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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

Poll Results of the 79th Annual General Meeting and the Extraordinary General Meeting held on 20 May 2004

At the 79th Annual General Meeting (the “AGM”) and the Extraordinary General Meeting (the “EGM”) of CITIC International Financial Holdings Limited (the “Company”) held on 20 May 2004, all the resolutions were approved by shareholders by poll voting.

The Company is pleased to announce the results of the voting taken on a poll at the AGM and EGM of the Company held on 20 May 2004. The number of shares represented by votes for and against the respective resolutions at the AGM and the EGM was as follows:

Resolutions		Number of Votes (%)	
		For	Against
AGM			
1.	To receive and consider the financial statements together with the Reports of the Directors and of the Auditors for the year ended 31 December 2003.	2,079,410,374 (100%)	0 (0%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
2.	To declare a final dividend of HK\$0.063 per share.	2,079,409,351 (99.9999%)	1,023 (0.0001%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
3.(A)(i)	To re-elect Mr. Kong Dan as Director.	2,079,302,374 (99.9899%)	210,000 (0.0101%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

3.(A)(ii)	To re-elect Mr. Chang Zhenming as Director.	2,079,290,374 (99.9899%)	210,000 (0.0101%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
3.(A)(iii)	To re-elect Mrs. Chan Hui Dor Lam Doreen as Director.	2,079,290,374 (99.9899%)	210,000 (0.0101%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
3.(A)(iv)	To re-elect Mr. Dou Jianzhong as Director.	2,079,290,374 (99.9899%)	210,000 (0.0101%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
3.(A)(v)	To re-elect Mr. Fan Sheung Tak Stephen as Director.	2,079,302,374 (99.9899%)	210,000 (0.0101%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
3.(A)(vi)	To re-elect Mr. Ju Weimin as Director.	2,079,290,374 (99.9899%)	210,000 (0.0101%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
3.(A)(vii)	To re-elect Mr. Kong Siu Chee Kenneth as Director.	2,079,290,374 (99.9899%)	210,000 (0.0101%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
3.(A)(viii)	To re-elect Mr. Lam Kwong Siu as Director.	2,079,290,374 (99.9899%)	210,000 (0.0101%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
3.(A)(ix)	To re-elect Mr. Liu Jifu as Director.	2,079,290,374 (99.9899%)	210,000 (0.0101%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

3.(A)(x)	To re-elect Mr. Lo Wing Yat Kelvin as Director.	2,079,290,374 (99.9899%)	210,000 (0.0101%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
3.(A)(xi)	To re-elect Mr. Wang Dongming as Director.	2,079,302,374 (99.9899%)	210,000 (0.0101%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
3.(A)(xii)	To re-elect Mr. Yang Chao as Director.	2,079,290,374 (99.9899%)	210,000 (0.0101%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
3.(A)(xiii)	To re-elect Mr. Zhang Enzhao as Director.	2,079,290,374 (99.9899%)	210,000 (0.0101%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
3.(A)(xiv)	To re-elect Mr. Zhao Shengbiao as Director.	2,079,290,374 (99.9899%)	210,000 (0.0101%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
3.(B)	To authorise the Board to fix the Directors' remuneration for the year 2003.	2,077,650,049 (99.9137%)	1,794,000 (0.0863%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
4.	To appoint KPMG as Auditors and authorise the Board to fix their remuneration.	2,077,666,374 (99.9137%)	1,794,000 (0.0863%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
5.	To grant a general mandate to the Directors to issue additional shares not exceeding 20% of the issued share capital of the Company as at the date of this resolution.	2,014,217,119 (97.0120%)	62,039,108 (2.9880%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

6.	To give a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of this resolution.	2,079,451,874 (99.9997%)	6,000 (0.0003%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
7.	To extend the general mandate under resolution 5 by increasing the number of shares permitted to be issued equivalent to the number of shares repurchased under resolution 6.	2,076,749,874 (99.8698%)	2,708,000 (0.1302%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
EGM			
1.	To amend the Articles of Association of the Company.	2,063,167,790 (100%)	0 (0%)
	As more than 75% of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		

For and on behalf of
**CITIC International Financial
Holdings Limited**
Kyna Y. C. Wong
Company Secretary

Hong Kong, 20 May 2004

Notes:

- (1) The total number of shares entitling the holder to attend and vote for or against all the resolutions at the AGM and EGM was 3,192,662,349 shares.
- (2) None of these 3,192,662,349 shares were the shares entitling the holder to attend and vote only against any of the resolutions at the AGM and the EGM.
- (3) Directors of the Company who offered themselves for re-election at the AGM have abstained from voting on the resolution in respect of their respective re-election as Director. In addition, Directors of the Company have also abstained from voting on the resolution for authorising the Board to fix the Directors' remuneration for the year 2003.
- (4) Computershare Hong Kong Investor Services Limited, the share registrar of the Company, acted as the scrutineer for the vote-taking at the AGM and the EGM.

As at the date of this announcement, the Board of Directors of the Company comprises 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. Liu Jifu, Mr. Lo Wing Yat Kelvin, Mr. Wang Dongming, Mr. Yang Chao, Mr. Zhang Enzhao and Mr. Zhao Shengbiao. (** *Independent Non-executive Directors*)

*Please also refer to the published version of this announcement in Wen Wei Po Post,
The Standard and Hong Kong Economic Times.*