

### **Pricing Supplement dated 27 March 2013**

CITIC Pacific Limited

Issue of U.S.\$500,000,000 6.375 per cent. Notes due 2020

under the U.S.\$4,500,000,000 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 25 March 2013 (the "**Offering Circular**"). This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with the Offering Circular.

<b>1</b>	(i) Issuer:	CITIC Pacific Limited
<b>2</b>	(i) Series Number:	5
<b>3</b>	Specified Currency or Currencies:	USD
<b>4</b>	Aggregate Nominal Amount:	USD500,000,000
<b>5</b>	(i) Issue Price:	100 per cent. of the Aggregate Nominal Amount
	(ii) Net proceeds:	Approximately USD495.3 million
<b>6</b>	(i) Specified Denominations:	USD200,000 and integral multiples of USD1,000 in excess thereof
	(ii) Calculation Amount	USD1,000
<b>7</b>	(i) Issue Date:	10 April 2013
	(ii) Interest Commencement Date:	10 April 2013
<b>8</b>	Maturity Date:	10 April 2020
<b>9</b>	Interest Basis:	6.375 per cent. Fixed Rate (further particulars specified below)
<b>10</b>	Redemption/Payment Basis:	Redemption at par
<b>11</b>	Change of Interest or Redemption/Payment Basis:	Not Applicable
<b>12</b>	Put/Call Options:	Not Applicable
<b>13</b>	(i) Status of the Notes:	Senior
	(ii) Date of Board Resolutions approving the issuance of the Notes:	19 March 2013
<b>14</b>	Listing:	The Stock Exchange of Hong Kong Limited (Expected effective listing date: 11 April 2013)
<b>15</b>	Method of distribution:	Syndicated
<b>16</b>	Fixed Rate Note Provisions:	Applicable
	(i) Rate of Interest:	6.375 per cent. per annum payable semi-annually in arrear

(ii) Interest Payment Date(s):	10 April and 10 October in each year, commencing 10 October 2013, not adjusted.
(iii) Fixed Coupon Amount:	USD31.875 per Calculation Amount
(iv) Broken Amount:	Not Applicable
(v) Day Count Fraction (Condition 5(k)):	30/360
(vi) Determination Date(s) (Condition 5(k)):	Not Applicable
(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
<b>17</b> Floating Rate Provisions:	Not Applicable
<b>18</b> Zero Coupon Note Provisions:	Not Applicable
<b>19</b> Dual Currency Note Provisions:	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

<b>20</b> Call Option:	Not Applicable
<b>21</b> Put Option:	Not Applicable
<b>22</b> Final Redemption Amount of each Note:	USD1,000 per Calculation Amount
<b>23</b> Early Redemption Amount:	
(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(c)) or an event of default (Condition 10) and/or the method of calculating the same (if required or if different from that set out in the Conditions):	USD1,000 per Calculation Amount

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

<b>24</b> Form of Notes:	Registered Notes
<b>25</b> Financial Centre(s) (Condition 7(h)) or other special provisions relating to payment dates:	London
<b>26</b> Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	Not Applicable
<b>27</b> Details relating to Instalment Notes: amount of each Instalment, date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late	Not Applicable

payment:

- |           |  |                |
|-----------|--|----------------|
| <b>28</b> | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| <b>29</b> | Consolidation provisions:  | Not Applicable |
| <b>30</b> | Other terms or special conditions:                               | Not Applicable |

#### **DISTRIBUTION**

- |           |   |   |
|-----------|---|---|
| <b>31</b> | (i) If syndicated, names of Managers:                             | CITIC Securities Corporate Finance (HK) Limited, The Hongkong and Shanghai Banking Corporation Limited and UBS AG, Hong Kong Branch as Joint Bookrunners and BOCI Asia Limited and Standard Chartered Bank as Joint Lead Managers entered into a Subscription Agreement on 27 March 2013 in relation to the Notes |
|           | (ii) Stabilising Manager(s) (if any):                             | UBS AG, Hong Kong Branch  |
| <b>32</b> | If non-syndicated, name of Dealer:                                | Not Applicable  |
| <b>33</b> | Whether TEFRA D/C Rules applicable or TEFRA Rules not applicable: | Not Applicable  |
| <b>34</b> | Additional selling restrictions:                                  | Not Applicable  |

#### **OPERATIONAL INFORMATION**

- |           |   |                          |
|-----------|---|--------------------------|
| <b>35</b> | ISIN Code:  | XS0912154381             |
| <b>36</b> | Common Code:  | 091215438                |
| <b>37</b> | CMU Instrument Number:  | Not Applicable           |
| <b>38</b> | Any clearing system(s) other than Euroclear, Clearstream, Luxembourg and the CMU Service and the relevant identification number(s): | Not Applicable           |
| <b>39</b> | Delivery:   | Delivery against payment |
| <b>40</b> | Additional Paying Agent(s) (if any):  | Not Applicable           |

#### **GENERAL**

- |           |   |                |
|-----------|---|----------------|
| <b>41</b> | The aggregate principal amount of Notes issued has been translated into U.S. dollars:                                 | Not Applicable |
| <b>42</b> | In the case of Registered Notes, specify the location of the office of the Registrar if other than New York:          | Luxembourg     |
| <b>43</b> | In the case of Bearer Notes, specify the location of the office of the Issuing and Paying Agent if other than London: | Not Applicable |

**44 Ratings:**

The Notes to be issued have been rated:

S&P: BB+

Moody's: Ba1

**PURPOSE OF PRICING SUPPLEMENT**

This Pricing Supplement comprises the final terms required for issue and listing on the Hong Kong Stock Exchange of the Notes described herein pursuant to the U.S.\$4,500,000,000 Medium Term Note Programme of CITIC Pacific Limited

**STABILISING**

In connection with this issue, UBS AG, Hong Kong Branch (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 the Stabilising Manager) in accordance with all applicable laws and rules.

## RESPONSIBILITY

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

Signed on behalf of the Issuer:

By:

Duly authorised

A handwritten signature in black ink, appearing to read "Daniel Hume", written over the "Duly authorised" text.