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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)

AMENDMENTS TO THE RESTRICTED INCENTIVE AWARD SCHEME

Reference is made to the announcement of the Company dated 21 March 2013 with respect to the adoption of the Scheme.

On 14 November 2014, the Board has resolved to amend the Scheme, with retrospective effect from 21 March 2013, to give power to the Trustee, notwithstanding the Disposal Criteria, to sell the relevant Restricted Shares at the prevailing market price if it receives an opinion in writing from the Board, the Compensation Committee or their respective authorised person that it is infeasible or impracticable for the Trustee to adhere to the Disposal Criteria after taking into account, amongst other things, the general market conditions, the performance of the share price and share movement of the Shares.

BACKGROUND OF THE SCHEME

Reference is made to the announcement of the Company dated 21 March 2013 with respect to the adoption of the Scheme. The purpose of the Scheme is to recognise and motivate the contribution of certain employees, to provide incentives and help the Group in retaining its existing employees and recruiting additional employees and to provide them with a direct economic interest in attaining the long-term business objectives of the Company.

Pursuant to the Scheme Rules, existing Shares will be purchased by the Trustee from the market out of cash contributed by the Group and be held on trust for the relevant Selected Employees until such Shares are vested with the relevant Selected Employees and disposed of in accordance with the criteria set out in the Scheme Rules (the "**Disposal Criteria**").

According to the Scheme Rules, when the Selected Employee has satisfied all vesting conditions specified by the Compensation Committee at the time of making the award and become entitled to the Shares forming the subject of the award, the Trustee shall, after being notified of the vesting of the Restricted Shares, dispose of such Restricted Shares in the market within initially 90 Business Days in accordance with the Disposal Criteria. If the relevant Restricted Shares cannot be sold within the initial 90 Business Days, the Trustee may continue to sell the Restricted Shares during the following 60 Business Days upon giving prior notice to the Company. If the Trustee is unable to dispose of all the relevant Restricted Shares during the said 60 Business Days, the Trustee shall sell the Restricted Shares at such prevailing market price as soon as reasonably practicable.

Following the completion of the sale of the Restricted Shares, the Trustee will pay to the relevant Selected Employees their respective net proceeds from the sale of the Restricted Shares referable to them.

AMENDMENTS TO THE SCHEME

The Company has obtained the requisite consents from the Selected Employees in accordance with the Scheme Rules for amending the Scheme Rules.

The effect of the amendment (with retrospective effect from 21 March 2013) is to give power to the Trustee, notwithstanding the Disposal Criteria, to sell the relevant Restricted Shares at the prevailing market price if it receives an opinion in writing from the Board, the Compensation Committee or their respective authorised person that it is infeasible or impracticable for the Trustee to adhere to the Disposal Criteria after taking into account, amongst other things, the general market conditions, the performance of the share price and share movement of the Shares.

The purpose of the amendments as described is to give the Trustee greater flexibility in responding to the market volatility and to provide the Selected Employees with higher liquidity of Restricted Shares vested, and to sanction certain acts of the Trustee in disposing the Restricted Shares prior to the amendments described above.

Definition

Unless otherwise defined, the following expressions in this announcement have the following meanings:

“Board”	the board of directors of the Company, such committee or sub-committee or person(s) delegated with the power and authority by the board of directors of the Company to administer the Scheme
“Business Day”	a day on which banks in Hong Kong are open for normal banking business (excluding Saturdays, Sundays and public holidays)
“Company”	China Resources Enterprise, Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (Stock Code: 291)
“Compensation Committee”	the compensation committee set up by the Board
“Disposal Criteria”	shall have the meaning ascribed to it in this Announcement
“Group”	the Company and its subsidiaries
“Restricted Shares”	the Restricted Shares granted under the Scheme and has the meaning ascribed to such term in the Scheme Rules
“Scheme”	the Restricted Share Award Scheme (subsequently renamed as "Restricted Incentive Award Scheme") of the Company adopted by the Board on 21 March 2013 whereby awards of Shares may be made to employees of

	the Group (such Shares being purchased by the Trustee) pursuant to the Trust Deed and the Scheme Rules
“Scheme Rules”	the rules relating to the Scheme adopted by the Board on 21 March 2013
“Selected Employee(s)”	Employee(s) of the Group selected by the Board for participation in the Scheme pursuant to the Scheme Rules
“Share(s)”	ordinary share(s) in the capital of the Company
“Trust Deed”	the trust deed dated 21 March 2013 entered into between the Company as settlor and the Trustee as trustee
“Trustee”	BOCI-Prudential Trustee Limited (which is independent and not connected with the Company)

By order of the Board
China Resources Enterprise, Limited
LAI Ni Hium Frank
*Chief Financial Officer, Executive Director
and Company Secretary*

Hong Kong, 14 November 2014

As at the date of this announcement, the Executive Directors of the Company are Mr. Chen Lang (Chairman), Mr. Hong Jie (Chief Executive Officer), Mr. Liu Hongji (Vice Chairman) and Mr. Lai Ni Hium, Frank (Chief Financial Officer). The Non-executive Directors are Mr. Du Wenmin, Mr. Wei Bin, Mr. Yan Biao, Mr. Chen Ying and Mr. Wang Yan. The Independent Non-executive Directors are Mr. Houang Tai Ninh, Dr. Li Ka Cheung, Eric, Dr. Cheng Mo Chi, Moses, Mr. Bernard Charnwut Chan and Mr. Siu Kwing Chue, Gordon.