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CITIC Limited
中國中信股份有限公司

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

CONNECTED TRANSACTION

INTRODUCTION

The Board is pleased to announce that CITIC Holdings, an indirect wholly-owned subsidiary of the Company entered into a shareholders agreement relating to establishing F2F Cayman Islands Holdings Limited with CPG, SII International, ITOCHU, China Mobile and Wealth Partner on 16 October 2015. Pursuant to this agreement, all parties agreed to set up the Joint Venture through joint investment in order to operate cross-border e-commerce business in the PRC.

LISTING RULES IMPLICATION

As at the date of this announcement, CPG, a wholly-owned subsidiary of CPG Group and ITOCHU each holds 50% equity interests in but do not individually have control over CT Bright, respectively, and CT Bright holds 20% equity interests in the Company, the Company has sought confirmation from the Stock Exchange whether the transaction contemplated under the Joint Venture Agreement with CPG Group and ITOCHU would be deemed as a connected transaction of the Company. The Stock Exchange has confirmed that given that such transaction will be conducted with both beneficial shareholders of CT Bright, the transaction contemplated under the Joint Venture Agreement would constitute a connected transaction of the Company under the Chapter 14A of the Listing Rules.

To the best knowledge, information and belief of the Directors after reasonable enquiry, each of SII International, China Mobile and Wealth Partner and their respective beneficial owner(s), are third party(ies) independent of the Company and not connected person(s) of the Company.

As the highest applicable percentage ratio (as defined in the Rule 14.07 of the Listing Rules) is more than 0.1% but less than 5%, the Joint Venture Agreement and the transaction contemplated thereunder are subject to the reporting, announcement requirements but is exempt from circular and independent shareholders' approval requirements pursuant to Chapter 14A of the Listing Rules.

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THE JOINT VENTURE AGREEMENT

Date:	16 October 2015
Parties:	(1) CITIC Holdings (2) CPG (3) SII International (4) ITOCHU (5) China Mobile (6) Wealth Partner
Name of the Joint Venture:	F2F Cayman Islands Holdings Limited
Business Scope:	Investing and holding entities in the PRC and operate cross-border e-commerce business in the PRC
Capital Contribution and Shareholding Structure:	According to the Joint Venture Agreement, all parties shall subscribe for ordinary shares of the Joint Venture at a price of US\$1 per share with a total aggregate investment amount of US\$483,880,000 and shall be allocated as follows:

Relevant Party	Subscribed Shares	Amount of Contribution	Contribution Method	Shareholding Percentage
CITIC Holdings	77,420,000	US\$77,420,000	USD in cash	16%
CPG	77,420,000	US\$77,420,000	USD in cash	16%
SII International	77,420,000	US\$77,420,000	USD in cash	16%
ITOCHU	77,420,000	US\$77,420,000	USD in cash	16%
China Mobile	77,420,000	US\$77,420,000	USD in cash	16%
Wealth Partner	96,780,000	US\$96,780,000	USD in cash	20%
TOTAL	483,880,000	US\$483,880,000	USD in cash	100%

The amount of contribution is pro rata to their respective shareholding percentage in the Joint Venture.

Composition of the board of the Joint Venture: The board of the Joint Venture shall consist of six directors, each of CITIC Holdings, CPG, SII International, ITOCHU and China Mobile will be entitled to nominate one director and the remaining one director will be the Chief Executive Officer of the Joint Venture. The first chairman of the board of the Joint Venture will be the director nominated by CPG.

REASONS FOR AND BENEFITS OF THE JOINT VENTURE AGREEMENT

The cross-border e-commerce industry, in which the Joint Venture invests in, is a business which is encouraged by the PRC government. It is anticipated that the Joint Venture will be one of the very few cross-border e-commerce platforms established jointly by several large conglomerates. Compared with its competitors, the Joint Venture is inherently advantaged in the aspects of capital support, supply of goods and customers etc.. Moreover, the participation of several large conglomerates may also improve the credibility of its online cross-border trading, which in turn will benefit the business development of the Joint Venture and improve its profitability.

The Directors (including independent non-executive Directors) are of the view that the transaction under the Joint Venture Agreement and the transaction contemplated thereunder are in the ordinary and usual course of business of the Group and on normal commercial terms, and its terms are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

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To the best knowledge, information and belief of the Directors after reasonable enquiry, each of SII International, China Mobile and Wealth Partner and their respective beneficial owner(s), are third party(ies) independent of the Company and not connected person(s) of the Company.

As the highest applicable percentage ratio (as defined in the Rule 14.07 of the Listing Rules) is more than 0.1% but less than 5%, the Joint Venture Agreement and the transaction contemplated thereunder are subject to the reporting, announcement requirements but is exempt from circular and independent shareholders' approval requirements pursuant to Chapter 14A of the Listing Rules.

None of the Directors needs to abstain from voting on the Board resolutions for considering and approving the Joint Venture Agreement and the transaction contemplated thereunder.

GENERAL INFORMATION

a. the Company

CITIC Limited, formerly known as CITIC Pacific Limited, is a company incorporated in Hong Kong and listed on the Main Board of the Stock Exchange (Stock Code: 00267). Its business extends globally, covering financial services, resources and energy, manufacturing, engineering contracting, real estate and infrastructure and other business areas.

b. CITIC Holdings

CITIC Holdings Co., Ltd. is an indirectly wholly-owned subsidiary of the Company. Its principal business is establishment and maintenance of the financial information unified platform and e-commercial platform “e-CITIC”.

c. SII International

SII International Holding Ltd. is a wholly-owned subsidiary of Shanghai Information Investment Inc.. Its principal business is investment and management in information technology industry. It has rich resources in the industries of information infrastructure, internet business and finance (such as cross-border e-commerce, third-party payment, etc.)

d. CPG

CPG Overseas Company Limited is a wholly-owned subsidiary of CPG Group. Its principal business is overseas project investment outside Thailand and currently holds multiple listed and non-listed assets in the PRC, Hong Kong and Singapore.

e. ITOCHU

ITOCHU Corporation is a company incorporated in Japan in 1949 whose principal business is in domestic and international trading of various products and investment in business fields of textiles, machinery, metals, minerals, energy, chemicals, food, information and communication technology, realty, general products, insurance, logistic services, construction and finance. ITOCHU is listed on the Tokyo Stock Exchange (stock code: 8001).

f. China Mobile

China Mobile International Holdings Limited is a wholly-owned subsidiary of China Mobile Communications Corporation. Its principal business includes mobile voice, data, broadband, voice over internet protocol and multimedia; it also holds the license to operation internet services and international communications access services.

g. Wealth Partner

Wealth Partner Global Limited is a company established and controlled by the management teams of the Joint Venture. Its principal business includes holding equity interests on behalf of specific management team members of the Joint Venture entitled to share award schemes.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the meanings set forth opposite them:

“Board”	the board of the Directors
“China Mobile”	China Mobile International Holdings Limited, a company incorporated in Hong Kong with limited liability, being a wholly-owned subsidiary of China Mobile Communications Corporation
“CITIC Corporation”	CITIC Corporation Limited (中國中信有限公司), a company incorporated in the PRC in 2011, formerly known as CITIC Limited and a wholly-owned subsidiary of the Company
“CITIC Holdings”	CITIC Holdings Co., Ltd., a company incorporated in the PRC, being a wholly-owned subsidiary of CITIC Corporation
“Company”	CITIC Limited (中國中信股份有限公司), a company incorporated in Hong Kong in 1985, formerly known as CITIC Pacific Limited
“CPG”	CPG Overseas Company Limited, a company incorporated in Hong Kong with limited liability, being the beneficial owner of 50% equity interest in CT Bright
“CPG Group”	Charoen Pokphand Group Company Limited, a company incorporated in Thailand with limited liability, holding directly 100% equity interests in CPG
“CT Bright”	Chia Tai Bright Investment Company Limited, a company incorporated in the British Virgin Islands, holds 5,818,053,363 Shares in the Company, representing approximately 20% of the total issued Shares of the Company and each of CPG and ITOCHU is the beneficial owner of 50% equity interest in CT Bright, respectively
“Director(s)”	the director(s) of the Company
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“ITOCHU”	ITOCHU Corporation, a company incorporated under the laws of Japan with limited liability, being the beneficial owner of 50% equity interest in CT Bright
“Joint Venture”	F2F Cayman Islands Holdings Limited, a company incorporated in the Cayman Islands and according to the Joint Venture Agreement, CITIC Holdings, CPG, SII International, ITOCHU, China Mobile and Wealth Partner each holds its 16%, 16%, 16%, 16%, 16% and 20% equity interests, respectively

“Joint Venture Agreement”	shareholders agreement relating to establishing F2F Cayman Islands Holdings Limited entered into among CITIC Holdings, CPG, SII International, ITOCHU, China Mobile and Wealth Partner on 16 October 2015, pursuant to which, the Joint Venture will be set up through joint investment in order to operate cross-border e-commerce business in the PRC
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, which shall, for the purposes of this announcement, exclude Hong Kong, the Macau Special Administration Region of the PRC and Taiwan
“Shares”	the ordinary shares in the share capital of the Company
“Shareholders”	the shareholders of the Company
“SII International”	SII International Holding Ltd., a company incorporated in the British Virgin Islands with limited liability, being a wholly-owned subsidiary of Shanghai Information Investment Inc.
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Wealth Partner”	Wealth Partner Global Limited, a company incorporated in the British Virgin Islands, being a company established and controlled by the management teams of the Joint Venture

By Order of the Board
CITIC Limited
Ricky Choy Wing Kay Tang Zhenyi
Joint Company Secretaries

Hong Kong, 16 October 2015

As at the date of this announcement, the executive directors of the Company are Mr Chang Zhenming (Chairman), Mr Wang Jiong and Mr Zhang Jijing; the non-executive directors of the Company are Mr Yu Zhensheng, Mr Yang Jinming, Ms Cao Pu, Mr Liu Zhongyuan, Mr Liu Yeqiao, and Mr Yang Xiaoping; and the independent non-executive directors of the Company are Mr Francis Siu Wai Keung, Dr Xu Jinwu, Mr Anthony Francis Neoh, Ms Lee Boo Jin and Mr Noriharu Fujita.