

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



華潤創業有限公司

China Resources Enterprise, Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 291)

**COMPLETION OF THE DISPOSAL OF
ALL NON-BEER BUSINESSES,
CONTINUING CONNECTED TRANSACTIONS,
PROPOSED CHANGE OF COMPANY NAME
AND
DISCONTINUATION OF PUBLICATION OF QUARTERLY RESULTS**

COMPLETION OF THE DISPOSAL OF ALL NON-BEER BUSINESSES

Reference is made to the joint announcement of the Company, CRH and CRH (Enterprise) Limited dated 20 April 2015 in relation to, among other things, the purchase by CRH, and the disposal by the Company, of all non-beer businesses of the Company.

Further, reference is made to the announcement of the Company dated 4 May 2015, the joint announcement of the Company, CRH and CRH (Enterprise) Limited dated 17 June 2015, the circular of the Company dated 9 July 2015 and the poll results announcement of the Company dated 3 August 2015.

The Board is pleased to announce that the Disposal was completed on 1 September 2015. As a result, the Target Companies (which includes, among others, Ondereel) have ceased to be subsidiaries of the Company.

CONTINUING CONNECTED TRANSACTIONS

On 1 September 2015, CRSB, a direct non-wholly-owned subsidiary of the Company, entered into the Supply Framework Agreement with Gain Land pursuant to which the CRSB Group agreed to supply beer products to the Gain Land Group from 1 September 2015 to 31 December 2017.

Gain Land is an 80% owned subsidiary of Ondereel, and following the Completion of the Disposal, is an indirect subsidiary of CRH which is in turn the indirect controlling shareholder of the Company. As such, Gain Land is an associate of a connected person of the Company under the Listing Rules. Accordingly, the Supply Framework Agreement and the transactions contemplated thereunder constitute continuing connected transactions of the Company under the Listing Rules.

As each of the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of each of the annual caps under the Supply Framework Agreement is more than 0.1% but less than 5%, the continuing connected transactions contemplated under the Supply Framework Agreement are only subject to the reporting, announcement and annual review requirements but are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “China Resources Enterprise, Limited” to “China Resources Beer (Holdings) Company Limited” and the Chinese name of the Company from “華潤創業有限公司” to “華潤啤酒(控股)有限公司”.

The Proposed Change of Company Name is subject to approval of the Shareholders by way of a special resolution at the EGM and approval of the Registrar of Companies of Hong Kong. A circular containing, among others, details of the Proposed Change of Company Name, together with a notice to convene the EGM, will be despatched to the Shareholders.

DISCONTINUATION OF PUBLICATION OF QUARTERLY RESULTS

Given that beer business is expected to exhibit strong seasonal patterns, it is considered that the quarterly results might not provide meaningful information to the Shareholders and the investors and it might not be cost effective to continue with the Company's practice of publishing quarterly results. As such, quarterly results will no longer be published by the Company.

COMPLETION OF DISPOSAL OF NON-BEER BUSINESSES

Reference is made to the joint announcement of the Company, CRH and CRH (Enterprise) Limited dated 20 April 2015 in relation to, among other things, the purchase by CRH, and the disposal by the Company, of all non-beer businesses of the Company. Unless otherwise defined, all capitalised terms used herein shall have the same meaning ascribed to them in the aforesaid joint announcement.

Further, reference is made to the announcement of the Company dated 4 May 2015, the joint announcement of the Company, CRH and CRH (Enterprise) Limited dated 17 June 2015, the circular of the Company dated 9 July 2015 and the poll results announcement of the Company dated 3 August 2015.

The Board is pleased to announce that the Disposal was completed on 1 September 2015. As a result, the Target Companies (which includes, among others, Ondereel) have ceased to be subsidiaries of the Company.

CONTINUING CONNECTED TRANSACTIONS

As a result of the Completion of the Disposal, certain transactions between the beer business and the retail business originally carried out by the Group become continuing connected transactions under the Listing Rules with effect from the Completion. CRSB, a direct non-wholly-owned subsidiary of the Company, entered into the Supply Framework Agreement with Gain Land in relation to the supply of beer products.

Principal terms of the Supply Framework Agreement

Date	:	1 September 2015.
Parties	:	(1) CRSB, a direct non-wholly-owned subsidiary of the Company; and (2) Gain Land, an indirect subsidiary of CRH.
Subject	:	CRSB Group agreed to supply its beer products to the Gain Land Group from time to time for the purposes of retail and distribution of the same by the Gain Land Group. The transactions shall be conducted on normal commercial terms and the terms, as a whole, shall be no more favorable than those terms offered to independent third party retailers and distributors of the CRSB Group in relation to the supply of beer products of similar nature and quality.
Term	:	From 1 September 2015 to 31 December 2017.
Pricing basis	:	The price of the supply of beer products shall be determined by reference to the prevailing market price for transactions of similar nature.

Proposed annual caps

It is estimated that the maximum amount of purchases to be made by the Gain Land Group under the Supply Framework Agreement will not exceed HK\$85 million, HK\$345 million and HK\$415 million respectively for the four months ending 31 December 2015 and the two years ending 31 December 2016 and 2017.

The above proposed annual caps are determined after arms-length negotiations between the parties by reference to the estimated growth of demand of the beer products supplied by the CRSB Group, the expected increase in the price of beer, the production capacity of the CRSB Group, and the historical transaction amounts for the Gain Land Group's purchases of beer products from the CRSB Group for the three years ended 31 December 2012, 2013 and 2014, and the six months ended 30 June 2015 being approximately RMB87 million (equivalent to approximately HK\$109 million), RMB148 million (equivalent to approximately HK\$185 million), RMB98 million (equivalent to approximately HK\$123 million), and RMB89 million (equivalent to approximately HK\$111 million) respectively.

Relationship between the parties

Gain Land is an 80% owned subsidiary of Ondereel, and following the Completion of the Disposal, is an indirect subsidiary of CRH which is in turn the indirect controlling shareholder of the Company. As such, Gain Land is an associate of a connected person of the Company under the Listing Rules. Accordingly, the Supply Framework Agreement and the transactions contemplated thereunder constitute continuing connected transactions of the Company under the Listing Rules.

Reasons for entering into the Supply Framework Agreement

The CRSB Group is principally engaged in manufacturing, sales and distribution of beer products. The Gain Land Group is primarily engaged in the business of multi-category retailing through hypermarkets, supermarkets, convenience stores, cash and carry business or liquor stores or other multi-category retail format. The entering into of the Supply Framework Agreement will provide the CRSB Group with an effective distribution platform for their beer products. Pursuant to the Supply Framework Agreement, the CRSB Group will supply beer products to the Gain Land Group on normal commercial terms and all terms, as a whole, will be no more favorable than those terms offered to independent third party retailers and distributors.

The Directors (including the independent non-executive Directors) consider that the transactions contemplated under the Supply Framework Agreement are in the ordinary and usual course of business of the Group and on normal commercial terms and the terms of the Supply Framework Agreement including the annual caps are fair and reasonable and in the interests of the Company and its shareholders as a whole.

Listing Rules implications

As each of the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the annual caps under the Supply Framework Agreement, on an annual basis, is more than 0.1% but less than 5%, the continuing connected transactions contemplated under the Supply Framework Agreement are only subject to the reporting, announcement and annual review requirements but are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

None of the directors of the Company has any material interest in the Supply Framework Agreement. As such, no director of the Company was required to abstain and none of them has abstained from voting on the relevant board resolution for approving the Supply Framework Agreement and the annual caps in relation thereto.

Information about the parties

The Company is listed on the Stock Exchange of Hong Kong and is one of the constituent stocks of Hang Seng Index. The Group's core business is the manufacture, sales and distribution of beer products.

The CRH Group is a conglomerate in Hong Kong and the PRC that is principally engaged in seven core businesses, namely consumer products, power, real estate, cement, gas, pharmaceutical and financial services, as well as other operations including microelectronics, textiles and chemical products. Gain Land, an indirect subsidiary of CRH, is principally engaged in investment holding. The Gain Land Group is primarily engaged in the business of multi-category retailing through hypermarkets, supermarkets, convenience stores, cash and carry business or liquor stores or other multi-category retail format.

General

As a result of the Completion of the Disposal, the continuing transactions between the Target Companies (and their subsidiaries) and members of the CRH Group no longer constitute connected transactions of the Company, and are no longer subject to the requirements under Chapter 14A of the Listing Rules.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “China Resources Enterprise, Limited” to “China Resources Beer (Holdings) Company Limited” and the Chinese name of the Company from “華潤創業有限公司” to “華潤啤酒(控股)有限公司” (“**Proposed Change of Company Name**”).

Reasons for the Proposed Change of Company Name

The Board considers that the Proposed Change of Company Name reflects the current corporate strategies of the Company engaging in beer focused business. Further, the Board believes that the Proposed Change of Company Name will provide a clearer identification and image for the Company which is in the interest of the Company and its shareholders as a whole.

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders to approve the Proposed Change of Company Name at the EGM; and
- (ii) the Registrar of Companies of Hong Kong approving the new name in English and Chinese and issuing a certificate of change of name.

Subject to the satisfaction of the above conditions, the Proposed Change of Company Name will take effect from the date on which the certificate of change of name is issued by the Registrar of Companies of Hong Kong.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not, of itself, affect the rights of any Shareholders. All existing share certificates of the Company in issue bearing the Company's existing name (in English and Chinese) will continue to be evidence of legal title to the shares of the Company and valid for trading, settlement, registration and delivery purposes. Any new share certificates of the Company issued after the Proposed Change of Company Name has become effective will bear the Company's new name (in English and Chinese). With effect from 3 March 2014, the ordinary shares of the Company have been without par value pursuant to the Companies Ordinance (Cap. 622 of the Laws of Hong Kong). Save in respect of the change in the name and the removal of reference to par value, the share certificates of the Company would remain the same in content and form. Accordingly, there will not be any arrangement for the free exchange of the existing share certificates for new certificates bearing the Company's new name (in English and Chinese).

General

A circular containing, among others, details of the Proposed Change of Company Name, together with a notice of the EGM, will be despatched to the Shareholders in due course.

Further announcement(s) will be made by the Company to inform the Shareholders regarding the poll results of the EGM, the effective date of the Proposed Change of Company Name and the new English and Chinese stock short name of the Company for trading on the Stock Exchange as and when appropriate.

DISCONTINUATION OF PUBLICATION OF QUARTERLY RESULTS

Given that beer business is expected to exhibit strong seasonal patterns, it is considered that the quarterly results might not provide meaningful information to the Shareholders and the investors and it might not be cost effective to continue with the Company's practice of publishing quarterly results. As such, quarterly results will no longer be published by the Company.

DEFINITIONS

“associate(s)”	has the meaning ascribed to it in the Listing Rules;
“Board”	means the board of Directors;
“Company”	means China Resources Enterprise, Limited, a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 291);
“connected person”	has the meaning ascribed to it under the Listing Rules;
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules;

“CRH”	means China Resources (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability and the intermediate holding company of the Company;
“CRH Group”	means CRH and its subsidiaries (but excluding the Group and its associates);
“CRSB”	means China Resources Snow Breweries Limited, a company incorporated in the British Virgin Islands and a direct non-wholly-owned subsidiary of the Company;
“CRSB Group”	means CRSB and its subsidiaries;
“Director(s)”	means the director(s) of the Company;
“EGM”	means the extraordinary general meeting of the Company to be convened to approve the Proposed Change of Company Name;
“Gain Land”	means Gain Land Limited, a company incorporated under the laws of the British Virgin Islands and an indirect subsidiary of CRH;
“Gain Land Group”	means Gain Land and its subsidiaries;
“Group”	means the Company and its subsidiaries;
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Ondereel”	means Ondereel Ltd, a company incorporated under the laws of the British Virgin Islands and a direct wholly-owned subsidiary of CRH which is principally engaged in investment holding;
“PRC”	means the People’s Republic of China (excluding, for the purpose of this announcement, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan, the Republic of China);
“Proposed Change of Company Name”	means the proposed change of the Company’s English and Chinese name as described under the section headed “Proposed Proposed Change of Company Name” in this announcement;
“Share(s)”	means ordinary share(s) in the capital of the Company;
“Shareholder(s)”	means the holder(s) of the Shares;

“Stock Exchange”	means The Stock Exchange of Hong Kong Limited;
“subsidiary(ies)”	has the meaning ascribed thereto under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
“Supply Framework Agreement”	means the supply framework agreement dated 1 September 2015 entered into between CRSB and Gain Land;
“RMB”	means Renminbi, the lawful currency of the PRC; and
“%”	means per cent.

For illustration purposes, amounts in RMB have been translated into HK\$ at the rate of RMB1 = HK\$1.25.

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

Hong Kong, 1 September 2015

As at the date of this announcement, the executive Directors 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.

The Directors 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.