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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  
AND  
PROPOSED WITHDRAWAL OF THE LISTING OF  
CITIC INTERNATIONAL FINANCIAL HOLDINGS LIMITED  
THE SCHEME OF ARRANGEMENT BECOMING EFFECTIVE  
AND  
WITHDRAWAL OF LISTING**

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

**THE SCHEME OF ARRANGEMENT HAS BECOME EFFECTIVE**

The Scheme of Arrangement was sanctioned and the reduction of the capital of the Company was confirmed by the High Court on Tuesday, 4 November 2008. A sealed copy of the order of the High Court together with a minute relating to the reduction of the capital of the Company and containing the particulars required by Section 61 of the Companies Ordinance have been delivered to the Registrar of Companies and were registered on Wednesday, 5 November 2008. Accordingly, the Scheme of Arrangement has become effective upon registration on Wednesday, 5 November 2008.

**WITHDRAWAL OF LISTING**

The withdrawal of listing of the Shares on the Main Board of the Hong Kong Stock Exchange has become effective at 9:30 a.m. on Wednesday, 5 November 2008.

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, 30 September 2008, 16 October 2008 and 4 November 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 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 unless the context requires otherwise.

### **THE SCHEME OF ARRANGEMENT HAS BECOME EFFECTIVE**

The Scheme of Arrangement was sanctioned and the reduction of the capital of the Company was confirmed by the High Court on Tuesday, 4 November 2008. A sealed copy of the order of the High Court together with a minute relating to the reduction of the capital of the Company and containing the particulars required by Section 61 of the Companies Ordinance have been delivered to the Registrar of Companies on Wednesday, 5 November 2008. Upon the registration of the sealed copy of the order of the High Court with the minute relating to the reduction of the capital of the Company on Wednesday, 5 November 2008, all conditions of the Scheme of Arrangement, and thus the Proposal, set out in the Scheme Document were fulfilled or waived (as appropriate) and the Scheme of Arrangement has become thereupon effective.

### **WITHDRAWAL OF LISTING**

The withdrawal of the listing of the Shares on the Main Board of the Hong Kong Stock Exchange has become effective at 9:30 a.m. on Wednesday, 5 November 2008.

### **DESPATCH OF CERTIFICATES FOR CNCB H SHARES AND CHEQUES FOR CASH PAYMENTS**

In accordance with the terms of the Proposal, the certificates for CNCB H Shares and the cheques for cash payments under the Cancellation Consideration, the cheques for cash payments under the Option Offer and the cheques for cash payments under the Bond Offer will be despatched to the Minority Shareholders, holders of the Options and the Bondholders respectively on or before Saturday, 15 November 2008.

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, 5 November 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 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 and 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 and 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.*