

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in China Resources Enterprise, Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



華潤創業有限公司
China Resources Enterprise, Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 291)

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of China Resources Enterprise, Limited to be held at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 27 May 2011 at 3:30 p.m. is set out on pages 15 to 18 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting. Completion of the proxy form and its return will not preclude you from attending and voting at the Annual General Meeting if you so wish.

Hong Kong, 21 April 2011

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 27 May 2011 at 3:30 p.m., notice of which is set out on pages 15 to 18 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“China” or “PRC”	the People’s Republic of China
“CRH”	China Resources (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability, is a substantial shareholder of the Company
“CRNC”	China Resources National Corporation, a company incorporated in the PRC, is the ultimate holding company of the Company
“Companies Ordinance”	the Companies Ordinance (Cap. 32 of the Laws of Hong Kong)
“Company”	China Resources Enterprise, Limited, a company incorporated in Hong Kong with limited liability whose Shares are listed on the Main Board of the Stock Exchange (Stock Code: 291)
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	15 April 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Repurchase Proposal”	the proposal to give a general mandate to the Directors to exercise the powers of the Company to repurchase Shares during the period as set out in the Repurchase Resolution up to a maximum of 10% of the issued share capital of the Company at the date of the Repurchase Resolution
“Repurchase Resolution”	the ordinary resolution to be passed as referred to in item no. 5 of the notice of the Annual General Meeting
“Securities and Futures Ordinance”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$1.00 each in the share capital of the Company
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Repurchases
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

LETTER FROM THE CHAIRMAN



華潤創業有限公司 China Resources Enterprise, Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 291)

Directors:

Executive Directors:

Mr. QIAO Shibo (*Chairman*)

Mr. CHEN Lang (*Chief Executive Officer*)

Mr. LAI Ni Hium, Frank (*Chief Financial Officer*)

Registered Office:

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

Non-executive Directors:

Mr. YAN Biao

Mr. DU Wenmin

Mr. SHI Shanbo

Mr. WEI Bin

Dr. ZHANG Haipeng

Independent Non-executive Directors:

Dr. CHAN Po Fun, Peter

Mr. HOUANG Tai Ninh

Dr. LI Ka Cheung, Eric

Dr. CHENG Mo Chi

Mr. Bernard Charnwut CHAN

Mr. SIU Kwing Chue, Gordon

Hong Kong, 21 April 2011

To the shareholders,

Dear Sir or Madam,

PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES

AND

RE-ELECTION OF RETIRING DIRECTORS

AND

NOTICE OF ANNUAL GENERAL MEETING

GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 28 May 2010, a general mandate was given to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. It is

LETTER FROM THE CHAIRMAN

therefore proposed to seek your approval of the Repurchase Resolution at the Annual General Meeting to give a fresh general mandate to the Directors to exercise the powers of the Company to repurchase Shares. An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Proposal is set out in Appendix I to this circular.

GENERAL MANDATE TO ISSUE SHARES

It will be proposed at the Annual General Meeting two ordinary resolutions respectively granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company at the date of the resolution (i.e. not exceeding 479,747,824 Shares based on the issued share capital of the Company of 2,398,739,120 Shares as at the Latest Practicable Date and assuming that such issued share capital remains the same at the date of passing the resolution) and adding to such general mandate so granted to the Directors any Shares representing the aggregate nominal amount of the Shares repurchased by the Company after the granting of the general mandate to repurchase up to 10% of the issued share capital of the Company at the date of the Repurchase Resolution.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Executive Directors of the Company are Mr. QIAO Shibo, Mr. CHEN Lang and Mr. LAI Ni Hium, Frank; the Non-executive Directors of the Company are Mr. YAN Biao, Mr. DU Wenmin, Mr. SHI Shanbo, Mr. WEI Bin and Dr. ZHANG Haipeng; and the Independent Non-executive Directors of the Company are Dr. CHAN Po Fun, Peter, Mr. HOUANG Tai Ninh, Dr. LI Ka Cheung, Eric, Dr. CHENG Mo Chi, Mr. Bernard Charnwut CHAN and Mr. SIU Kwing Chue, Gordon.

Pursuant to Article 110 of the Articles of Association, Mr. QIAO Shibo, Mr. CHEN Lang, Mr. YAN Biao, Mr. DU Wenmin and Dr. CHAN Po Fun, Peter will retire from office at the Annual General Meeting. Except Dr. CHAN Po Fun, Peter, the said retiring Directors will offer themselves for re-election at the Annual General Meeting.

Mr. SHI Shanbo, Mr. WEI Bin and Dr. ZHANG Haipeng were appointed as Non-executive Directors of the Company by the Board on 18 November 2010. Pursuant to Article 115 of the Articles of Association, Mr. SHI Shanbo, Mr. WEI Bin and Dr. ZHANG Haipeng will hold office only until the Annual General Meeting and will offer themselves for re-election at the Annual General Meeting.

Details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

LETTER FROM THE CHAIRMAN

ANNUAL GENERAL MEETING

Set out on pages 15 to 18 of this circular is the notice convening the Annual General Meeting.

At the Annual General Meeting, resolutions will be proposed to the shareholders in respect of ordinary business to be considered at the Annual General Meeting, including re-election of retiring Directors, and the special business to be considered at the Annual General Meeting, being the Ordinary Resolutions proposed to approve the Repurchase Proposal, the general mandate for Directors to issue new Shares and the extension of the general mandate to issue new Shares.

ACTION TO BE TAKEN

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting. Completion of the form of proxy and its return will not preclude you from attending and voting at the Annual General Meeting if you so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the Annual General Meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors believe that the Repurchase Proposal, the proposed general mandate for Directors to issue new Shares, the proposed extension of the general mandate to issue new Shares and the proposed re-election of retiring Directors are all in the best interest of the Company and its shareholders. Accordingly, the Directors recommend that all shareholders should vote in favour of such resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
QIAO Shibo
Chairman

This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the Repurchase Resolution.

This appendix also constitutes the memorandum as required under Section 49BA(3)(b) of the Companies Ordinance.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,398,739,120 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares will be issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Proposal to repurchase a maximum of 239,873,912 Shares representing not more than 10% of the issued share capital of the Company as at the Latest Practicable Date.

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Proposal is in the best interests of the Company and its shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and Articles of Association and the Companies Ordinance. The Companies Ordinance provides that the amount of capital repaid in connection with a share repurchase may only be paid from the distributable profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase to such an extent allowable under the Companies Ordinance.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 December 2010 in the event that the power to repurchase Shares pursuant to the Repurchase Proposal was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Proposal to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before, and the period from 1 April 2011 to, the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	HK\$	HK\$
April 2010	29.40	26.60
May 2010	27.75	24.45
June 2010	29.95	26.40
July 2010	30.85	28.25
August 2010	32.80	29.50
September 2010	35.50	31.80
October 2010	35.30	31.60
November 2010	34.35	32.00
December 2010	34.00	30.00
January 2011	33.00	30.10
February 2011	30.65	26.55
March 2011	31.80	28.00
April 2011 (up to the Latest Practicable Date)	33.00	32.05

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Resolution and in accordance with the Listing Rules and the applicable laws of Hong Kong.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Proposal if such is approved by the shareholders of the Company.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by the shareholders of the Company.

6. TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Proposal, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a shareholder or group of shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, CRNC is interested in 1,232,766,380 Shares (representing approximately 51.39% of the total issued share capital of the Company as at the Latest Practicable Date). In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Proposal, then (if the present shareholdings remains the same) the attributable interest of CRNC would be increased to approximately 57.10% of the issued share capital of the Company.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Proposal. In the event that the Repurchase Proposal is exercised in full, the number of Shares held by the public would not fall below 25%.

7. SHARES REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following are the particulars of the seven Directors proposed to be re-elected at the Annual General Meeting to be held on 27 May 2011:

Mr. QIAO Shibo (*Executive Director*)

Mr. QIAO Shibo, aged 56, was re-appointed Executive Director of the Group in March 2009 and has been appointed Chairman in April 2009. He was appointed Executive Director of the Group in July 2001 and Deputy Managing Director in November 2001. He was re-designated as Non-executive Director in March 2006 and resigned in February 2008. MR. QIAO is the Director and President of CRH and the President of CRNC. He is the Vice-chairman of the board of directors of China Vanke Co., Ltd., a company listed on the Shenzhen Stock Exchange. Mr. QIAO was the Vice-chairman of the board of directors and the President of China Resources Medication Group Limited. He was also the Chairman of China Resources Sanjiu Medical & Pharmaceutical Co., Ltd. from December 2007 to May 2010 and Shan Dong Dong-E E-Jiao Co., Ltd. from June 2008 to May 2010, both of which are listed companies in China. He holds a Bachelor's degree in Chinese Language from the Jilin University, China. He joined CRNC and CRH in 1992.

Save as disclosed above, Mr. QIAO did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group. Save as disclosed above, Mr. QIAO is and was not connected to any directors, senior management or substantial or controlling shareholders of the Company.

Mr. QIAO has no fixed term of service with the Company. He will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. QIAO is entitled to a monthly remuneration of HK\$153,000, an extra month's pay as fixed bonus, a discretionary bonus as approved by the compensation committee of the Board from time to time with reference to his duties and responsibility with the Company, the Company's performance and the current market situation, and is entitled to the Directors' fee as determined by shareholders at the annual general meeting of the Company. At the Company's annual general meeting held on 28 May 2010, it was approved that the Executive Directors' fee for the year ended 31 December 2010 be determined at HK\$80,000. As at the Latest Practicable Date, Mr. QIAO has personal interest in 1,120,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. QIAO has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

Mr. CHEN Lang (*Executive Director*)

Mr. CHEN Lang, aged 45, was appointed Executive Director and Chief Executive Officer (previously named as Managing Director) of the Group in January 2009. Mr. CHEN is a Director and Vice President of CRH, and Director of CRNC as well as Chairman of China Resources Retail (Group) Company Limited, China Resources Snow Breweries (China) Investment Co., Ltd., Ng Fung Hong Limited and China Resources C'estbon Food & Beverage (Shenzhen) Co., Ltd. He was previously the Vice Chairman and Chief Executive Officer of China Resources Logic Limited (now renamed as China Resources Gas Group Limited), which is a fellow subsidiary of the Company and listed on the Main Board of the Stock Exchange. Prior to that, he was the Chairman and General Manager of China Resources Development and Investment Co., Limited and was in charge of a number of substantial investments in Canada and Thailand of CRH. He holds a Bachelor of Economics degree from Anhui University, China and a Master of Business Administration degree from the University of San Francisco, USA. He is currently the visiting professor of Anhui University, China. He joined CRNC and CRH in 1986 and 1989 respectively.

Save as disclosed above, Mr. CHEN did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group. Save as disclosed above, Mr. CHEN is and was not connected to any directors, senior management or substantial or controlling shareholders of the Company.

Mr. CHEN has no fixed term of service with the Company. He will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. CHEN is entitled to a monthly remuneration of HK\$145,000, an extra month's pay as fixed bonus, a discretionary bonus as approved by the compensation committee of the Board from time to time with reference to his duties and responsibility with the Company, the Company's performance and the current market situation, and is entitled to the Directors' fee as determined by shareholders at the annual general meeting of the Company. At the Company's annual general meeting held on 28 May 2010, it was approved that the Executive Directors' fee for the year ended 31 December 2010 be determined at HK\$80,000 per annum. As at the Latest Practicable Date, Mr. CHEN has personal interest in 500,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. CHEN has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

Mr. YAN Biao (*Non-executive Director*)

Mr. YAN Biao, aged 49, was appointed Executive Director of the Group in December 1994 and Non-executive Director in March 2006. He is a Director of CRH and CRNC and is the Director of Legal Affairs of the China Resources Group. He is also a Non-executive Director of China Resources Land Limited, which is a fellow subsidiary of the Company and listed on the Main Board of the Stock Exchange. He is also a supervisor of China Resources Sanjiu Medical & Pharmaceutical Co., Ltd. a company listed on the Shenzhen Stock Exchange. Mr. YAN has a Bachelor of Laws degree from the Peking University, China and an MBA degree from the University of San Francisco, USA.

Save as disclosed above, Mr. YAN did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group. Mr. YAN is and was not connected with any directors, senior management or substantial or controlling shareholders of the Company.

Mr. YAN has no fixed term of service with the Company. He will be subject to retirement by rotation and re-election at annual general meeting of the Company pursuant to the Articles of Association. As a Non-executive Director, Mr. YAN is entitled to the Directors' fee as determined by shareholders at the annual general meeting of the Company. At the Company's annual general meeting held on 28 May 2010, it was approved that the Non-executive Directors' fee for the year ended 31 December 2010 be determined at HK\$80,000 per annum. Mr. YAN did not receive other emoluments for the year ended 31 December 2010. As at the Latest Practicable Date, Mr. YAN has personal interest in 500,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. YAN has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

Mr. DU Wenmin (*Non-executive Director*)

Mr. DU Wenmin, aged 47, was appointed Non-executive Director of the Group in September 2007. He is Vice President and the Chief Human Resources Officer of CRH. He is also a Non-executive Director of China Resources Land Limited, China Resources Gas Group Limited, China Resources Power Holdings Company Limited, China Resources Microelectronics Limited and China Resources Cement Holdings Limited, all the aforesaid companies are fellow subsidiaries of the Company and listed on the Main Board of the Stock Exchange. He is also a Director of China Resources Sanjiu Medical & Pharmaceutical Co., Ltd., a company listed on the Shenzhen Stock Exchange. He was previously Managing Director of China Resources Construction (Holdings) Limited and the Chief Audit Executive of the Internal Audit and Supervision Department of CRH. He obtained a Master's degree in Business and Administration from the University of San Francisco, USA. He joined CRH in 1985.

Save as disclosed above, Mr. DU did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group. Save as disclosed above, Mr. DU is and was not connected with any directors, senior management or substantial or controlling shareholders of the Company.

Mr. DU has no fixed term of service with the Company. He will be subject to retirement by rotation and re-election at annual general meeting of the Company pursuant to the Articles of Association. As a Non-executive Director, Mr. DU is entitled to the Directors' fee as determined by shareholders at the annual general meeting of the Company. At the Company's annual general meeting held on 28 May 2010, it was approved that the Non-executive Directors' fee for the year ended 31 December 2010 be determined at HK\$80,000 per annum for each Non-executive Director. Mr. DU did not receive other emoluments for the year ended 31 December 2010. As at the Latest Practicable Date, Mr. DU has personal interest in 100,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. DU has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

Mr. SHI Shanbo (*Non-executive Director*)

Mr. SHI Shanbo, aged 45, was appointed Non-executive Director of the Group in November 2010. He is the audit Director of CRH. He is also a Non-executive Director of China Resources Land Limited, China Resources Power Holdings Company Limited and China Resources Microelectronics Limited and, all of the aforesaid companies are fellow subsidiaries of the Company and listed on the Main Board of the Stock Exchange. He is also a Director of China Resources Sanjiu Medical & Pharmaceutical Co., Ltd., a company listed on the Shenzhen Stock Exchange. He worked as a Deputy General Manager of the Finance Department of CRH and a General Manager of China Resources Textiles (Holdings) Company Limited. He was the Chairman of China Resources Jinhua Co., Ltd., a company listed on the Shenzhen Stock Exchange, from November 2006 to March 2010. He was also Vice Chairman and a General Manager of China Resources Cement Holdings Limited which is listed on the Stock Exchange. He holds a Master's degree in Economics by Dongbei University of Finance and Economics. Mr. SHI joined CRH in 1991.

Save as disclosed above, Mr. SHI did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group. Save as disclosed above, Mr. SHI is and was not connected with any directors, senior management or substantial or controlling shareholders of the Company.

Mr. SHI has no fixed term of service with the Company. He will be subject to retirement by rotation and re-election at annual general meeting of the Company pursuant to the Articles of Association. As a Non-executive Director, Mr. SHI is entitled to the Directors' fee as determined by shareholders at the annual general meeting of the Company. At the Company's annual general meeting held on 28 May 2010, it was approved that the Non-executive Directors' fee for the year ended 31 December 2010 be

determined at HK\$80,000 per annum. Mr. SHI did not receive other emoluments for the year ended 31 December 2010. As at the Latest Practicable Date, Mr. SHI does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. SHI has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

Mr. WEI Bin (*Non-executive Director*)

Mr. WEI Bin, aged 41, was appointed Non-executive Director of the Group in November 2010. He is the Chief Financial Officer of CRH and the General Manager of its Finance Department. Mr. WEI is also a Non-executive Director of China Resources Land Limited, China Resources Gas Group Limited, China Resources Power Holdings Company Limited, China Resources Microelectronics Limited and China Resources Cement Holdings Limited, all the aforesaid companies are fellow subsidiaries of the Company and listed on the Main Board of the Stock Exchange. He is also a Director of China Resources Sanjiu Medical & Pharmaceutical Co., Ltd., a company listed on the Shenzhen Stock Exchange. He was a Director of Shan Dong Dong-E E-Jiao Co., Ltd. from June 2005 to June 2008. Mr. WEI holds a Bachelor's degree in Auditing from Zhongnan University of Economics in China and a Master's degree in Finance from Jinan University in China, and is a Senior Accountant and a Senior Auditor in China. He is also a non-practising member of the Chinese Institute of Certified Public Accountants. He joined CRH in 2001.

Save as disclosed above, Mr. WEI did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group. Save as disclosed above, Mr. WEI is and was not connected with any directors, senior management or substantial or controlling shareholders of the Company.

Mr. WEI has no fixed term of service with the Company. He will be subject to retirement by rotation and re-election at annual general meeting of the Company pursuant to the Articles of Association. As a Non-executive Director, Mr. WEI is entitled to the Directors' fee as determined by shareholders at the annual general meeting of the Company. At the Company's annual general meeting held on 28 May 2010, it was approved that the Non-executive Directors' fee for the year ended 31 December 2010 be determined at HK\$80,000 per annum. Mr. WEI did not receive other emoluments for the year ended 31 December 2010. As at the Latest Practicable Date, Mr. WEI does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. WEI has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

Dr. ZHANG Haipeng (*Non-executive Director*)

Dr. ZHANG Haipeng, aged 39, was appointed Non-executive Director of the Group in November 2010. He is the Deputy General Manager of Strategy Management Department of CRH. He is also a Non-executive Director of China Resources Land Limited, China Resources Power Holdings Company Limited and China Resources Microelectronics Limited, all of the aforesaid companies are fellow subsidiaries of the Company and listed on the Main Board of the Stock Exchange. He is also a Director of China Resources Sanjiu Medical & Pharmaceutical Co., Ltd., a company listed on the Shenzhen Stock Exchange. Prior to joining CRH in July 2009, he worked with McKinsey & Company for eight years and was a Partner of its Hong Kong Branch, responsible for the strategic planning, merger and acquisition, organizational control, operational management projects for multi-national corporations and domestic companies covering pharmaceutical, petroleum, shipping, real estate and consumer industries. Dr. ZHANG also worked at China Merchants Holdings (International) Company Limited as Director of Internal Control and Auditing. China Merchants Holdings (International) Company Limited is listed on the Main Board of the Stock Exchange. He received a Master's degree in Business and Administration from Goizueta Business School, Emory University in the United States in 2000 and Doctor of Medicine degree from Peking Union Medical College in 1998.

Save as disclosed above, Dr. ZHANG did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group. Save as disclosed above, Dr. ZHANG is and was not connected with any directors, senior management or substantial or controlling shareholders of the Company.

Dr. ZHANG has no fixed term of service with the Company. He will be subject to retirement by rotation and re-election at annual general meeting of the Company pursuant to the Articles of Association. As a Non-executive Director, Dr. ZHANG is entitled to the Directors' fee as determined by shareholders at the annual general meeting of the Company. At the Company's annual general meeting held on 28 May 2010, it was approved that the Non-executive Directors' fee for the year ended 31 December 2010 be determined at HK\$80,000 per annum. Dr. ZHANG did not receive other emoluments for the year ended 31 December 2010. As at the Latest Practicable Date, Dr. ZHANG does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Dr. ZHANG has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



華潤創業有限公司 China Resources Enterprise, Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 291)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 27 May 2011 at 3:30 p.m. for the following purposes:

1. To receive and consider the audited Financial Statements and the Directors' Report and the Independent Auditor's Report for the year ended 31 December 2010.
2. To declare a final dividend.
3. To re-elect retiring Directors and to fix the fees for all Directors.
4. To re-appoint Auditors and to authorise the Directors to fix their remuneration.
5. As special business, to consider and, if thought fit, to pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

"THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$1.00 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of shares of the Company which the Directors of the Company are authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of this Resolution and the said approval shall be limited accordingly; and
 - (c) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”
6. As special business, to consider and, if thought fit, to pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“THAT:

- (a) subject to paragraph (c) below and pursuant to Section 57B of the Companies Ordinance, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$1.00 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; (iii) an issue of shares upon the exercise of the subscription or conversion rights under the terms of any warrants or any securities of the Company which are convertible into shares of the Company; or (iv) an issue of shares as scrip dividends pursuant to the Articles of Association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

7. As special business, to consider and, if thought fit, to pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** subject to the passing of the resolution as proposed under items nos. 5 and 6 set out in the notice convening this meeting, the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares pursuant to the resolution as proposed under item no. 6 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to the resolution as proposed under item no. 5 set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the said Resolution.”

By Order of the Board
LAI Ni Hium, Frank
*Chief Financial Officer,
Executive Director and
Company Secretary*

Hong Kong, 21 April 2011

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 no. 2 in this notice, the Board of Directors of the Company recommends a final dividend of HK\$0.38 per ordinary share payable on or about 15 June 2011. The register of members of the Company will be closed from Monday, 23 May 2011 to Friday, 27 May 2011, 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, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 20 May 2011.
4. With regard to item no. 3 in this notice, the Board of Directors of the Company proposes that seven retiring Directors, namely Mr. QIAO Shibo, Mr. CHEN Lang, Mr. YAN Biao, Mr. DU Wenmin, Mr. SHI Shanbo, Mr. WEI Bin and Dr. ZHANG Haipeng who shall be eligible for re-election, be re-elected as Directors of the Company. Details of these Directors are set out in Appendix II to the circular to shareholders dated 21 April 2011. The Board of Directors of the Company recommends to the shareholders that the Directors' fee for the year ending 31 December 2011 be determined at HK\$80,000 per annum for each Executive and Non-executive Director and HK\$180,000 per annum for each Independent Non-executive Director, pro-rated, where appropriate, and payable in December, 2011. In addition, it is proposed that HK\$5,000 per annum shall be paid to each Non-executive Director for his membership in board committees (whatever he is a member of more than one committee) and HK\$5,000 per annum shall be paid to each Non-executive Director for him to act as the chairman of a board committee.