



華潤創業有限公司
China Resources Enterprise, Limited
(Incorporated in Hong Kong with limited liability)

(Stock Code: 291)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of China Resources Enterprise, Limited (the “Company”) will be held at 2:00 p.m. on Monday, 10th January, 2005 at 39th floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** a conditional acquisition agreement dated 3rd December, 2004 (“Acquisition Agreement”) made between (i) China Resources (Holdings) Company Limited (“CRH”) as vendor, (ii) China Resources Co., Limited as warrantor, and (iii) the Company as purchaser (a copy of which marked “A” is produced to the meeting and signed by the Chairman for the purpose of identification) relating to the acquisition by the Company of the entire issued share capital of each of Aiming Investments Limited, Wealth Choice Investments Limited and Surefaith Investments Limited from CRH at a consideration of HK\$660,300,000 to be satisfied by the issue and allotment of 57,971,905 new shares in the Company and the transactions contemplated therein be and are hereby approved and the directors of the Company (or any one of them) be and are hereby authorized on behalf of the Company to sign seal execute perfect and deliver all such documents and to implement and take all steps and do any other and all acts and things as they may in their discretion consider to be desirable and/or necessary in the interests of the Company for the purpose of, or in connection with, the implementation and/or enforcement of the provisions of the Acquisition Agreement, including without limitation, subject to completion of the Acquisition Agreement taking place pursuant to the terms thereof, the issue and allotment of 57,971,905 shares of HK\$1.00 each in the Company to CRH.”

By order of the Board
China Resources Enterprise, Limited
Lee Yip Wah, Peter
Company Secretary

Hong Kong, 24th December, 2004

Registered office:

39th floor, China Resources Building
26 Harbour Road, Wanchai
Hong Kong

Notes:

1. Every member entitled to attend and vote at the extraordinary general meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with any power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited with the Company's registrars, Standard Registrars Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the extraordinary general meeting.
3. According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), any vote taken at the extraordinary general meeting shall be taken by poll. The Company shall announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
4. A circular of the Company dated 24th December, 2004 in relation to the Acquisition can be viewed and downloaded from the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk.
5. The executive directors of the Company are Mr. Ning Gaoning (Chairman), Mr. Song Lin (Deputy Chairman and Managing Director), Mr. Chen Shulin (Deputy Managing Director), Mr. Qiao Shibo (Deputy Managing Director), Mr. Yan Biao (Deputy Managing Director), Mr. Keung Chi Wang, Ralph (Deputy Managing Director), Mr. Lau Pak Shing, Mr. Wang Qun, Mr. Zhong Yi and Mr. Kwong Man Him. The non-executive directors are Mr. Jiang Wei and Mr. Xie Shengxi. The independent non-executive directors are Dr. Chan Po Fun, Peter, Mr. Houang Tai Ninh and Dr. Li Ka Cheung, Eric.

*Please also refer to the published version of this announcement in the (**The Standard**)*