement including the proposed reduction of the capital of the Company was duly passed by a majority of not less than 75% of the votes cast by the shareholders of the Company present and voting in person or by proxy at the Extraordinary General Meeting; and
- (b) 1,138,652,462 Shares (amounting to approximately 99.33% of the Shares voted) voted in favour of the ordinary resolution and 7,708,827 Shares (amounting to approximately 0.67% of the Shares voted) voted against it. Thus the ordinary resolution to approve the Third CNCB Transfer was duly passed by a majority of the votes cast by the Minority Shareholders (excluding the concert parties, which include Morgan Stanley, Lehman Brothers and their respective associates) who are not involved or interested in the Third CNCB Transfer.

The share registrar of the Company, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the purpose of vote-taking of both the special resolution and the ordinary resolution at the Extraordinary General Meeting.

CURRENT STATUS OF THE CONDITIONS OF THE PROPOSAL

The implementation of the Proposal is still subject to the fulfillment or waiver (as applicable) of conditions (c), (d), (e) and (f) as set out in the section headed “Conditions of the Scheme of Arrangement” in the explanatory statement forming part of the Scheme Document, and therefore the Scheme of Arrangement, and thus the Proposal may or may not become effective.

Subject to such conditions being fulfilled or waived, as applicable, the Scheme of Arrangement is currently expected to become effective on Wednesday, 5 November 2008.

EXPECTED TIMETABLE

Hong Kong time
(unless otherwise stated)

Latest time for lodging transfers of the Shares in order to qualify for entitlements to the Cancellation Consideration	4:00 p.m. on Friday, 31 October 2008
Expiry Time (<i>Note 1</i>)	4:00 p.m. on Friday, 31 October 2008
High Court hearing of the petition for the sanction of the Scheme of Arrangement (<i>Note 2</i>)	Tuesday, 4 November 2008
Record Time	4:00 p.m. on Tuesday, 4 November 2008
Announcement of the result of the High Court hearing posted on the website of the Hong Kong Stock Exchange	by 7:00 p.m. on Tuesday, 4 November 2008
Effective Date (<i>Note 2</i>)	Wednesday, 5 November 2008
Expected withdrawal of the listing of the Shares on the Hong Kong Stock Exchange	by 9:30 a.m. on Wednesday, 5 November 2008
Announcement of, among other things, the Effective Date and the withdrawal of the listing of the Shares on the Hong Kong Stock Exchange posted on the website of the Hong Kong Stock Exchange	by 7:00 p.m. on Wednesday, 5 November 2008
Certificates for the CNCB H Shares and cheques for the cash payment under the Cancellation Consideration and cheques for the cash payments under the Option Offer and the Bond Offer to be despatched on or before	Saturday, 15 November 2008

The Minority Shareholders, the holders of the Options and the Bondholders should note that the above timetable is dependent on, among other things, the availability of dates for the High Court to hear the proceedings relating to the Scheme of Arrangement and is therefore subject to change. Further announcement will be made in the event that there is any change.

Notes:

- (1) The Option Offer and the Bond Offer are open for acceptance up to the Expiry Time. If any holders of vested Options have not accepted the Option Offer by the Expiry Time, their Options will be cancelled by the Company with effect from the Expiry Time and these holders will receive the fair value of their Options as at the Expiry Time. Further, the Company will redeem all of the outstanding Convertible Bonds with effect from the Expiry Time if the Bond Offer is not accepted in full by the Bondholders by such time.
- (2) The Scheme of Arrangement shall become effective when it is sanctioned (with or without modification) by the High Court and an office copy of the order of the High Court, together with the minute containing the particulars required by Section 61 of the Companies Ordinance, are delivered to and registered by the Registrar of Companies.

LATEST TIME FOR LODGING TRANSFERS OF THE SHARES IN ORDER TO QUALIFY FOR ENTITLEMENTS TO THE CANCELLATION CONSIDERATION

In order to qualify for the Cancellation Consideration under the Scheme of Arrangement, all transferees of the Shares must lodge the duly completed transfer forms, together with the relevant certificate of the Shares, with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 4:00 p.m. on Friday, 31 October 2008.

APPLICATION FOR WITHDRAWAL OF LISTING

Subject to the Scheme of Arrangement becoming effective, listing of the Shares is expected to be withdrawn at 9:30 a.m. on Wednesday, 5 November 2008. The Company has made an application to the Hong Kong Stock Exchange for withdrawal of the listing of the Shares on the Hong Kong Stock Exchange with effect from 9:30 a.m. on Wednesday, 5 November 2008.

SUSPENSION OF TRADING OF THE SHARES

At the request of the Company, trading in the Shares on the Hong Kong Stock Exchange was suspended from 9:30 a.m. on 16 October 2008 pending publication of this announcement of the results of the Court Meeting and the Extraordinary General Meeting. Trading will remain suspended pending publication of an announcement of the results of the High Court hearing of the petition for the sanction of the Scheme of Arrangement and, upon such sanction will continue until the withdrawal of the listing of the Shares on the Hong Kong Stock Exchange. Subject to the Scheme of Arrangement becoming effective, listing of the Shares is expected to be withdrawn at 9:30 a.m. on Wednesday, 5 November 2008. If the Scheme of Arrangement is not sanctioned by the High Court, trading of the Shares will resume at 9:30 a.m. on the trading day following the announcement of such results.

WARNING

Shareholders and potential investors are reminded that the implementation of the Proposal and the 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 the CNCB Shares.

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 October 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 fact not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The directors of the Company 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.