

**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.

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**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**

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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, 24 May 2013 at 3:30 p.m. is set out on pages 18 to 22 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, 23 April 2013

## 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, 24 May 2013 at 3:30 p.m., notice of which is set out on pages 18 to 22 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”	16 April 2013, 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. CHEN Lang (*Chairman*)  
Mr. HONG Jie (*Chief Executive Officer*)  
Mr. LIU Hongji (*Vice Chairman*)  
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. DU Wenmin  
Mr. YAN Biao  
Mr. WEI Bin  
Mr. HUANG Daoguo  
Mr. CHEN Ying

*Independent Non-executive Directors:*

Mr. HOUANG Tai Ninh  
Dr. LI Ka Cheung, Eric  
Dr. CHENG Mo Chi  
Mr. Bernard Charnwut CHAN  
Mr. SIU Kwing Chue, Gordon

Hong Kong, 23 April 2013

*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 25 May 2012, a general mandate was given to the Directors to exercise the powers of the Company to repurchase

## LETTER FROM THE CHAIRMAN

Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. It is 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 480,507,824 Shares based on the issued share capital of the Company of 2,402,539,120 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. CHEN Lang, Mr. HONG Jie, Mr. LIU Hongji and Mr. LAI Ni Hium, Frank; the Non-executive Directors of the Company are Mr. DU Wenmin, Mr. YAN Biao, Mr. WEI Bin, Mr. HUANG Daoguo and Mr. CHEN Ying; and the Independent Non-executive Directors of the Company are 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. CHEN Lang, Mr. LAI Ni Hium, Frank, Mr. DU Wenmin, Mr. YAN Biao and Mr. WEI Bin will retire from office at the Annual General Meeting and, being eligible, will offer themselves for re-election.

Mr. HONG Jie, Mr. LIU Hongji, Mr. HUANG Daoguo and Mr. CHEN Ying were appointed as Directors of the Company by the Board during the year 2012. Pursuant to Article 115 of the Articles of Association, Mr. HONG Jie, Mr. LIU Hongji, Mr. HUANG Daoguo and Mr. CHEN Ying 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 18 to 22 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 except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. 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,  
**China Resources Enterprise, Limited**  
**CHEN Lang**  
*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 2,402,539,120 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 240,253,912 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 2012 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 2013 to, the Latest Practicable Date were as follows:-

	Shares	
	Highest	Lowest
	HK\$	HK\$
April 2012	28.40	26.35
May 2012	29.50	24.00
June 2012	24.85	22.00
July 2012	23.70	18.88
August 2012	24.30	21.00
September 2012	26.85	22.75
October 2012	26.15	24.80
November 2012	28.50	25.15
December 2012	28.80	26.85
January 2013	29.15	26.80
February 2013	27.80	24.80
March 2013	25.80	22.55
April 2013 (up to the Latest Practicable Date)	23.00	25.05

#### 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 51.31% 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 57.01% 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 nine Directors proposed to be re-elected at the Annual General Meeting to be held on 24 May 2013:

**Mr. CHEN Lang** (*Executive Director and Chairman*)

Mr. CHEN Lang, aged 47, was appointed Executive Director and Chief Executive Officer of the Company in January 2009 and was appointed as Chairman of the Board and resigned as Chief Executive Officer of the Company on 17 August 2012. He is the chairman of the finance committee and a member of the executive committee of the Company. Mr. CHEN is a director and Vice President of CRH, and Director of CRNC as well as the Chairman of China Resources Snow Breweries (China) Investment Co., Ltd., China Resources Ng Fung Limited and China Resources Kirin Beverage (Holdings) Company Limited. He was previously the Chief Executive Officer of China Resources Vanguard Co., Ltd., and 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 and also the Part-time Teacher of Master of International Business of Fudan 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.

There is no service contract between the Company and Mr. CHEN. He 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. Mr. CHEN is entitled to a monthly remuneration of HK\$171,750, 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 of the Company at annual general meeting. At the Company's annual general meeting held on 25 May 2012, it was approved that the Executive Directors' fee for the year ended 31 December 2012 be determined at HK\$80,000 per annum for each Executive Director. 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. HONG Jie** (*Executive Director and Chief Executive Officer*)

Mr. HONG Jie, aged 45, was appointed as Executive Director and Chief Executive Officer of the Company on 17 August 2012. He is a member of the executive committee and finance committee of the Company. He was Vice President of the Company in September 2009 to August 2012. Mr. HONG has been the Chief Executive Officer of China Resources Vanguard Company Limited since June 2009. Mr. HONG was the Chief Operating Officer of China Resources Vanguard Company Limited between June 2006 and May 2009 and prior to that, he had been its Chief Financial Officer since April 2003. In addition, Mr. HONG is vice chairman of China Chain Store & Franchise Association from November 2012. Mr. HONG holds a Bachelor's degree in Economics from the Hangzhou University of Commerce (now known as Zhejiang Gongshang University). Mr. HONG has extensive experience in financial and corporate management. Mr. HONG joined CRH in 1992 and was Assistant General Manager of Finance Department of CRH. Save as disclosed above, Mr. HONG did not hold any directorships in other listed public companies in the last three years or any position with the Company and other members of the Group. Save as disclosed above, Mr. HONG is and was not connected with any directors, senior management or substantial or controlling shareholders of the Company.

With respect to his position as Chief Executive Officer of the Company, Mr. HONG has entered into a service agreement with the Company which contains no specific length of service with the Company. With respect to his directorship in the Company, there is no service contract between the Company and Mr. HONG and no fixed term of service with the Company. However, he will hold the office of director only until the Annual General Meeting and will be eligible for re-election pursuant to Article 115 of the Articles of Association. Thereafter, his directorship is subject to retirement by rotation and re-election at annual general meeting of the Company pursuant to the Articles of Association. Mr. HONG is entitled to a monthly remuneration of HK\$150,000, 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 of the Company at annual general meeting. At the Company's annual general meeting held on 25 May 2012, it was approved that the Executive Directors' fee for the year ended 31 December 2012 be determined at HK\$80,000 per annum for each Executive Director. As at the Latest Practicable Date, Mr. HONG has personal interest in 350,000 Shares and share options to subscribe for 290,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. HONG 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. LIU Hongji** (*Executive Director and Vice Chairman*)

Mr. LIU Hongji, aged 52, was appointed as Executive Director and Vice Chairman of the Company on 17 August 2012. He is a member of the executive committee of the Company. He was Vice President of the Company from May 2011 to August 2012. Mr. LIU has been the Managing Director of China Resources C'estbon Food & Beverage (Shenzhen) Co., Ltd. (previously named as C'estbon Food & Beverage (Shenzhen) Co., Ltd./Shenzhen C'estbon Food And Drink Company Limited) since January 1997. Mr. LIU was Marketing Director of China Resources Snow Breweries Limited between September 2000 and January 2003. Mr. LIU had also held key positions in two Shenzhen based enterprises. Mr. LIU majored in Industrial Economics at the People's University of China. He has extensive experience in marketing and corporate management of fast moving consumer goods especially beverages. Mr. LIU joined CRH in March 1996. Save as disclosed above, Mr. LIU did not hold any directorships in other listed public companies in the last three years or any position with the Company and other members of the Group. Save as disclosed above, Mr. LIU is and was not connected with any directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract between the Company and Mr. LIU. He has no fixed term of service with the Company. However, he will hold office only until the Annual General Meeting and will be eligible for re-election pursuant to Article 115 of the Articles of Association. Thereafter, he will be subject to retirement by rotation and re-election at annual general meeting of the Company pursuant to the Articles of Association. Mr. LIU is entitled to a monthly remuneration of HK\$188,382, 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 of the Company at annual general meeting. At the Company's annual general meeting held on 25 May 2012, it was approved that the Executive Directors' fee for the year ended 31 December 2012 be determined at HK\$80,000 per annum for each Executive Director. As at the Latest Practicable Date, Mr. LIU does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. LIU 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. LAI Ni Hium, Frank** (*Executive Director and Chief Financial Officer*)

Mr. LAI Ni Hium, Frank, aged 51, has been an Executive Director and Chief Financial Officer of the Company since June 2009 and Company Secretary since August 2009. He is a member of the executive committee, finance committee and nomination committee of the Company. Mr. LAI was previously the Executive Director, Non-Executive Director, Chief Financial Officer and Company Secretary of China Resources Microelectronics Limited, which is a fellow subsidiary of the Company and its listing position was withdrawn on 2 November 2011. Prior to that, he served as the Chief Financial Officer of Eagle Brand Holdings Ltd., which is a company listed in Singapore and before then, he served as the Executive Director and Chief Executive Officer of Logic International Holdings Ltd. (now known as China Resources Gas Group Limited), which is a fellow subsidiary of the Company listed on the Main Board of the Stock Exchange. He has a Bachelor of Commerce degree from the University of Western Australia and a graduate diploma in Business and Administration from the Curtin University of Technology of Western Australia. He is a member of the Hong Kong Institute of Certified Public Account and a fellow member of CPA Australia. He joined the Group in 2009. Save as disclosed above, Mr. LAI 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. LAI is and was not connected with any directors, senior management or substantial or controlling shareholders of the Company.

With respect to his position as Chief Financial Officer of the Company, Mr. LAI has entered into a service agreement with the Company which contains no specific length of service with the Company. With respect to his directorship in the Company, there is no service contract between the Company and Mr. LAI and no fixed term of service with the Company. His directorship is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. LAI is entitled to a monthly remuneration of HK\$293,096, a fixed bonus equivalent to his average monthly salary for the past 12 months with the Company, 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 of the Company at annual general meeting. At the Company's annual general meeting held on 25 May 2012, it was approved that the Executive Directors' fee for the year ended 31 December 2012 be determined at HK\$80,000 per annum for each Executive Director. As at the Latest Practicable Date, Mr. LAI has personal interest in 110,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. LAI 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 49, was appointed Non-executive Director of the Company in September 2007. He is the 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 (except China Resources Microelectronics Limited whose listing position was withdrawn on 2 November 2011). He is also a Director of China Resources Sanjiu Medical & Pharmaceutical Co., Ltd, a company listed on the Shenzhen Stock Exchange, and China Resources Double-crane Pharmaceutical Co., Ltd., a company listed on the Shanghai 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.

There is no service contract between the Company and Mr. DU. He 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. The Director's fee payable to Mr. DU as Non-executive Director is determined by shareholders of the Company at annual general meeting. At the Company's annual general meeting held on 25 May 2012, it was approved that the Non-executive Directors' fee for the year ended 31 December 2012 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 2012. 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. YAN Biao** (*Non-executive Director*)

Mr. YAN Biao, aged 51, was appointed Executive Director of the Company 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. Save as disclosed above, Mr. YAN is and was not connected with any directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract between the Company and Mr. YAN. He 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. The Director's fee payable to Mr. YAN as Non-executive Director is determined by shareholders of the Company at annual general meeting. At the Company's annual general meeting held on 25 May 2012, it was approved that the Non-executive Directors' fee for the year ended 31 December 2012 be determined at HK\$80,000 per annum for each Non-executive Director. Mr. YAN did not receive other emoluments for the year ended 31 December 2012. 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. WEI Bin** (*Non-executive Director*)

Mr. WEI Bin, aged 43, was appointed Non-executive Director of the Company 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 except China Resources Microelectronics Limited whose listing position was withdrawn on 2 November 2011. He is also a Director of China Resources Sanjiu Medical & Pharmaceutical Co., Ltd., Shan Dong Dong-E E-Jiao Co., Ltd. and China Vanke Co., Ltd., which are listed on the Shenzhen Stock Exchange, and China Resources Double-crane Pharmaceutical Co., Ltd. which is listed on the Shanghai Stock Exchange. 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.

There is no service contract between the Company and Mr. WEI. He 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. The Director's fee payable to Mr. WEI as Non-executive Director is determined by shareholders of the Company at annual general meeting. At the Company's annual general meeting held on 25 May 2012, it was approved that the Non-executive Directors' fee for the year ended 31 December 2012 be determined at HK\$80,000 per annum for each Non-executive Director. Mr. WEI did not receive other emoluments for the year ended 31 December 2012. 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.



**Mr. HUANG Daoguo** (*Non-executive Director*)

Mr. HUANG Daoguo, aged 58, was appointed as Non-Executive Director of the Company on 28 May 2012. He joined CRH in 2011 and is currently the Audit Director of CRH. Mr. HUANG is also a Non-executive Director of China Resources Land Limited, China Resources Gas Group Limited, China Resources Cement Holdings Limited and China Resources Power Holdings Company Limited, all the aforesaid companies are fellow subsidiaries of the Company and listed on the Main Board of the Stock Exchange. Mr. HUANG graduated from the Renmin University of China in 1987 and specialized in finance. He obtained a master's degree of regional economics from the Central China Normal University, China in 1996. He is an Accountant and a Senior Auditor in the PRC. He joined the National Audit Office of the PRC in 2000 and was the Chief Audit Secretary of the Department of Agriculture, Resources and Environmental Protection Audit of the National Audit Office of the PRC from 2008 to 2011. Save as disclosed above, Mr. HUANG 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. HUANG is and was not connected with any directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract between the Company and Mr. HUANG. He has no fixed term of service with the Company. However, he will hold office only until the Annual General Meeting and will be eligible for re-election pursuant to Article 115 of the Articles of Association. Thereafter, he will be subject to retirement by rotation and re-election at annual general meeting of the Company pursuant to the Articles of Association. The Director's fee payable to Mr. HUANG as Non-executive Director is determined by shareholders of the Company at annual general meeting. At the Company's annual general meeting held on 25 May 2012, it was approved that the Non-executive Directors' fee for the year ended 31 December 2012 be determined at HK\$80,000 per annum for each Non-executive Director. Mr. HUANG did not receive other emoluments for the year ended 31 December 2012. As at the Latest Practicable Date, Mr. HUANG does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. HUANG 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 Ying** (*Non-executive Director*)

Mr. CHEN, aged 42, was appointed as Non-Executive Director of the Company on 28 May 2012. He is the General Manager of Strategy Management Department of CRH since November 2011. Mr. CHEN is also a Non-executive Director of China Resources Land Limited, China Resources Gas Group Limited, China Resources Cement Holdings Limited and China Resources Power Holdings Company 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 Double-crane Pharmaceutical Co., Ltd. which is listed on the Shanghai Stock Exchange, and China Resources Sanjiu Medical & Pharmaceutical Co., Ltd. and China Vanke Co., Ltd., which are listed on the Shenzhen Stock Exchange. Mr. CHEN obtained a bachelor's degree of architectural management from the Tsinghua University, China in 1993 and a master's degree of business administration from University of Oxford, the United Kingdom, in 2007. Mr. CHEN joined CRH in 1993 and has worked as Project Engineer, Project Manager and Manager of Procurement Department and Executive Director of China Resources Construction (Holdings) Company Limited from September 1993 to March 2002. He was also the Director and President of China Resources Land (Beijing) Company Limited from March 2002 to October 2011 and a director of China Resources Land Limited from March 2003 to January 2006. 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 with any directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract between the Company and Mr. CHEN. He has no fixed term of service with the Company. However, he will hold office only until the Annual General Meeting and will be eligible for re-election pursuant to Article 115 of the Articles of Association. Thereafter, he will be subject to retirement by rotation and re-election at annual general meeting of the Company pursuant to the Articles of Association. The Director's fee payable to Mr. CHEN as Non-executive Director is determined by shareholders of the Company at annual general meeting. At the Company's annual general meeting held on 25 May 2012, it was approved that the Non-executive Directors' fee for the year ended 31 December 2012 be determined at HK\$80,000 per annum for each Non-executive Director. Mr. CHEN did not receive other emoluments for the year ended 31 December 2012. As at the Latest Practicable Date, Mr. CHEN does not have any interests in the 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.

## 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, 24 May 2013 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 2012.
2. To declare a final dividend.
3.
  - (1) To re-elect Mr. CHEN Lang as Director;
  - (2) To re-elect Mr. HONG Jie as Director;
  - (3) To re-elect Mr. LIU Hongji as Director;
  - (4) To re-elect Mr. LAI Ni Hium, Frank as Director;
  - (5) To re-elect Mr. DU Wenmin as Director;
  - (6) To re-elect Mr. YAN Biao as Director;
  - (7) To re-elect Mr. WEI Bin as Director;
  - (8) To re-elect Mr. HUANG Daoguo as Director;
  - (9) To re-elect Mr. CHEN Ying as Director; and
  - (10) To fix the fees for all Directors.
4. To re-appoint Auditor and to authorise the Directors to fix their remuneration.

## NOTICE OF ANNUAL GENERAL MEETING

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;
- (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."

## NOTICE OF ANNUAL GENERAL MEETING

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;
- (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;

## NOTICE OF ANNUAL GENERAL MEETING

- (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).”

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**  
*Executive Director,  
Chief Financial Officer and  
Company Secretary*

Hong Kong, 23 April 2013

#### *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

## NOTICE OF ANNUAL GENERAL MEETING

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. The register of members of the Company will be closed from Monday, 20 May 2013 to Friday, 24 May 2013, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to determine the identity of members who are entitled to attend and vote at the meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Registrar, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 16 May 2013 for registration.

With regard to item no. 2 in this notice, the Board of Directors of the Company recommends a final dividend of HK\$0.15 per ordinary share payable on or around 14 June 2013. Subject to the approval of shareholders at the meeting, the proposed final dividend will be payable to shareholders whose names appear on the register of members of the Company after the close of business at 4:30 p.m. on Thursday, 30 May 2013 and the register of members of the Company will be closed on Thursday, 30 May 2013, during which no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all share transfer documents, accompanied by the relevant share certificates lodged with the Company's Registrar, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 29 May 2013 for registration.

4. With regard to item no. 3 in this notice, the Board of Directors of the Company proposes that nine retiring Directors, namely Mr. CHEN Lang, Mr. HONG Jie, Mr. LIU Hongji, Mr. LAI Ni Hium, Frank, Mr. DU Wenmin, Mr. YAN Biao, Mr. WEI Bin, Mr. HUANG Daoguo and Mr. CHEN Ying 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 23 April 2013. The Board of Directors of the Company recommends to the shareholders that the Directors' fee for the year ending 31 December 2013 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, 2013. In addition, it is proposed that HK\$5,000 per annum shall be paid to each Independent 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 Independent Non-executive Director for him to act as the chairman of a board committee.