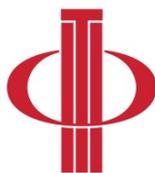


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CITIC PACIFIC

CITIC Pacific Limited 中信泰富有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 00267)

ANNOUNCEMENT SHARE SUBSCRIPTION APPOINTMENT OF PLACING AGENTS

As disclosed in the Share Subscription Announcement I dated May 14, 2014, the Share Subscription Announcement II dated June 17, 2014, CITIC Pacific had entered into share subscription agreements with 25 investors and will have a public float percentage of more than 15%, which has already satisfied the minimum public float requirement of the Stock Exchange and the requirements for the Placing pursuant to the Share Transfer Agreement.

The Board is pleased to announce that, on July 14, 2014, two more investors, China National Tobacco Corporation and CT Bright, entered into the Share Subscription Agreements with CITIC Pacific, pursuant to which China National Tobacco Corporation and CT Bright have agreed to subscribe at the Subscription Price of HK\$13.48 per Share (subject to the adjustment of the Price per Consideration Share under the Acquisition as announced by CITIC Pacific, if applicable) for such number of Subscription Shares (rounded down to the nearest whole board lot of 1,000 Shares) that may be purchased for an amount of approximately HK\$8.4 billion, representing approximately 2.50% of the Shares in issue of CITIC Pacific upon Completion, assuming an estimated total of 21,253,879,470 Consideration Shares and Placing Shares are issued.

The total number of Shares to be allotted to all 27 places would be approximately 3,952,428,000 Shares, representing approximately 15.87% of the Shares in issue of CITIC Pacific upon Completion, assuming estimated total of 21,253,879,470 Consideration Shares and Placing Shares are issued. The net Placing Price (after deduction of the fees of the Placing Agents) is approximately HK\$13.42 per Placing Share. CITIC Pacific does not intend to place any more Shares under the Placing. CITIC Pacific can proceed to complete the Acquisition after the fulfillment of other conditions of the Acquisition.

The Board is pleased to announce that CITIC Pacific has entered into an agreement with each of CSCF, BOCI, ABCI, CCBI, ICBCI, Mizuho, MS and CSCI, to confirm the appointment of each of them as placing agent of CITIC Pacific in relation to the placing of new Shares to the 27 places, the details of which have been announced in the Share Subscription Announcement I, Share Subscription Announcement II and this announcement.

We refer to the circular of CITIC Pacific dated May 14, 2014 in relation to, among other things, the Acquisition, the issue of Consideration Shares and the specific mandate for the issue of the Placing Shares, the announcement dated May 14, 2014 in relation to 15 investors' subscription of the Placing Shares (the "**Share Subscription Announcement I**"), the announcement dated June 3, 2014 in relation to the poll results of the EGM approving the Acquisition, the issue of Consideration Shares and the specific mandate for the issue of the Placing Shares and the announcement dated June 17, 2014 in relation to 10 investors' subscription of the Placing Shares (the "**Share Subscription Announcement II**"). Unless otherwise specified, capitalized terms used in this announcement shall have the same meaning as defined in the circular and announcements mentioned above.

SHARE SUBSCRIPTION

As disclosed in the Share Subscription Announcement I dated May 14, 2014 and the Share Subscription Announcement II dated June 17, 2014, CITIC Pacific had entered into share subscription agreements with 25 investors and will have a public float percentage of more than 15%, which has already satisfied the minimum public float requirement of the Stock Exchange and the requirements for the Placing pursuant to the Share Transfer Agreement.

The Board is pleased to announce that, on July 14, 2014, two more investors, China National Tobacco Corporation and Chia Tai Bright Investment Company Limited ("**CT Bright**") entered into the Share Subscription Agreements with CITIC Pacific, pursuant to which China National Tobacco Corporation and CT Bright have agreed to subscribe for such number of Shares as may be purchased with an amount of approximately HK\$8.4 billion at the subscription price of HK\$13.48 (subject to the adjustment of the Price per Consideration Share under the Acquisition as announced by CITIC Pacific, if applicable). The total number of Shares to be subscribed for by China National Tobacco Corporation and CT Bright would be approximately 623,156,000 Shares, representing approximately 2.50% of the Shares in issue upon Completion, assuming an estimated total of 21,253,879,470 Consideration Shares and Placing Shares are issued. The Subscription Price represents:

- (i) a discount of approximately 2.32% to the closing price of HK\$13.80 per Share as quoted on the Stock Exchange on July 11, 2014, being the last trading day prior to the date of the Share Subscription Agreements;
- (ii) a discount of approximately 3.02% to the average closing price of HK\$13.90 per Share as quoted on the Stock Exchange for the last five trading days up to and including July 11, 2014; and

- (iii) a discount of approximately 1.82% to the average closing price of HK\$13.73 per Share as quoted on the Stock Exchange for the last ten trading days up to and including July 11, 2014.

The Subscription Price is HK\$13.48 per Share (subject to the adjustment of the Price per Consideration Share under the Acquisition as announced by CITIC Pacific, if applicable). The Subscription Price which was agreed after arm's length negotiations between CITIC Pacific and the investors was determined by reference to, amongst other things, prevailing market conditions at the relevant time, Share price of CITIC Pacific, and investors' demands for the Shares.

To the best knowledge, information and belief of the Directors, China National Tobacco Corporation and CT Bright and their respective beneficial owner(s) are third party(ies) independent of CITIC Pacific and not connected person(s) of CITIC Pacific.

The total number of Shares to be allotted to all 27 places would be approximately 3,952,428,000 Shares, representing approximately 15.87% of the Shares in issue of CITIC Pacific upon Completion, assuming an estimated total of 21,253,879,470 Consideration Shares and Placing Shares are issued. The net Placing Price (after deduction of the fees of the Placing Agents) is approximately HK\$13.42 per Placing Share. CITIC Pacific does not intend to place any more Shares under the Placing. CITIC Pacific can proceed to complete the Acquisition after the fulfillment of other conditions of the Acquisition.

The Subscription Shares form part of the Placing Shares in all respects and will be issued by CITIC Pacific under the specific mandate granted by the Independent Shareholders at the EGM to issue the Placing Shares. The Subscription Shares, when issued and fully paid, will rank pari passu in all respects with the existing Shares in issue on Completion. Application will be made by CITIC Pacific to the Listing Committee of the Stock Exchange for the grant of the listing of, and permission to deal in, the Subscription Shares.

China National Tobacco Corporation

China National Tobacco Corporation has agreed to subscribe for such number of Shares as may be purchased with an aggregate amount of RMB4 billion at the subscription price of HK\$13.48 (subject to the adjustment of the Price per Consideration Share under the Acquisition as announced by CITIC Pacific, if applicable). The total number of Shares to be subscribed for by China National Tobacco Corporation would be approximately 374,123,000 Shares, representing approximately 1.50% of the Shares in issue upon Completion, assuming an estimated total of 21,253,879,470 Consideration Shares and Placing Shares are issued.

China National Tobacco Corporation is a large state-owned enterprise established upon approval by the State Council of the PRC. China National Tobacco Corporation exercises its rights in respect of the state-owned assets in the enterprises it invests, operates and manages state-owned assets, and is responsible for the maintenance and appreciation of the value of such assets.

Other than the Conditions set out in the section titled “Conditions Precedent of the Share Subscription” below, completion of the subscription by China National Tobacco Corporation is also conditional upon the following condition: approval from the State Administration of Foreign Exchange having been obtained by the China National Tobacco Corporation for subscribing in RMB.

CT Bright

CT Bright has agreed to subscribe for such number of Shares as may be purchased with an aggregate amount of HK\$3,356,964,840 at the subscription price of HK\$13.48 (subject to the adjustment of the Price per Consideration Share under the Acquisition as announced by CITIC Pacific, if applicable). The total number of Shares to be subscribed for by CT Bright would be 249,033,000 Shares, representing approximately 1% of the Shares in issue upon Completion, assuming an estimated total of 21,253,879,470 Consideration Shares and Placing Shares are issued.

CT Bright is incorporated in the British Virgin Islands, an investment company under Charoen Pokphand Group Company Limited (“CPG”), Thailand. CPG is the holding company for the Charoen Pokphand Group (“CP”), a transnational conglomerate with investment in 16 countries. Founded in 1921 in Thailand, CP currently employs over 300,000 people, and is now the world’s largest producer of animal feed and shrimp, and one of the leading producers of poultry products. CP, known as ‘Zheng Da’ in the PRC, has invested in 213 companies and employs over 80,000 employees, with agriculture and animal husbandry, food industry, commercial retailing as its core business, CP also engages in pharmacy, motorcycles, real estate, finance, and retails. CP has listed companies such as Charoen Pokphand Foods, True Corporation and CP All in Thailand, and C.P. Pokphand and CP Lotus in Hong Kong. CP will continually provide more and better services and products to its customers.

Conditions Precedent of the Share Subscription

Save as otherwise disclosed in this announcement, the subscription obligation of each of China National Tobacco Corporation and CT Bright is subject to, among other things, the following conditions precedent:

- (a) conditions precedent for the Completion as provided for in the Share Transfer Agreement having been satisfied or waived in accordance with the terms of the Share Transfer Agreement;
- (b) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Placing Shares that each of China National Tobacco Corporation and CT Bright is subscribing on the Stock Exchange and such approval and permission remaining in full force and effect; and
- (c) all necessary regulatory approvals and consents of the Shareholders for the completion of the Placing having been obtained and such approvals and consents remaining in full force and effect.

Termination

A Share Subscription Agreement may be terminated:

- (a) in the event that completion of the Share Subscription does not take place by October 31, 2014, the parties to the relevant Share Subscription Agreement shall then consult each other and discuss a later date for the satisfaction of the conditions and the completion of the Share Subscription as the parties may agree in writing. In the event that such parties cannot agree to a later date, either party shall be entitled to terminate the Share Subscription Agreement by written notice to the other party and the Share Subscription Agreement and all rights and obligations of the parties thereunder shall cease and terminate save for accrued rights and obligations of the parties under the Share Subscription Agreement;
- (b) by any party to the relevant Share Subscription Agreement in the event there is a material breach of the Share Subscription Agreement on the part of the other party to the relevant Share Subscription Agreement; and
- (c) with the written consent of all the parties to the relevant Share Subscription Agreement.

Reasons for the Share Subscription and Use of proceeds from the Share Subscription

The Share Subscription can broaden the shareholder base of CITIC Pacific, maintain the minimum public float immediately following the Completion and raise extra funds for the Acquisition.

The aggregate proceeds from the Share Subscription are expected to be approximately HK\$8.4 billion and will be used to settle part of the Cash Consideration for the Acquisition.

Fund raising activities in the past 12 months

Save as disclosed in the Share Subscription Announcement I and Share Subscription Announcement II, CITIC Pacific has not carried out any equity fund raising activities during the 12 months immediately preceding the date of this announcement.

APPOINTMENT OF PLACING AGENTS

The Board is pleased to announce that it has entered into an agreement with each of CITIC Securities Corporate Finance (HK) Limited (“**CSCF**”), BOCI Asia Limited (“**BOCI**”), ABCI Securities Company Limited (“**ABCI**”), CCB International Capital Limited (“**CCBI**”), ICBC International Capital Limited (“**ICBCI**”), Mizuho Securities Asia Limited (“**Mizuho**”), Morgan Stanley Asia Limited (“**MS**”) and China Securities (International) Corporate Finance Company Limited (“**CSCI**”), respectively, to confirm the appointment of each of them as placing agent of CITIC Pacific (each a “**Placing Agent**” and together the “**Placing Agents**”) in relation to the placing of new Shares to the 27 placees, the details of which have been announced in the Share Subscription Announcement I, Share Subscription Announcement II

and this announcement. The appointment of each Placing Agent is in respect of approximately the following amount under the Placing:

Placing Agent	Amount
CSCF	US\$5.5 billion
BOCI	US\$250 million
ABCI	US\$200 million
CCBI	US\$150 million
ICBCI	US\$150 million
Mizuho	HK\$780 million
MS	US\$164 million
CSCI	US\$400 million

To the best knowledge, information and belief of the Directors, each of the Placing Agents is independent of CITIC Pacific and not a connected person of CITIC Pacific.

CURRENCY TRANSLATIONS

Under the relevant Share Subscription Agreement, China National Tobacco Corporation subscribed for the Subscription Shares in RMB, the relevant parties agree that such amount shall be translated into Hong Kong dollar at the median exchange rate between RMB and HK\$ announced by the People's Bank of China as at the seventh business day prior to date of completion of the Share Subscription.

Unless otherwise specified, amounts denominated in RMB have been translated, for the purpose of illustration only, into Hong Kong dollars in this announcement at the following rate:

RMB0.79315:HK\$1.0000 (the median exchange rate between RMB and HK\$ announced by the People's Bank of China on July 11, 2014)

Unless otherwise specified, amounts denominated in US\$ have been translated, for the purpose of illustration only, into Hong Kong dollars in this announcement at the following rate:

HK\$7.7498:US\$1.0000 (the exchange rate published by Reuters on July 11, 2014)

No representation is made that any amounts RMB or HK\$ or US\$ can be or could have been at the relevant dates converted at the above rate or any other rate or at all.

Completion of the Share Subscription is subject to the satisfaction of certain conditions. Shareholders and potential investors are advised to exercise caution when dealing in the securities of CITIC Pacific.

DEFINITIONS

“Subscription Price”	HK\$13.48 (subject to the adjustment of the Price per Consideration Share under the Acquisition as announced by CITIC Pacific, if applicable)
“Share Subscription Agreements”, each a “Share Subscription Agreement”	the share subscription agreements between CITIC Pacific and each of China National Tobacco Corporation and CT Bright in respect of the Share Subscription
“Share Subscription”	the subscription of the Subscription Shares by China National Tobacco Corporation and CT Bright pursuant to the terms and conditions of their Share Subscription Agreement under the Placing
“Subscription Shares”	the Shares to be subscribed for by China National Tobacco Corporation and CT Bright pursuant to the terms and conditions of their respective Share Subscription Agreement under the Placing

By Order of the Board
CITIC Pacific Limited
Chang Zhenming
Chairman

Hong Kong, July 14, 2014

As at the date of this announcement, the executive directors of CITIC Pacific are Messrs Chang Zhenming (Chairman), Zhang Jijing, Vernon Francis Moore, Liu Jifu and Zeng Chen; the non-executive directors of CITIC Pacific are Messrs Ju Weimin, Yin Ke, and Carl Yung Ming Jie; and the independent non-executive directors of CITIC Pacific are Messrs Alexander Reid Hamilton, Gregory Lynn Curl, Francis Siu Wai Keung and Dr. Xu Jinwu.