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中信銀行股份有限公司

**China CITIC Bank Corporation Limited**

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 998)**

**Announcement**

**China CITIC Bank Corporation Limited and China National Tobacco Corporation Enters into the Supplemental Agreement to the Share Subscription Agreement and Amendment to the Private Placement of A Shares Scheme**

Reference is made to the circular dated 25 November 2014 in respect of the Second EGM of 2014, the A Shareholders Class Meeting and the H Shareholders Class Meeting (the "**Circular**") and the announcement dated 16 December 2014 in respect of the poll results of the Second EGM of 2014, the A Shareholders Class Meeting and the H Shareholders Class Meeting of China CITIC Bank Corporation Limited (the "**Bank**"). Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

The Bank has entered into the "Share Purchase Agreement for the A Share Private Placement of China CITIC Bank Corporation" (the "**Share Subscription Agreement**") with CNTC (the "**Subscriber**") on 29 October 2014 and the A Share Private Placement Scheme has been approved at the Second EGM of 2014, the A Shareholders Class Meeting and the H Shareholders Class Meeting held on 16 December 2014.

To fully protect the interest of the Shareholders, including the medium and small Shareholders of the Bank, to promote sustainable and healthy development of the Bank,

after amicable negotiation, the Bank and the Subscriber has entered into the "Supplemental Agreement to the Share Subscription Agreement" (the "**Supplemental Agreement**"), with the Share Subscription Agreement as basis. Both parties confirmed and agreed that the subscription price would be adjusted from RMB4.84 per share to RMB5.55 per share and the number of shares to be issued would be adjusted from 2,462,490,897 shares to 2,147,469,539 shares. Other terms of the Share Subscription Agreement remain unchanged. According to the applicable laws and regulations, the Private Placement of A Shares Scheme as amended by the Supplemental Agreement are subject to the approval by CBRC and CSRC before implementation.

Based on the Supplemental Agreement, the Private Placement of A Shares Scheme is amended as follows:

1. Amendment to the issue price and the number of shares to be issued under the Private Placement

The Bank amends the issue price of the shares from RMB4.84 per share to RMB5.55 per share, the number of shares to be issued from 2,462,490,897 to 2,147,469,539, being the shares issuable pursuant to the adjusted issue price per share at the original total consideration of RMB 11,918,455,941.48.

2. Inclusion of the summary of the Supplemental Agreement as condition precedent

The Bank and CNTC has entered into the Supplemental Agreement, whereas it is agreed that the issue price of the shares is adjusted from RMB4.84 per share to RMB5.55 per share, the number of shares to be issued is adjusted from 2,462,490,897 to 2,147,469,539. All other terms and conditions in the Share Subscription Agreement remain unchanged.

By order of the Board of  
**China CITIC Bank Corporation Limited**  
**Chang Zhenming**  
*Chairman*

Beijing, the PRC

31 July 2015

*As at the date of this announcement, the executive directors of the Bank are Ms. Li Qingping and Mr. Sun Deshun; the non-executive directors are Mr. Chang Zhenming, Mr. Zhu Xiaohuang and Mr. Zhang Xiaowei; and the independent non-executive directors are Mr. Li Zheping, Ms. Wu Xiaoqing, Mr. Wong Luen Cheung Andrew and Mr. Yuan Ming.*