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華潤啤酒(控股)有限公司

China Resources Beer (Holdings) Company Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 291)

CONTINUING CONNECTED TRANSACTIONS

STRATEGIC COOPERATION AGREEMENTS 2015

Reference is made to the announcement of the Company dated 20 December 2013 in relation to, among other things, the entering of the Strategic Cooperation Agreements 2013. As the Strategic Cooperation Agreements 2013 will expire on 31 December 2015, the Company enters into new strategic cooperation arrangements whereby the annual caps are renewed taking into account of the Group's liquidity, business needs and the expected level of services to be received from CR Bank and CR Trust under the Strategic Cooperation Agreements 2015.

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 each of the Strategic Cooperation Agreements 2015 exceed 0.1% but are less than 5%, the continuing connected transactions contemplated under the Strategic Cooperation Agreements 2015 are only subject to the reporting, announcement and annual review requirements but are exempted from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

BACKGROUND

Reference is made to the announcement of the Company dated 20 December 2013 in relation to, among other things, the entering of the Strategic Cooperation Agreements 2013. As the Strategic Cooperation Agreements 2013 will expire on 31 December 2015, the Company enters into new strategic cooperation arrangements whereby the annual caps are renewed taking into account of the Group's liquidity, business needs and the expected level of services to be received from CR Bank and CR Trust under the Strategic Cooperation Agreements 2015.

THE STRATEGIC COOPERATION AGREEMENTS 2015

CR Bank Strategic Cooperation Agreement 2015

Parties:	CR Bank and the Company.
Date of agreement:	9 December 2015.
Date of commencement of agreement:	1 January 2016.
Term of the agreement:	Three years ending 31 December 2018, unless extended for a further period.
Deposit services:	Any deposit made with CR Bank under these arrangements will bear the same interest and be on the same terms and conditions as would apply to a similar deposit made by any other customer of the bank, which rate(s) are determined with reference to that published by the People's Bank of China or such other more preferential rates.
Other financial services:	Other than deposit services, from time to time, the Group may use the commercial banking services of CR Bank including, but not limited to, letter of credit, letter of guarantee, granting of loans with collaterals, bill acceptance and discount services, account receivable factoring services, RMB and foreign currency settlements, provision of entrustment loans and security, wealth and cash management services, financial consulting service and other financial services as agreed by the parties. These services will be provided on normal commercial terms which apply to other customers of CR Bank.

CR Trust Strategic Cooperation Agreement 2015

Parties:	CR Trust and the Company.
Date of agreement:	9 December 2015.
Date of commencement of agreement:	1 January 2016.
Term of agreement:	Three years ending 31 December 2018, unless extended for a further period.

Trust services: From time to time, the Group may use services provided by CR Trust including, but not limited to, cash management, asset management, custodian trust loan services, equity cooperation, shares nominee services, account receivable factoring services, buying and resale services consulting services and other trust services. These services will be provided on normal commercial terms and will be charged at a rate no less favourable as would apply to similar services provided to any of CR Trust's other clients.

Annual caps under the Strategic Cooperation Agreements 2015

Set out below are the approximate historical figures (rounded to the nearest million) of the maximum daily deposit amount, inclusive of interest payable, placed by the Group with CR Bank, and the maximum daily amount of financial services and products provided by CR Bank and CR Trust to the Group (excluding deposit service and financial services provided by CR Bank and CR Trust where only the fees and commissions paid by the Group are used to calculate the relevant percentage ratios) on any single day under the terms of the Strategic Cooperation Agreements 2013 during each of the years ended 31 December 2013 and 2014 and the ten months ended 31 October 2015:

	For the year ended 31 December		For the ten months ended 31 October
	2013	2014	2015
	<i>HK\$ million</i>	<i>HK\$ million</i>	<i>HK\$ million</i>
Maximum daily deposit amount placed with CR Bank during the year/period	1,559	2,174	1,035
Maximum daily amount of other financial services and products provided by CR Bank during the year/period	0	0	0
Maximum daily amount of financial services and products provided by CR Trust during the year/period	0	0	0

The proposed annual caps for financial services on any single day under both of the Strategic Cooperation Agreements 2015 have been determined after taking into account of the Group's liquidity, business needs and the expected level of services to be received from CR Bank and CR Trust under the Strategic Cooperation Agreements 2015.

The proposed maximum daily deposit amount, inclusive of interest payable rounded to the nearest million, which may be placed by the Group with CR Bank for the term of the CR Bank Strategic Cooperation Agreement 2015 and a comparison of these caps with the Group's gross cash and bank balances and with the size of the Group using the highest of the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules are as follows:

Maximum daily deposit amount for the year ending 31 December			Unaudited consolidated cash and bank balances as at 30 June 2015	Highest applicable percentage ratio
2016 <i>HK\$ million</i>	2017 <i>HK\$ million</i>	2018 <i>HK\$ million</i>		
1,300	1,300	1,300	8,112	3.77%

The proposed maximum daily amount of financial services and products provided by CR Bank and CR Trust to the Group (excluding deposit services and financial services provided by CR Bank and CR Trust where only the fees and commissions paid by the Group are used to calculate the relevant percentage ratios) for the term of the Strategic Cooperation Agreements 2015 and a comparison of these caps with the size of the Group using the highest of the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules are as follows:

	Maximum daily amount for the year ending 31 December			Highest applicable percentage ratio
	2016 <i>HK\$ million</i>	2017 <i>HK\$ million</i>	2018 <i>HK\$ million</i>	
CR Bank	1,300	1,300	1,300	3.77%
CR Trust	1,300	1,300	1,300	3.77%

Such maximum daily amount is applicable for each day during the relevant year, and is calculated on an individual basis outstanding as at the end of each day without aggregating with the amount incurred on the days before. Moreover, given the difference in the nature between (i) deposit services and (ii) other financial services or products provided by CR Bank, separate maximum daily amounts are set for each of these services.

It is expected that the aggregate annual amount of fees and commissions paid by the Group for the financial services provided by CR Bank and CR Trust respectively during the term of the Strategic Cooperation Agreements 2015 will not exceed 0.1% of the percentage ratios, other than the profits ratio, of the Listing Rules, and these arrangements will constitute de minimis transactions under the Listing Rules.

To the extent the aggregate annual amount of fees and commissions paid by the Group for the financial services provided by CR Bank and CR Trust respectively during the term of the Strategic Cooperation Agreements 2015 exceeds 0.1% and is below 5% of such percentage ratios, these arrangements will constitute continuing connected transactions exempted from independent shareholders' approval but will be subject to the annual review by the independent non-executive directors of the Company and the Company's auditors and a further announcement will be made by the Company stating the relevant caps as and when necessary. Under no circumstances will the amounts of fees and commissions paid in any one financial year exceed 5% of the percentage ratios, other than the profits ratio, of the Listing Rules unless the Company has obtained the prior approval of its independent shareholders.

LISTING RULES IMPLICATIONS

As at the date of this announcement, as CRC being the holding company of CRH which is a controlling shareholder of the Company, holds approximately 75.33% and 51% of the registered capital of CR Bank and CR Trust respectively, CR Bank and CR Trust are connected persons 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 each of the Strategic Cooperation Agreements 2015 exceed 0.1% but are less than 5%, the continuing connected transactions contemplated under the Strategic Cooperation Agreements 2015 are only subject to the reporting, announcement and annual review requirements but are exempted from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

As Mr. Wei Bin is a director of the Company and a director of CR Bank and CR Trust respectively, he abstained from voting on the relevant board resolutions approving the Strategic Cooperation Agreements 2015 and the transactions contemplated thereunder. Apart from the aforesaid, none of the directors of the Company has any material interest in the Strategic Cooperation Agreements 2015 and the transactions contemplated thereunder.

REASONS FOR AND BENEFITS OF THE PROPOSALS

The Strategic Cooperation Agreements 2015 will enable the Group to use the deposit and other financial services of CR Bank and CR Trust and to support their development within the China Resources Group on normal commercial terms and on a scale which will not place the Group's resources at risk or affect its relationship with other financial institutions.

All directors of the Company (including independent non-executive directors of the Company) consider the Strategic Cooperation Agreements 2015 were negotiated on an arm's length basis and are on normal commercial terms, and the relevant terms and annual caps are fair and reasonable and in the interests of the Company and its shareholders as a whole.

INFORMATION OF CR BANK, CR TRUST AND THE COMPANY

CR Bank

CR Bank is a licensed bank regulated by the China Banking Regulatory Commission and headquartered in Zhuhai. As at October 2015, CR Bank had around 80 branches and sub-branches, comprising one Head Office, one branch (in Hengqin) and 48 sub-branches located in Zhuhai, one branch and 20 sub-branches located in Shenzhen, one branch and two sub-branches located in Zhongshan City, one branch and two sub-branches located in Foshan City, one branch located in Dongguan City, one branch located in Huizhou City, and one rural bank in each of Deqing, Guangdong and Baise, Guangxi.

CR Bank has achieved tremendous growth in its operational scale, geographical coverage and capital base over the past years. The following table illustrates the growth of CR Bank's assets, deposits, loans and total equity over the period of four years from 31 December 2010 to 31 December 2014:

	As at 31 December 2014		As at 31 December 2010		Percentage increase
	<i>RMB billion</i>	<i>HK\$ billion</i>	<i>RMB billion</i>	<i>HK\$ billion</i>	
Total assets	107.53	130.27	16.56	20.06	549.34%
Deposits	64.79	78.49	13.91	16.85	365.78%
Loans	459.32	556.47	3.96	4.80	11,498.99%
Total equity	8.69	10.53	1.47	1.78	491.16%

CR Trust

As at the date of this announcement, CRC holds a 51% equity interest in CR Trust and the remaining 49% equity interest of CR Trust is held by the State-owned Assets Supervision and Administration Commission of Shenzhen. The registered capital of CR Trust is approximately RMB2.63 billion. With the headquarters located in Shenzhen, China, CR Trust is authorised by the relevant regulatory body to conduct business on a nationwide basis in the PRC.

CR Trust has achieved respectable growth in its operational scale, geographical coverage and capital base over the past years. The following table illustrates the growth of CR Trust's assets and total equity over a period of four years from 31 December 2010 to 31 December 2014:

	As at 31 December 2014		As at 31 December 2010		Percentage increase
	<i>RMB billion</i>	<i>HK\$ billion</i>	<i>RMB billion</i>	<i>HK\$ billion</i>	
Total assets	15.22	18.44	9.7	11.75	56.91%
Total equity	13.83	16.76	8.3	10.06	66.63%
Trust assets under management	471.98	571.80	60.1	72.81	685.32%
Revenue for the year	3.99	4.83	1.6	1.94	149.38%

The Company

The Company is listed on the Main Board of the Stock Exchange 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 total assets and cash balance of the Group as at 31 December 2012 and 31 December 2014 and the turnover for the each of the financial years ended 31 December 2012 and 31 December 2014 are as illustrated in the table below:

	As at 31 December 2014	As at 31 December 2012	Percentage increase
	<i>HK\$ billion</i>	<i>HK\$ billion</i>	
Total Assets (<i>Note 1</i>)	57.55	44.60	29.04%
Cash (<i>Note 1</i>)	6.07	1.66	265.66%
Turnover for the year (<i>Note 2</i>)	34.48	28.06	22.88%

Notes:

1. Excluding "Disposed Assets" (as defined in the Company's circular dated 9 July 2015) which are related to the non-beer businesses operated by the Company and its former subsidiaries at the relevant time.
2. Represent turnover for the relevant year of the beer business of the Group.

DEFINITIONS

In this announcement the following words have the following meanings, unless the context requires otherwise.

“China Resources Group”	CRC, CRH and their respective subsidiaries
“Company”	China Resources Beer (Holdings) Company Limited (formerly known as 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 (Stock Code: 291)
“CR Bank”	China Resources Bank of Zhuhai Co., Ltd. (珠海華潤銀行股份有限公司), a municipal bank headquartered in Zhuhai, in which CRC holds approximately a 75.33% equity interest as at the date of this announcement
“CR Bank Strategic Cooperation Agreement 2013”	the strategic cooperation agreement entered into by CR Bank and the Company on 20 December 2013
“CR Bank Strategic Cooperation Agreement 2015”	the strategic cooperation agreement entered into by CR Bank and the Company on 9 December 2015
“CR Trust”	China Resources SZITIC Trust Co., Ltd. (華潤深國投信托有限公司), in which CRC holds a 51% equity interest as at the date of this announcement
“CR Trust Strategic Cooperation Agreement 2013”	the strategic cooperation agreement entered into by CR Trust and the Company on 20 December 2013
“CR Trust Strategic Cooperation Agreement 2015”	the strategic cooperation agreement entered into by CR Trust and the Company on 9 December 2015
“CRC”	China Resources Co., Limited, a joint stock limited liability company incorporated in the PRC, which is the holding company of CRH and the banking and trust activities in which the China Resources Group has an interest
“CRH”	China Resources (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability and the intermediate holding company of the China Resources Group in Hong Kong, holding all the China Resources Group’s material interests apart from its banking and trust activities

“Group”	the Company and its subsidiaries (for the avoidance of doubt, “Group” excludes any Disposed Assets (as defined in the Company’s circular dated 9 July 2015) which were disposed by the Company on 1 September 2015)
“Hong Kong”	the Hong Kong Special Administrative Region, the People’s Republic of China
“independent shareholders”	shareholders of the Company other than CRH and its associates, as defined in the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, Macau and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategic Cooperation Agreements 2013”	collectively, the CR Bank Strategic Cooperation Agreement 2013 and the CR Trust Strategic Cooperation Agreement 2013
“Strategic Cooperation Agreements 2015”	collectively, the CR Bank Strategic Cooperation Agreement 2015 and the CR Trust Strategic Cooperation Agreement 2015

For illustrative purpose of this announcement only, conversion of RMB into HK\$ is made at the rate of RMB1.00 = HK\$1.2115.

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

Hong Kong, 9 December 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 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.