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If you have sold all your shares in China Resources Beer (Holdings) Company Limited, you should at once hand this supplemental circular and the accompanying supplemental 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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華潤啤酒(控股)有限公司

China Resources Beer (Holdings) Company Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 291)

**SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR TO SHAREHOLDERS DATED 23 APRIL 2019
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

A supplemental notice of annual general meeting, which will be held as originally scheduled at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 24 May 2019 at 3:30 p.m., is set out on pages 7 and 8 of this supplemental circular.

Hong Kong, 8 May 2019

DEFINITIONS

In this supplemental 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 2019 at 3:30 p.m., supplemental notice of which is set out on pages 7 to 8 of this supplemental circular
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of Directors of the Company
“China” or “PRC”	the People’s Republic of China
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (as amended from time to time)
“Company”	China Resources Beer (Holdings) Company 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”	6 May 2019, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“RMB”	Renminbi, the lawful currency of PRC
“Securities and Futures Ordinance”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (as amended from time to time)
“Share(s)”	share(s) of the Company with no par value
“Shareholder(s)”	holder(s) of Shares

DEFINITIONS

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“HK\$”

Hong Kong dollar(s), the lawful currency of Hong Kong



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)

Directors:

Executive Directors:

Mr. CHEN Lang (*Chairman*)

Mr. JIAN Yi

Mr. HOU Xiaohai (*Chief Executive Officer*)

Mr. LAI Po Sing, Tomakin (*Chief Financial Officer*)

Registered Office:

39th Floor,

China Resources Building,

26 Harbour Road,

Wanchai,

Hong Kong

Non-executive Directors:

Mr. CHEN Rong

Mr. LAI Ni Hium, Frank

Mr. Rudolf Gijsbert Servaas VAN DEN BRINK

Independent Non-executive Directors:

Mr. HOUANG Tai Ninh

Dr. LI Ka Cheung, Eric

Dr. CHENG Mo Chi, Moses

Mr. Bernard Charnwut CHAN

Mr. SIU Kwing Chue, Gordon

Hong Kong, 8 May 2019

To the shareholders,

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR TO SHAREHOLDERS DATED 23 APRIL 2019
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the notice of Annual General Meeting dated 23 April 2019, which sets out the date, time and venue of the Annual General Meeting and the resolutions to be proposed at the Annual General Meeting for the approval of the Shareholders, and the announcement dated 29 April 2019 in relation to, among other things, the appointment of Non-executive Director.

LETTER FROM THE CHAIRMAN

The purpose of this supplemental circular is to issue to you the supplemental notice of Annual General Meeting and provide you with the details of the retiring Director proposed to be re-elected for consideration at the Annual General Meeting.

2. RE-ELECTION OF RETIRING DIRECTOR

Mr. Rudolf Gijsbert Servaas VAN DEN BRINK (“**Mr. VAN DEN BRINK**”) has been appointed as a non-executive Director with effect from 29 April 2019. According to article 115 of the Articles of Association, Mr. VAN DEN BRINK will retire from office at the Annual General Meeting and, being eligible, will offer himself for re-election. The biographical details of Mr. VAN DEN BRINK are set out below:

Mr. VAN DEN BRINK, aged 45, was appointed a non-executive Director on 29 April 2019. He is a director on the board of United Breweries Limited, a company listed on the BSE Limited (formerly Bombay Stock Exchange Limited) and National Stock Exchange of India Limited. Mr. VAN DEN BRINK is also a director on the board of (i) CRH (Beer) Limited, the controlling shareholder of the Company, and (ii) China Resources Snow Breweries Limited, a wholly-owned subsidiary of the Company. Mr. VAN DEN BRINK has been appointed as President of Heineken APAC since October 2018 and is a member of the Executive team of Heineken N.V..

Mr. VAN DEN BRINK served as the Managing Director of Heineken Mexico (Cauhtémoc Moctezuma) in Monterrey, Mexico from August 2015 to September 2018 and was the Managing Director for Heineken USA in New York, USA from October 2009 to July 2015. From June 1999 to September 2009, he successively served as a Senior Brand Manager (Pepsi & 7UP) and Trade Marketing Manager for Vrumona (part of the Heineken Group) in Bunnik, the Netherlands, the International Channel Development Manager for Heineken Global Commerce, Amsterdam, and the Commercial Director for Bralima S.A.R.L. (part of the Heineken Group) in the Democratic Republic of Congo.

Mr. VAN DEN BRINK holds a Master of Arts degree in Philosophy and a Master of Science degree in Business Administration from University of Groningen, the Netherlands, and also completed the Advanced Management Program at Wharton, University of Pennsylvania, USA in 2009.

Save as disclosed above, as at the Latest Practicable Date, Mr. VAN DEN BRINK:

- (a) has not held any directorship in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not hold any position with the Company or other members of the Group; and
- (b) is not related to any Directors, senior management or substantial or controlling shareholder of the Company.

LETTER FROM THE CHAIRMAN

There is no service contract between the Company and Mr. VAN DEN BRINK. He has no fixed term of service with the Company. Under the Articles of Association of the Company, Mr. VAN DEN BRINK is to retire (and be eligible for election) at the Company's annual general meeting. A director's fee of HK\$120,000 per annum is payable to Mr. VAN DEN BRINK which is determined by the Board under the authority granted by the Shareholders at the annual general meeting held on 24 May 2018 and with reference to his duties and responsibilities in the Company and the recommendation made by the compensation committee of the Company.

As at the Latest Practicable Date, Mr. VAN DEN BRINK does not have any interest, and does not hold any short position, in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

As at the Latest Practicable Date, there is no other information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter relating to his re-election, other than as stated above, which needs to be brought to the attention of the holders of securities of the Company pursuant to Rule 13.51(2) of the Listing Rules.

3. ANNUAL GENERAL MEETING

The aforesaid resolution proposed is set out as Resolution No. 3(6) in the supplemental notice of Annual General Meeting, and the original Resolution No. 3(6), now renumbered as Resolution No. 3(7), accordingly.

Since the proxy form (the "**Original Proxy Form**") issued along with the circular dated 23 April 2019 (including the notice of Annual General Meeting) did not set out the additional resolution as set out in the supplemental notice of Annual General Meeting, a new proxy form (the "**Supplemental Proxy Form**") is despatched together with this supplemental circular.

Shareholders who have not lodged the Original Proxy Form in accordance with the instructions set out in the notice of Annual General Meeting, are requested to lodge a Supplemental Proxy Form, if he/she intends to appoint a proxy to attend the Annual General Meeting on his/her behalf. Under such circumstance, the Shareholder should not lodge the Original Proxy Form.

In order to be valid, the Supplemental Proxy Form, together with any power of attorney or other authority (if any) underwhich it is signed, or a notarially certified copy thereof must be lodged with the registered office of the 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 Annual General Meeting.

LETTER FROM THE CHAIRMAN

Shareholders who have lodged the Original Proxy Forms in accordance with the instructions set out in the notice of Annual General Meeting should note that:

- (i) If no Supplemental Proxy Form is lodged, the Original Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote at the Annual General Meeting in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on the resolutions proposed in the notice of Annual General Meeting, and vote at his/her discretion on the additional resolution set out in the supplemental notice of Annual General Meeting; and
- (ii) If the Supplemental Proxy Form is lodged before the deadline set out in the notice of Annual General Meeting, the Supplemental Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed and the Original Proxy Form will be revoked. The proxy appointed under the Supplemental Proxy Form will be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the Annual General Meeting, including the additional resolution as set out in the supplemental notice of Annual General Meeting.

Completion and return of the Original Proxy Form and/or the Supplemental Proxy Form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

For the details of other resolutions to be proposed at the Annual General Meeting for approval, the qualification to attend the Annual General Meeting, the appointment of proxies, the registration procedures and closure of the register of Shareholders and other issues, please refer to the notice of Annual General Meeting.

4. RECOMMENDATION

The Directors consider that the re-election of Mr. VAN DEN BRINK as referred to in this supplemental circular is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the relevant resolution to be proposed at the Annual General Meeting.

Yours faithfully,
China Resources Beer (Holdings) Company Limited
CHEN Lang
Chairman



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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Please refer to the notice (the “**Notice**”) of the Annual General Meeting dated 23 April 2019 of China Resources Beer (Holdings) Company Limited (the “**Company**”) which sets out the date, time and place of the Annual General Meeting as well as the resolutions to be proposed at the Annual General Meeting for Shareholders’ consideration and approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held as originally scheduled at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 24 May 2019 at 3:30 p.m. at which, in addition to the resolutions contained in the Notice, the following resolution will also be considered and approved at discretion:

3. (6) To re-elect Mr. Rudolf Gijsbert Servaas VAN DEN BRINK as Director;

By Order of the Board

China Resources Beer (Holdings) Company Limited

LAI Po Sing, Tomakin

Executive Director, Chief Financial Officer and Company Secretary

Hong Kong, 8 May 2019

Notes:

1. The details of the above resolution is set out in the supplemental circular (the “**Supplemental Circular**”) of the Company dated 8 May 2019. Unless the context otherwise requires, the terms used in this supplemental notice shall have the same meaning with those in the Supplemental Circular.
2. It shall be noted that the original Resolution No. 3(6) is now renumbered as Resolution No. 3(7) accordingly.
3. Since the proxy form (the “**Original Proxy Form**”) issued along with the circular dated 23 April 2019 (including the Notice) did not set out the additional resolution as set out in this supplemental notice, a new proxy form (the “**Supplemental Proxy Form**”) is despatched together with the supplemental circular.
4. Shareholders who have not lodged the Original Proxy Form in accordance with the instructions set out in the Notice, are requested to lodge a Supplemental Proxy Form, if he/she intends to appoint a proxy to attend the Annual General Meeting on his/her behalf. Under such circumstance, the Shareholder should not lodge the Original Proxy Form.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

5. In order to be valid, the Supplemental Proxy Form, together with any power of attorney or other authority (if any) underwhich it is signed, or a notarially certified copy thereof must be lodged with the registered office of the 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 Annual General Meeting.
6. Shareholders who have lodged the Original Proxy Forms in accordance with the instructions set out in the Notice should note that:
 - (i) If no Supplemental Proxy Form is lodged, the Original Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote at the Annual General Meeting in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on the resolutions proposed in the Notice, and vote at his/her discretion on the additional resolution set out in this supplemental notice.
 - (ii) If the Supplemental Proxy Form is lodged before the deadline set out in the Notice, the Supplemental Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed and the Original Proxy Form will be revoked. The proxy appointed under the Supplemental Proxy Form will be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the Annual General Meeting, including the additional resolution as set out in this supplemental notice.
7. Completion and return of the Original Proxy Form and/or the Supplemental Proxy Form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.
8. For the details of other resolutions to be proposed at the Annual General Meeting for approval, the qualification to attend the Annual General Meeting, the appointment of proxies, the registration procedures and closure of the register of Shareholders and other issues, please refer to the Notice.
9. As at the date of this supplemental notice, the Executive Directors of the Company are Mr. CHEN Lang (Chairman), Mr. JIAN Yi, Mr. HOU Xiaohai (Chief Executive Officer) and Mr. LAI Po Sing, Tomakin (Chief Financial Officer). The Non-executive Directors of the Company are Mr. CHEN Rong, Mr. LAI Ni Hium, Frank and Mr. Rudolf Gijsbert Servaas VAN DEN BRINK. 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.