

## PRICING SUPPLEMENT

20 September 2012

### CITIC BANK INTERNATIONAL LIMITED

**Issue of U.S.\$300,000,000 3.875 per cent. Subordinated Notes due 2022**

**under the US\$2,000,000,000  
Medium Term Note Programme**

This document constitutes the Pricing Supplement relating to the issue of Notes described herein.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Offering Circular dated 2 August 2012. This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with such Offering Circular.

1. Issuer: CITIC Bank International Limited
2. (a) Series Number: 4  
(b) Tranche Number: 1
3. Specified Currency or Currencies: United States dollars (U.S.\$)
4. Aggregate Nominal Amount:  
(a) Series: U.S.\$300,000,000  
(b) Tranche: U.S.\$300,000,000
5. (a) Issue Price: 99.824 per cent. of the Aggregate Nominal Amount  
(b) Net Proceeds: U.S.\$298,338,000 (after deducting the management and underwriting commissions to the Managers and other selling expenses)
6. (a) Specified Denominations: U.S.\$200,000 each and integral multiples of U.S.\$1,000 in excess thereof  
(b) Calculation Amount: U.S.\$1,000
7. (a) Issue Date: 27 September 2012  
(b) Interest Commencement Date: Issue Date
8. Maturity Date: 28 September 2022
9. Interest Basis: 3.875 per cent. Fixed Rate (further particulars specified below)

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| 10. Redemption/Payment Basis:                                   | Redemption at par                                 |
| 11. Change of Interest Basis or Redemption/Payment Basis:       | Interest rate reset. See paragraph 16(a) below.   |
| 12. Put/Call Options:   | Issuer Call (further particulars specified below) |
| 13. (a) Status of the Notes:                                    | Dated Subordinated                                |
| (b) Date Board approval for issuance of Notes obtained:         | 28 August 2012                                    |
| (c) Date of regulatory approval for issuance of Notes obtained: | 19 September 2012                                 |
| <hr/>   |   |
| 14. Listing:  | Singapore   |
| 15. Method of distribution:                                     | Syndicated  |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|--------------------------------|------------|
| 16. Fixed Rate Note Provisions | Applicable |
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- (a) Rate(s) of Interest:

From (and including) the Issue Date to (but excluding) the First Call Date (as defined in paragraph 21 below), the Notes will bear interest at a rate of 3.875 per cent. per annum payable semi-annually in arrear.

From (and including) the First Call Date to (but excluding) the Maturity Date, the Notes will bear interest at the Treasury Rate (as defined below), plus the initial margin of 3.25 per cent. per annum payable semi-annually in arrear.

For the purposes of this Pricing Supplement:

**Comparable Treasury Issue** means the U.S. Treasury security selected by the Principal Paying Agent as having a maturity of five years that would be utilised, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities with a maturity of five years;

**Comparable Treasury Price** means the average of the Reference Treasury Dealer Quotations for the First Call Date, after excluding the highest and lowest of such Reference Treasury Dealer Quotations;

**Reference Treasury Dealer** means (a) RBS Securities Inc. and Nomura Securities International, Inc. or the respective successor of any of them; provided, however, that if any of the foregoing shall cease to be a primary U.S. government securities dealer in the United States (a **Primary Treasury Dealer**), the Principal Paying Agent will substitute therefor another Primary Treasury Dealer; and (b) any other Primary Treasury Dealer selected by the Principal Paying

Agent;

**Reference Treasury Dealer Quotations** means, with respect to each Reference Treasury Dealer, the average, as determined by the Principal Paying Agent, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount), as provided to the Principal Paying Agent by that Reference Treasury Dealer at 5:00 p.m., New York City time, on the New York Business Day preceding the First Call Date; and

**Treasury Rate** means the rate in per cent. per annum notified by the Principal Paying Agent to the Issuer and the holders of the Notes (in accordance with Condition 15) ~~equal to the yield on U.S. Treasury securities having a maturity of five years as is displayed on Bloomberg page "PX1" (or any successor page or service displaying yields on U.S. Treasury securities as agreed between the Principal Paying Agent and the Issuer) at 3:00 p.m. (Hong Kong time) on the First Call Date. If such page (or any successor page or service) does not display the relevant yield at 3:00 p.m. (Hong Kong time) on the First Call Date,~~ **Treasury Rate** shall mean the rate in per cent. per annum equal to the semi-annual equivalent yield to maturity of the Comparable Treasury Issue, calculated using a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for the First Call Date.

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| (b) Interest Payment Date(s):  | 28 March and 28 September in each year up to and including the Maturity Date |
| (c) Fixed Coupon Amount(s):<br>(Applicable to Notes in definitive form)  | U.S.\$19.375 per Calculation Amount  |
| (d) Broken Amount(s):<br>(Applicable to Notes in definitive form)  | Not Applicable   |
| (e) Day Count Fraction:  | 30/360   |
| (f) Determination Date(s):   | Not Applicable   |
| (g) Party responsible for calculating the amount of interest payable per Calculation Amount (if not the Principal Paying Agent): | Not Applicable   |
| (h) Other terms relating to the method of calculating interest for Fixed Rate Notes:   | None   |
| 17. Floating Rate Note Provisions  | Not Applicable   |

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| 18. Zero Coupon Note Provisions            | Not Applicable |
| 19. Index Linked Interest Note Provisions  | Not Applicable |
| 20. Dual Currency Interest Note Provisions | Not Applicable |

**PROVISIONS RELATING TO REDEMPTION**

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| 21. Issuer Call:  | Applicable   |
| (a) Optional Redemption Date(s):  | 28 September 2017, (the <b>First Call Date</b> ) or any Interest Payment Date thereafter, subject to the prior written consent of the Hong Kong Monetary Authority (or any successor thereto). |
| (b) Optional Redemption Amount and method, if any, of calculation of such amount(s):  | U.S.\$1,000 per Calculation Amount   |
| (c) If redeemable in part:  | Not Applicable   |
| (d) Notice period (if other than as set out in the Conditions):   | As set out in Condition 8.4  |
| 22. Investor Put:   | Not Applicable   |
| 23. Final Redemption Amount:  | U.S.\$1,000 per Calculation Amount   |
| 24. Early Redemption Amount payable on redemption for taxation reasons or regulatory reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 8.6): | U.S.\$1,000 per Calculation Amount   |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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| 25. Form of Notes:   | Registered Notes: Registered Global Note<br>(U.S.\$300,000,000 nominal amount) |
| 26. Additional Financial Centre(s) or other special provisions relating to Payment Days:   | Not Applicable   |
| 27. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):  | Not Applicable   |
| 28. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and | Not Applicable   |

interest due on late payment:

29. Details relating to Instalment Notes: Not Applicable
30. Redenomination applicable: Redenomination not applicable
31. Payment of US Dollar Equivalent: Not Applicable
32. Other terms: The following wording shall be added to the end of Condition 16.2 (Modification and Waivers):
- "Any such agreement, determination, waiver, authorisation or modification by the Trustee pursuant to this Condition 16.2 shall be subject to the prior written consent of the HKMA."

### DISTRIBUTION

33. (a) If syndicated, names of Managers: The Hongkong and Shanghai Banking Corporation Limited  
The Royal Bank of Scotland plc  
Banco Bilbao Vizcaya Argentaria, S.A.  
Nomura International plc
- (b) Stabilising Manager(s) (if any): The Royal Bank of Scotland plc
34. If non-syndicated, name of relevant Dealer: Not Applicable
35. U.S. Selling Restrictions: Reg. S Category 2; TEFRA not applicable
36. Additional selling restrictions: Not Applicable

### OPERATIONAL INFORMATION

37. Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
38. Delivery: Delivery against payment
39. Additional Paying Agent(s) (if any): Not Applicable
- ISIN: XS0834385840
- Common Code: 083438584

### STABILISING

In connection with this issue, The Royal Bank of Scotland plc (the **Stabilising Manager**) (or persons acting on behalf of any Stabilising Manager) may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilising Manager (or persons acting on behalf of a Stabilising Manager) will undertake

stabilisation action. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the Notes is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the issue date of the Notes and 60 days after the date of the allotment of the Notes. Any stabilisation action or overallotment must be conducted by the relevant Stabilising Manager (or persons acting on behalf of any Stabilising Manager) in accordance with all applicable laws and rules.

**LISTING APPLICATION**

This Pricing Supplement comprises the pricing supplement required to list the issue of Notes described herein pursuant to the US\$2,000,000,000 Medium Term Note Programme of CITIC Bank International Limited.

**RESPONSIBILITY**

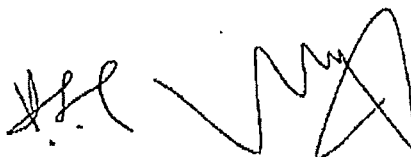
The Issuer accepts responsibility for the information contained in this Pricing Supplement.

The Singapore Exchange Securities Trading Limited (the SGX-ST) assumes no responsibility for the correctness of any of the statements made or opinions or reports contained in this Pricing Supplement. The approval in-principle from, and the admission of the Notes to the Official List of, the SGX-ST are not to be taken as indications of the merits of the Issuer, the Programme or the Notes.

Signed on behalf of the Issuer:

By:

Duly authorised

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke, positioned to the right of the text 'By:' and 'Duly authorised'.