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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)

ANNOUNCEMENT

Increase in the total number of issued shares of China Resources Enterprise, Limited as a result of allotment and issuance of scrip dividend shares in relation to the final dividend for the year ended 31 December 2014

This announcement is made by China Resources Enterprise, Limited (the “**Company**”) pursuant to Rule 3.8 of the Hong Kong Code on Takeovers and Mergers (the “**Code**”).

Reference is made to the joint announcements (the “**Joint Announcements**”) issued by the Company, China Resources (Holdings) Company Limited and CRH (Enterprise) Limited dated 20 April 2015, 17 June 2015 and 8 July 2015, as well as the announcement and the circular issued by the Company dated 4 May 2015 and 9 July 2015 respectively in relation to, among other matters, the Disposal and the Revised Partial Offer.

Capitalised terms used herein shall have the same meaning as those defined in the Joint Announcements unless the context requires otherwise.

The Company would like to announce that 11,767,315 Shares have been allotted and issued on 10 July 2015 to its shareholders who have elected to receive an allotment of new Shares (the “**New Shares**”) in lieu of cash in respect of the final dividend of HK\$0.16 per Share for the year ended 31 December 2014. As a result, the total number of issued Shares has been increased from 2,421,365,364 Shares to 2,433,132,679 Shares upon allotment and issuance of the New Shares on 10 July 2015.

As at the date of this announcement (after the allotment and issuance of the New Shares as described above), the relevant securities of the Company comprised 2,433,132,679 Shares in issue. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Code) as at the date hereof.

DEALING DISCLOSURE

The associates (as defined in the Code) of the Company are hereby reminded to disclose their dealings in any securities of the Company pursuant to the requirements of the Code.

Reproduced below is the full text of Note 11 to Rule 22 of the Code:

“RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

AS THE MAKING OF THE REVISED PARTIAL OFFER IS SUBJECT TO THE SATISFACTION OF THE PRE-CONDITIONS (INCLUDING BUT NOT LIMITED TO THE COMPLETION OF THE SALE AND PURCHASE AGREEMENT (AS AMENDED BY THE SUPPLEMENTAL AGREEMENT), THE IMPLEMENTATION OF THE CAPITAL REDUCTION AND THE PAYMENT OF THE REVISED SPECIAL DIVIDEND), THE REVISED PARTIAL OFFER MAY OR MAY NOT PROCEED. SHAREHOLDERS AND POTENTIAL INVESTORS ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY. PERSONS WHO ARE IN DOUBT AS TO THE ACTION THEY SHOULD TAKE SHOULD CONSULT THEIR STOCKBROKER, BANK MANAGER, SOLICITOR OR OTHER PROFESSIONAL ADVISORS.

By order of the board of directors of China Resources Enterprise, Limited
CHEN LANG
Chairman

Hong Kong, 13 July 2015

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 of the Company are Mr. Du Wenmin, Mr. Wei Bin, Mr. Yan Biao, Mr. Chen Ying and Mr. Wang Yan. The Independent Non-executive Directors of the Company 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. The Directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.