



CITIC PACIFIC

CITIC Pacific Limited

中信泰富有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00267)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 19 DECEMBER 2008

At the extraordinary general meeting (“EGM”) of CITIC Pacific Limited (the “Company”) held on 19 December 2008, all the ordinary resolutions as set out in the notice of the EGM were duly passed by the Independent Shareholders of the Company by way of poll voting.

Reference is made to the circular of the Company dated 3 December 2008 (the “Circular”) in relation to the Standby Facility, connected transactions involving subscription for Convertible Bond by CITIC Group, application for Whitewash Waiver, very substantial disposal involving certain leveraged foreign exchange contracts to be assumed by CITIC Group and the increase in authorised share capital. Unless the context otherwise requires, terms used in this announcement shall have the same meaning as defined in the Circular.

Poll results

The board of directors of the Company announces that at the EGM held on 19 December 2008, a resolution by way of poll voting was put forward at the request of a number of shareholders to adjourn the EGM. Accordingly, a poll voting was conducted. The poll results taken at the EGM on the adjournment were as follows:-

ORDINARY RESOLUTION		Number of Votes “FOR” (%)	Number of Votes “AGAINST” (%)
A	To adjourn the meeting for not less than 14 days or until such later date as the Directors may determine	668,327 (0.1020%)	654,622,835 (99.8980%)

As more than 50% of the votes were cast against the resolution to adjourn the EGM, the EGM proceeded to consider and vote on the ordinary resolutions as set out in the notice of the EGM.

The board of directors of the Company is pleased to announce that at the EGM, all the ordinary resolutions as set out in the notice of the EGM were duly passed by the Independent Shareholders of the Company by way of poll voting.

The poll results taken at the EGM were as follows:-

ORDINARY RESOLUTIONS		Number of Votes “FOR” (%)	Number of Votes “AGAINST” (%)
1	<p>(a) To approve the agreement dated 12 November 2008 entered into between the Company and CITIC Group, details of which are set out in the Circular</p> <p>(b) To approve the increase in the authorised share capital of the Company from HK\$1,200,000,000 divided into 3,000,000,000 Shares to HK\$2,400,000,000 divided into 6,000,000,000 Shares by the creation of an additional 3,000,000,000 Shares</p> <p>(c) To authorise the directors of the Company or any committee thereof to do all acts and execute all documents they consider necessary or desirable to give effect to the transactions contemplated in this ordinary resolution no. 1</p>	820,428,711 (99.9441%)	459,147 (0.0559%)
2	Subject to and conditional upon passing of ordinary resolution no. 1, to approve the Whitewash Waiver granted by the SFC, details of which are set out in the Circular	351,203,711 (99.9001%)	351,147 (0.0999%)

As more than 50% of the votes were cast in favour of each of the above resolutions, these resolutions were passed as ordinary resolutions at the EGM.

Changes to the shareholding in the Company as a result of conversion of the Convertible Bond

The following table illustrates the shareholding structure of the Company as at 12 November 2008, being the date of the announcement of the Company in relation to, among other things, the proposed issue of the Convertible Bond, and following conversion of the Convertible Bond (assuming the total number of Shares in issue as

at the date of conversion of the Convertible Bond remains unchanged, other than as a result of such conversion):

Name of Shareholder	As at 12 November 2008		Assuming the Convertible Bond is fully converted into Shares at HKD8.00 per Share	
	No. of Shares	Approx. % to issued share capital of CITIC Pacific	No. of Shares	Approx. % to enlarged issued share capital of CITIC Pacific
<i>CITIC Group Concert Parties</i>				
CITIC Group (through CITIC HK or its designated nominee)	645,611,285	29.438%	2,098,736,285	57.558%
Larry Yung Chi Kin	418,418,000	19.078%	418,418,000	11.475%
Henry Fan Hung Ling	50,640,000	2.309%	50,640,000	1.389%
Liu Jifu	840,000	0.038%	840,000	0.023%
Cai Xinghai	280,000	0.013%	280,000	0.008%
Zhuang Shouchang	200,000	0.009%	200,000	0.005%
<i>Subtotal of CITIC Group Concert Parties (Note 1)</i>	<i>1,115,989,285</i>	<i>50.885%</i>	<i>2,569,114,285</i>	<i>70.458%</i>
<i>Other Directors</i>				
Peter Lee Chung Hing	1,000,000	0.046%	1,000,000	0.027%
Carl Yung Ming Jie	300,000	0.014%	300,000	0.008%
Vernon Francis Moore	4,200,000	0.192%	4,200,000	0.115%
Li Shilin	300,000	0.014%	300,000	0.008%
Wang Ande	400,000	0.018%	400,000	0.011%
Hansen Loh Chung Hon	1,550,000	0.071%	1,550,000	0.043%
André Desmarais	10,145,000	0.463%	10,145,000	0.278%
Peter Kruyt	34,100	0.002%	34,100	0.001%
Other public Shareholders	1,059,230,775	48.295% (approximately)	1,059,230,775	29.051% (approximately)
Total	<u>2,193,149,160</u>	<u>100%</u>	<u>3,646,274,160</u>	<u>100%</u>

Note 1: Of these shareholders, Cai Xinghai who holds 280,000 Shares is a connected person of the Company as he is a director of subsidiaries of the Company. Zhuang Shouchang who holds 200,000 Shares is considered part of the Company's public float pursuant to rule 8.24 of the Listing Rules since he is not a connected person of the Company.

For and on behalf of
CITIC Pacific Limited
Stella Chan Chui Sheung
Company Secretary

Hong Kong, 19 December 2008

Notes :

1. As at the date of the EGM, the total number of issued shares of the Company was 2,193,149,160 shares.
2. The total number of shares entitling the holder to attend and vote for or against the aforesaid ordinary resolution A at the EGM was 2,193,149,160 shares.
3. As stated in the Circular, CITIC Group and CITIC HK would and has abstained from voting on the aforesaid ordinary resolution no. 1. The total number of shares entitling the holder to attend and vote for or against the aforesaid ordinary resolution no. 1 at the EGM was 1,547,537,875 shares.
4. As stated in the Circular, CITIC Group Concert Parties consisting of CITIC Group, CITIC HK, Messrs Larry Yung Chi Kin, Henry Fan Hung Ling, Liu Jifu, Zhuang Shoucang and Cai Xinghai would and have abstained from voting on the aforesaid ordinary resolution no. 2. The total number of shares entitling the holder to attend and vote for or against the aforesaid ordinary resolution no. 2 at the EGM was 1,077,159,875 shares.
5. There was no share entitling the holder to attend and vote only against the resolutions at the EGM.
6. KPMG, Certified Public Accountants, was appointed as the scrutineer for the voting-taking at the EGM. The poll results were subject to scrutiny by KPMG, whose work was limited to certain procedures requested by the Company to agree the poll results summary prepared by Tricor Tengis Limited, Share Registrars of the Company, to poll forms collected and provided by the Company to KPMG. The work performed by KPMG in this respect did not constitute an assurance engagement made in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

As at the date of this announcement, the executive directors of the Company are Messrs Larry Yung Chi Kin (Chairman), Henry Fan Hung Ling, Peter Lee Chung Hing, Carl Yung Ming Jie, Vernon Francis Moore, Li Shilin, Liu Jifu, Milton Law Ming To, Wang Ande and Kwok Man Leung; the non-executive directors of the Company are Messrs Willie Chang, André Desmarais, Chang Zhenming and Peter Kruyt (alternate director to Mr. André Desmarais); and the independent non-executive directors of the Company are Messrs Hamilton Ho Hau Hay, Alexander Reid Hamilton, Hansen Loh Chung Hon and Norman Ho Hau Chong.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.