

*Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated October 27, 2015 (the “Prospectus”) issued by the Company.*

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*This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Offering described below before deciding whether or not to invest in the H Shares thereby offered.*

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer to sell or solicitation to purchase or subscribe for securities in the United States or in any other jurisdictions. The Offer Shares have not been, and will not be, registered under the United States Securities Act of 1933 (as amended from time to time, the “U.S. Securities Act”) or any state securities laws of the United States and may be offered and sold only (a) in the United States to “Qualified Institutional Buyer” in reliance on Rule 144A or another exemption from, or in a transaction not subject to, registration under the U.S. Securities Act and (b) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act. The Company has not intended and does not intend to make any public offer of securities in the United States.*

*In connection with the Global Offering, China International Capital Corporation Hong Kong Securities Limited as the stabilizing manager (the “Stabilizing Manager”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilizing or supporting the market price of the H Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be*

*brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).*

*Potential investors should be aware that stabilizing actions cannot be taken to support the price of the H Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Sunday, November 29, 2015, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the H Shares, and therefore the price of the H Shares, could fall.*



# China International Capital Corporation Limited 中國國際金融股份有限公司

(A joint stock limited company incorporated in the People's Republic of China)

## Global Offering

- Number of Offer Shares under the Global Offering : 611,406,400 H Shares (comprising 555,824,000 H Shares to be offered by the Company and 55,582,400 H Shares to be sold by the Selling Shareholders subject to the Over-allotment Option)
- Number of International Offer Shares : 550,265,600 H Shares (subject to adjustment and the Over-allotment Option)
- Number of Hong Kong Offer Shares : 61,140,800 H Shares (subject to adjustment)
- Maximum Offer Price : HK\$10.28 per H Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
- Nominal Value : RMB1.00 per H Share
- Stock Code : 3908

## Joint Sponsors



## Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



## Financial Advisor

LAZARD

Application has been made by the Company to the Listing Committee for the listing of, and permission to deal in, (i) the H Shares to be issued or sold pursuant to the Global Offering (including any additional H Shares which may be issued or sold pursuant to the exercise of the Over-allotment Option); and (ii) the H Shares which will be converted from Unlisted Foreign Shares held by the Company's existing foreign Shareholders. Dealings in the H Shares on the Main Board are expected to commence at 9:00 a.m. on Monday, November 9, 2015.

The Global Offering comprises the Hong Kong Public Offering of 61,140,800 H Shares (including 6,113,600 Hong Kong Reserved Shares) (subject to adjustment), representing 10% of the total Offer Shares, and the International Offering of an aggregate of 550,265,600 H Shares (subject to adjustment and the Over-allotment Option), representing 90% of the total Offer Shares. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section headed "Structure of the Global Offering" in the Prospectus.

The Company is expected to grant to the International Underwriters, exercisable by the Underwriters' Representative (on behalf of the International Underwriters), the Over-allotment Option, which will be exercisable from the Listing Date until 30 days after the last day for the lodging of applications under the Hong Kong Public Offering, to require the Company to allot and the Selling Shareholders to sell up to an aggregate of 91,709,200 H Shares, representing no more than 15% of the initial Offer Shares, at the Offer Price to, among other things, cover over-allocations in the International Offering, if any. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website ([www.cicc.com](http://www.cicc.com)) and the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

Subject to the granting of the approval for listing of, and permission to deal in, the H Shares on the Hong Kong Stock Exchange and compliance with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the H Shares on the Hong Kong Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Hong Kong Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the H Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$10.28 per Offer Share and is currently expected to be not less than HK\$9.12 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$10.28 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$10.28 per Offer Share.

**Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the Application Forms and the designated website ([www.eipo.com.hk](http://www.eipo.com.hk)) in relation to the White Form eIPO.** Applicants who would like to have the allotted Hong Kong Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **White Form eIPO Service Provider** at [www.eipo.com.hk](http://www.eipo.com.hk) under the **White Form eIPO** service. Applicants who would like to have the allotted Hong Kong Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS. Eligible Hong Kong Employees who wish to be allotted the Hong Kong Reserved Shares should complete and sign the **PINK** Application Forms.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Tuesday, October 27, 2015, until 12:00 noon on Friday, October 30, 2015 from:

1. the following addresses of the following Hong Kong Underwriters:

**China International Capital Corporation Hong Kong Securities Limited**

29th Floor, One International Finance Center  
1 Harbour View Street  
Central  
Hong Kong

**Goldman Sachs (Asia) L.L.C.**

68/F, Cheung Kong Center  
2 Queen's Road Central  
Hong Kong

**CMB International Capital Limited**

Units 1803-4, 18/F  
Bank of America Tower  
12 Harcourt Road  
Central  
Hong Kong

**CCB International Capital Limited**

12/F, CCB Tower  
3 Connaught Road Central  
Central  
Hong Kong

**ICBC International Securities Limited**

37/F, ICBC Tower  
3 Garden Road  
Hong Kong

**ABCI Securities Company Limited**

10/F, Agricultural Bank of China Tower  
50 Connaught Road Central  
Hong Kong

**BOCOM International Securities Limited**

9/F, Man Yee Building  
68 Des Voeux Road Central  
Hong Kong

**The Hongkong and Shanghai Banking Corporation Limited**

Level 15  
1 Queen's Road Central  
Hong Kong

**China Galaxy International Securities (Hong Kong) Co., Limited**

Units 3501-7 & 3513-14  
35F, Cosco Tower  
183 Queen's Road Central  
Hong Kong

**DBS Asia Capital Limited**

17th Floor, The Center  
99 Queen's Road Central  
Central  
Hong Kong

**Southwest Securities (HK) Brokerage Limited**

Suite 1601, 1606-1608  
16/F Central Plaza  
18 Harbour Road  
Wanchai  
Hong Kong

2. any of the following branches of the receiving banks:

**Bank of China (Hong Kong) Limited**

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
Hong Kong Island	Bank of China Tower Branch	3/F, 1 Garden Road
	Causeway Bay Branch	505 Hennessy Road, Causeway Bay, Hong Kong
Kowloon	194 Cheung Sha Wan Road Branch	194-196 Cheung Sha Wan Road, Sham Shui Po, Kowloon
	Shanghai Street (Mong Kok) Branch	611-617 Shanghai Street, Mong Kok
	Telford Gardens Branch	Shop P2 Telford Gardens, Kowloon Bay
New Territories	Tai Po Branch	68-70 Po Heung Street, Tai Po Market
	Tuen Mun San Hui Branch	G13-G14 Eldo Court, Heung Sze Wui Road, Tuen Mun

**Standard Chartered Bank (Hong Kong) Limited**

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
Hong Kong Island	Quarry Bay Branch	G/F, Westlands Gardens, 1027 King's Road, Quarry Bay
	Wanchai Southorn Branch	Shop C2 on G/F and 1/F to 2/F, Lee Wing Building, No. 156-162 Hennessy Road, Wanchai
Kowloon	Kwun Tong Branch	G/F, 414 Kwun Tong Road, Kowloon
	68 Nathan Road Branch	Basement, Shop B1, G/F Golden Crown Court, 66-70 Nathan Road, Tsimshatsui

New Territories	Tseung Kwan O Branch	Shop G37-40, G/F, Hau Tak Shopping Centre East Wing, Hau Tak Estate, Tseung Kwan O
	Tsuen Wan Branch	Shop C, G/F & 1/F, Jade Plaza, 298 Sha Tsui Road, Tsuen Wan

### **Wing Lung Bank Limited**

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
Hong Kong Island	Head Office	45 Des Voeux Road Central
	North Point Branch	361 King's Road
	Aberdeen Branch	201 Aberdeen Main Road
New Territories	Yuen Long Branch	37 On Ning Road

### **Bank of Communications Co., Ltd. Hong Kong Branch**

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
Hong Kong Island	Central District Sub-Branch	G/F., Far East Consortium Building, 125A Des Voeux Road C., Central
	Kennedy Town Sub-Branch	G/F., 113-119 Belcher's Street, Kennedy Town
New Territories	Sheung Shui Sub-Branch	Shops 1010-1014, G/F., Sheung Shui Centre, Sheung Shui
	Shatin Sub-Branch	Shop No. 193, Level 3, Shatin Lucky Plaza, Shatin

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Tuesday, October 27, 2015 until 12:00 noon on Friday, October 30, 2015 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.



Copies of the Prospectus, together with the **PINK** Application Form, may be obtained by the Eligible Hong Kong Employees during normal business hours from 9:00 a.m. on Tuesday, October 27, 2015 until 6:00 p.m. on Wednesday, October 28, 2015 from the Company's principal place of business in Hong Kong at 29/F, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "Bank of China (Hong Kong) Nominees Limited — CICC Public Offer" attached should be deposited in the special collection boxes provided at any of the branches referred to above on such dates and during such time as specified in the Application Forms.

Applicants applying by **White Form eIPO** service may submit applications through the **White Form eIPO** service at [www.eipo.com.hk](http://www.eipo.com.hk) from 9:00 a.m. on Tuesday, October 27, 2015 until 11:30 a.m. on Friday, October 30, 2015 or such later time as described in the section "How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, October 27, 2015 until 12:00 noon on Friday, October 30, 2015 or such later time as described in the section "How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

The completed **PINK** Application Form, together with a cheque attached and marked payable to "Bank of China (Hong Kong) Nominees Limited — CICC Public Offer" for the payment must be deposited in the collection point located at the principal place of business of the Company in Hong Kong at 29/F, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong by 6:00 p.m. on Wednesday, October 28, 2015, or such later time as described in the section "How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

Please refer to the sections "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the final Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the Hong Kong Employee Preferential Offering, and the basis of allocation of the Hong Kong Offer Shares and the Hong Kong Reserved Shares (i) in the South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and (iv) on the Company's website ([www.cicc.com](http://www.cicc.com)) on or before Friday, November 6, 2015. The results of allocations and the Hong Kong Identity Card/passport/Hong Kong Business Registration numbers of successful applicants under the Hong Kong Public Offering and the Hong Kong Employee Preferential Offering will be available through a variety of channels from Friday, November 6, 2015 as described in the section "How to Apply for Hong Kong Offer Shares — 11. Publication of Results" in the Prospectus.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Monday, November 9, 2015 provided that the Global Offering has become unconditional and the right of termination described in the section "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination" in the Prospectus has not been exercised. No receipt will be issued for application monies received.

Dealings in the H Shares on the Hong Kong Stock Exchange are expected to commence at 9:00 a.m. on Monday, November 9, 2015. The H Shares will be traded in board lots of 400 H Shares each. The stock code of the Company is 3908.

By order of the Board  
**China International Capital Corporation Limited**  
**Ding Xuedong**  
*Chairman*

Hong Kong, October 27, 2015

*As at the date of this announcement, the Executive Director of the Company is Mr Bi Minjian; the Non-executive Directors are Mr Ding Xuedong, Ms Zhao Haiying, Mr David Bonderman, Mr Liu Haifeng David, Mr Shi Jun and Mr Cha Mou Daid Johnson; and the Independent Non-executive Directors are Mr Edwin Roca Lim, Mr Cao Tong, Mr Siu Wai Keung and Mr Ben Shenglin.*

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