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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)

ANNOUNCEMENT

Results of the Extraordinary General Meeting Relating to the Proposed Acquisition of a 25% interest in CITIC Capital Markets Holdings Limited

The Company is pleased to announce that the ordinary resolution (the “Resolution”) relating to the proposed acquisition of a 25% interest in CITIC Capital was duly passed by the Independent Shareholders at the extraordinary general meeting of the Company held on 28 April 2004 (the “EGM”).

Reference is made to the announcement of the Company dated 18 March 2004 and the circular of the Company dated 7 April 2004 relating to the Acquisition Agreement entered into between the Company and CITIC Group for the purchase by the Company of the total issued share capital of True Worth and the assignment to the Company of all Shareholder’s Loans owing by True Worth to CITIC Group for a consideration of HK\$500,000,000. Unless otherwise defined herein, capitalized terms shall have the same meanings ascribed to them in the Circular.

True Worth is a holding company for 25% of the total issued share capital in CITIC Capital. Following completion of the Acquisition, the Company will have a 50% interest in CITIC Capital. CITIC Group holds approximately 53.75% of the entire issued share capital of the Company and is the controlling shareholder of the Company. Accordingly, the Acquisition constitutes a connected transaction of the Company under the Listing Rules and is therefore conditional upon the approval by the Independent Shareholders at the EGM. CITIC Group and its associates (as defined in the Listing Rules) had abstained from voting in relation to the Resolution at the EGM.

Also approved at the EGM was the entry into the Further Supplemental Shareholders’ Agreement by the Company.

Poll Results

The Company is pleased to announce the results of the voting taken on a poll at the EGM.

- (1) The total number of shares entitling the holder to attend and vote for or against the Resolution at the EGM: 310,089,207

- (2) The total number of shares entitling the holder to attend and vote only against the Resolution at the EGM: Nil
- (3) The number of shares represented by votes for the Resolution at the EGM: 285,028,207, representing 91.92% of the number of total votes counted at the EGM.
- (4) The number of shares represented by votes against the Resolution at the EGM: 25,061,000, representing 8.08% of the number of total votes counted at the EGM.

As more than 50% of the votes cast in favour of the resolution, the resolution was passed.

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

As at the date of this announcement, the directors of the Company are Mr. Kong Dan (Chairman), Mr. Chang Zhenming, Mrs. Chan Hui Dor Lam Doreen, Mr. Dou Jianzhong, Mr. Fan Sheung Tak Stephen**, Mr. Ju Weimin, Mr. Kong Siu Chee Kenneth, Mr. Lam Kwong Siu**, Mr. Lee Wing Hung Raymond, Mr. Liu Jifu, Mr. Lo Wing Yat Kelvin, Mr. Wang Dongming, Mr. Yang Chao, Mr. Zhang Enzhao, Mr. Zhao Shengbiao. (** *Independent Non-executive Directors*)

By order of the Board
Kyna Y. C. Wong
Company Secretary

Hong Kong, 28 April 2004