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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)**

## **VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTION IN RELATION TO THE PROPOSED ACQUISITION OF 19.9% INTEREST IN CHINA CITIC BANK DELAY DESPATCH OF THE CIRCULAR**

The Directors are pleased to announce that the Company has on 13th April, 2006 entered into the Formal Sale and Purchase Agreement. The major terms of the Formal Sale and Purchase Agreement are substantially the same as the Framework Agreement.

In addition, the Company is pleased to announce that Somerley Limited has been appointed as the independent financial adviser.

Reference is made to the announcement of the Company dated 31st March, 2006 (the "Announcement"). In this announcement, unless the context requires otherwise, the defined terms used in this announcement shall have the meanings as set forth in the Announcement.

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In addition, the Company is pleased to announce that Somerley Limited has been appointed as the independent financial adviser to make recommendations to the Independent Board Committee and the Independent Shareholders as to whether the terms of the Formal Sale and Purchase Agreement are fair and reasonable and whether the transaction contemplated under the Formal Sale and Purchase Agreement is in the interests of the Company and its shareholders as a whole and to advise the Independent Shareholders on how to vote in respect of the resolution to be proposed at the EGM to approve the Formal Sale and Purchase Agreement and the transactions contemplated therein.

Under Rule 14.38 and Rule 14A.49 of the Listing Rules, a circular ("Circular") containing information in relation to a very substantial acquisition and connected transaction in respect of the Formal Sale and Purchase Agreement is required to be despatched to the Shareholders within 21 days after the publication of the Announcement. However, the Company anticipates that additional time will be required for the preparation of certain financial information in respect of CNCB as well as other information to be included in the Circular. Currently, the accounts of CNCB are prepared in accordance with PRC GAAP. To comply with the requirements of the Listing Rules, the accounts of CNCB are required to be prepared in accordance with IAS. The preparation of such accounts requires some time. After the preparation of such accounts of CNCB, the independent financial adviser will review them and will finalise its recommendations to the Independent Board Committee and the Independent Shareholders. Accordingly, the Company has applied to the Stock Exchange for a waiver for a delay in despatch of the Circular such that the date of despatch of the Circular is to be on or before 30th June, 2006.

By Order of the Board  
**CITIC International Financial Holdings Limited**  
**Kyna Y. C. Wong**  
*Company Secretary*

Hong Kong, 13th April, 2006

*As at the date of this announcement, the Chairman of the Company is Mr. Kong Dan; 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. Chang Zhenming, Mr. Chen Xiaoxian, Mr. Ju Weimin, Mr. Liu Jifu, Mr. Wang Dongming and Mr. Yang Chao; and the independent non-executive directors of the Company are Mr. Rafael Gil-Tienda, Mr. Lam Kwong Siu and Mr. Tsang Yiu Keung Paul.*

*Please also refer to the published version of this announcement in South China Morning Post and Hong Kong Economic Times.*