



華潤創業有限公司

China Resources Enterprise, Limited

(Incorporated in Hong Kong under the Companies Ordinance)

(Stock Code: 291)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board of directors (“the Board”) of China Resources Enterprise, Limited (“the Company”) announces that the Board has resolved to propose to the shareholders of the Company at the forthcoming annual general meeting a special resolution (“the Special Resolution”) to amend the articles of association of the Company (“the Articles”) in order to, principally, align the Articles with amendments to the Appendix 3 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“the Listing Rules”) which have become effective on 31 March 2004. This announcement is made pursuant to the requirement of Rule 13.51 of the Listing Rules. A brief summary of the Special Resolution is set out in the abbreviated version of notice of annual general meeting below and full details of the proposed amendments to the Articles and full version of notice of annual general meeting are set out in a circular to shareholders of the Company dated 23 April 2004.

By Order of the Board
Ning Gaoning
Chairman

Hong Kong, 23 April 2004

NOTICE OF ANNUAL GENERAL MEETING (ABBREVIATED VERSION)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of China Resources Enterprise, Limited (the “Company”) will be held at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Wednesday, 2 June 2004 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2003.
2. To declare a final dividend.
3. To re-elect Directors and to fix the remuneration of Directors.
4. To re-appoint Auditors and authorise the Directors to fix their remuneration.
5. To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital.
6. To grant a general mandate to the Directors to issue additional shares not exceeding 20% of the issued share capital.
7. To extend the general mandate under item 6 hereof by increasing the number of shares permitted to be issued equivalent to the number of shares repurchased under item 5 hereof.

8. To amend Articles 1, 5, 28.1.3, 32, 47A, 60, 61, 65, 70, 74, 82, 83, 94, 112.1, 119.3.1, 122, 123.1, 123.2, 136, 154 and to add new Articles 142 and 154.2 to the Articles of Association of the Company (the “Articles”) in compliance with the recent amendments to the Companies Ordinance (Cap. 32 of the Laws of Hong Kong) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). A brief description to the proposed amendments to the Articles is set out as follows:
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| (a) | Article 1 | To amend a definition and provide additional definitions for certain terms for the purpose of clarification. |
| (b) | Article 5 | To stipulate that disposal of unissued shares and issue or redemption of preference shares shall also be subject to the provisions of the Listing Rules. |
| (c) | Article 28.1.3 | To delete some words which are unnecessary. |
| (d) | Article 32 | To stipulate that the time limit for issuance of a notice of refusal for registration of a share transfer shall be ten business days or such other period to comply with the Listing Rules and the Companies Ordinance. |
| (e) | Article 47A | To renumber the existing Article 47A as Article 46.4. |
| (f) | Heading of “GENERAL MEETINGS” | To move the heading of “GENERAL MEETINGS” to immediately before Article 48. |
| (g) | Articles 60 and 61 | To reflect the requirement of voting by poll under the Listing Rules. |
| (h) | Article 65 | To stipulate that votes of members shall be subject to the Listing Rules or any applicable laws. |
| (i) | Article 70 | To clarify the meaning of a recognized clearing house pursuant to the Securities and Futures Ordinance. |
| (j) | Article 74 | To provide circumstances which a member is required to abstain from voting as required by the amended Appendix 3 of the Listing Rules. |
| (k) | Article 82 | To clarify the liability of alternate director and his relationship with his appointing director in the light of the Companies (Amendment) Ordinance 2003. |
| (l) | Article 83 | To stipulate that powers of directors shall also be subject to the Listing Rules. |
| (m) | Article 94 | To clarify that a managing director shall be subject to retirement by rotation. |
| (n) | Article 112.1 | To be consistent with the amended Appendix 3 of the Listing Rules which stipulates the minimum seven-day period for lodgment by a member of the notice to nominate a director and the nomination shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven days before the date of such meeting. |
| (o) | Article 119.3.1 | To add the chapter number of the Mental Health Ordinance. |

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| (p) | Article 122 and 123.2 | To be consistent with the provisions of the amended Appendix 3 of the Listing Rules so that, subject to certain exceptions, a director shall abstain from voting at the board meeting on any contract or arrangement in which he and/or any of his associates has/have a material interest nor shall he be counted towards the quorum of the relevant board meeting. |
| (q) | Article 123.1 | To remove the open bracket sign which is not required. |
| (r) | Article 136 | To change some words to lower case. |
| (s) | Article 142 | To renumber the existing Article 142 as 141.4 and add new Article 142 to stipulate that directors may on any occasion determine that the rights of election, allotment of shares, and/or distribution of assets shall not be made available to or made to any members in certain circumstances. |
| (t) | Article 154 and New Article 154.2 | To delete a word which is not necessary in the existing Article 154 and renumber the existing Article 154 as Article 154.1 and to add a new Article 154.2 to permit the Company to purchase liability insurance for officer or auditor in the light of the Companies (Amendment) Ordinance 2003. |

By Order of the Board
Lee Yip Wah, Peter
Company Secretary

Hong Kong. 23 April 2004

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. 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 thereof, must be lodged with the registered office of the Company at 39th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
3. With regard to item 2 set out in this notice, the Board of Directors of the Company recommends a final dividend of HK\$0.14 per ordinary share payable on or about 15 June 2004. The register of members of the Company will be closed from Thursday, 27 May 2004 to Wednesday, 2 June 2004, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company's Registrar, Standard Registrars Limited at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 25 May 2004.

4. With regard to item 3 set out in this notice, the Board of Directors of the Company proposes that the retiring Directors, namely Mr. Qiao Shibo, Mr. Yan Biao, Mr. Jiang Wei and Dr. Chan Po Fun, Peter, be re-elected as Directors of the Company. The Board of Directors of the Company recommends to the shareholders that the Directors' fee for the year ending 31 December 2004 shall be the same as in the year ended 31 December 2003, i.e. an annual fee of HK\$50,000 for each executive and non-executive Director and an annual fee of HK\$120,000 for each independent non-executive Director, pro-rated, where appropriate, and payable in December 2004.
5. With regard to items 5 to 8 set out in this notice, a circular giving details of the amendments of the Articles and general mandates to repurchase and issue shares will be dispatched to the shareholders of the Company on 23 April 2004. Full version of this notice is set out in the circular.
6. Full version of this notice is also available for viewing on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk.
7. The Board of Directors of the Company is comprised of fifteen Directors, of which ten are executive Directors, namely Mr. Ning Gaoning, Mr. Song Lin, Mr. Chen Shulin, Mr. Qiao Shibo, Mr. Yan Biao, Mr. Keung Chi Wang, Ralph, Mr. Lau Pak Shing, Mr. Wang Qun, Mr. Zhong Yi and Mr. Kwong Man Him; and two are non-executive Directors, namely Mr. Jiang Wei and Mr. Xie Shengxi; and three are independent non-executive Directors, namely 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**)*