



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)

RETIREMENT OF DIRECTOR AND

POLL RESULTS OF THE 81ST ANNUAL GENERAL MEETING HELD ON 16 MAY 2006

RETIREMENT OF DIRECTOR

The Board of Directors (the "Board") of CITIC International Financial Holdings Limited (the "Company") announces that Mr. Yang Chao did not stand for re-election when he retired, in accordance with the articles of association of the Company, as a Non-executive Director of the Company at the Company's Annual General Meeting held on 16 May 2006 (the "AGM") due to personal reason. Mr. Yang has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its sincere gratitude to Mr. Yang for his valuable contribution to the Company during his tenure of office.

POLL RESULTS OF THE 81ST ANNUAL GENERAL MEETING HELD ON 16 MAY 2006

At the AGM of the Company held on 16 May 2006, all resolutions were approved by shareholders by poll voting. The number of shares represented by votes for and against the respective resolutions at the AGM was as follows:

	Resolutions	Number of Votes (%)	
		For	Against
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 2005.	2,159,097,124 (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\$0.06 per share.	2,159,112,168 (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.		
3.(A)(i)	To re-elect Mr. Kong Dan as Director.	2,156,237,353 (99.8663%)	2,886,650 (0.1337%)
	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. Dou Jianzhong as Director.	2,156,987,353 (99.9010%)	2,136,650 (0.0990%)
	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.	2,154,162,664 (99.8662%)	2,886,650 (0.1338%)
	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. Chang Zhenming as Director.	2,156,987,353 (99.9010%)	2,136,650 (0.0990%)
	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. Chen Xiaoxian as Director.	2,156,987,353 (99.9010%)	2,136,650 (0.0990%)
	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. Gil-Tienda Rafael as Director.	2,158,353,353 (99.9645%)	765,650 (0.0355%)
	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. Ju Weimin as Director.	2,156,128,353 (99.8613%)	2,995,650 (0.1387%)
	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.	2,158,358,353 (99.9645%)	765,650 (0.0355%)
	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.	2,156,987,353 (99.9010%)	2,136,650 (0.0990%)
	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.	2,156,987,353 (99.9010%)	2,136,650 (0.0990%)
	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. Roger Clark Spyer as Director.	2,156,987,353 (99.9010%)	2,136,650 (0.0990%)
	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. Tsang Yiu Keung Paul as Director.	2,158,358,353 (99.9645%)	765,650 (0.0355%)
	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. Wang Dongming as Director.	2,156,987,353 (99.9010%)	2,136,650 (0.0990%)
	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.	2,154,963,239 (99.9009%)	2,136,650 (0.0991%)
	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 2005.	2,152,131,050 (99.8663%)	2,880,194 (0.1337%)
	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.	2,157,743,003 (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.		
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.	2,022,109,982 (93.8072%)	133,492,065 (6.1928%)
	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 grant 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.	2,157,622,003 (99.9364%)	1,372,044 (0.0636%)
	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.	2,152,202,853 (99.6855%)	6,790,150 (0.3145%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

Notes:

- (1) The total number of shares entitling the holder to attend and vote for or against all the resolutions at the AGM was 3,201,231,375 shares.
- (2) None of these 3,201,231,375 shares were the shares entitling the holder to attend and vote only against any of the resolutions at the AGM.
- (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 2005.
- (4) Computershare Hong Kong Investor Services Limited, the share registrar of the Company, acted as the scrutineer for the vote-taking at the AGM.

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

Hong Kong, 16 May 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 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.

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