

(Incorporated in the Cayman Islands) *
(Incorporated in the People's Republic of China)
China Resources Beer (Holdings) Company Limited
(Stock Code: 1708)

**POLL RESULTS OF EXTRAORDINARY GENERAL MEETING AND CLASS MEETINGS
FOR HOLDERS OF H SHARES AND DOMESTIC SHARES
HELD ON 29 DECEMBER 2014**

BDO China Shu Lun Pan Certified Public Accountants LLP, the Company's auditor, was appointed as the scrutineer at the EGM and the respective Class Meetings for the purpose of vote-taking.

The Executive has granted the Whitewash Waiver subject to (i) the issue of new Domestic Shares being approved by a vote of the Independent Shareholders at the EGM and respective Class Meetings, to be taken on a poll, and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by Sample Group and parties acting or presumed to be acting in concert with it between the announcement of the Company dated 21 October 2014 and the completion of the Domestic Shares Subscription.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the special resolutions in relation to (i) the Domestic Shares Subscription Agreement; (ii) the specific mandate to issue new Domestic Shares; (iii) the proposed amendments to the Articles; (iv) the Domestic Shares Subscription; and (v) the Whitewash Waiver were duly passed by way of poll at the EGM held on 29 December 2014.

The poll results of the resolutions passed at the EGM are as follows:

Special Resolutions	Number of votes cast and approximate percentage of total number of votes cast at the EGM		Total number of votes cast ()
	For	Against	
1. To approve the Domestic Shares Subscription Agreement	54,130,000 (88.95%)	6,723,000 (11.05%)	60,853,000
2. To approve the specific mandate to issue new Domestic Shares	54,130,000 (88.95%)	6,723,000 (11.05%)	60,853,000
3. To approve the proposed amendments to the Articles	54,130,000 (88.95%)	6,723,000 (11.05%)	60,853,000
4. To approve the Domestic Shares Subscription	54,130,000 (88.95%)	6,723,000 (11.05%)	60,853,000
5. To approve the Whitewash Waiver	54,130,000 (88.95%)	6,723,000 (11.05%)	60,853,000

As more than two-thirds of the votes were cast in favour of each of the abovementioned special resolutions, all the special resolutions proposed at the EGM were duly passed.

POLL RESULTS OF THE H SHAREHOLDERS CLASS MEETING

The Board is pleased to announce that the special resolutions in relation to (i) the Domestic Shares Subscription Agreement; (ii) the specific mandate to issue new Domestic Shares; (iii) the proposed amendments to the Articles; (iv) the Domestic Shares Subscription; and (v) the Whitewash Waiver were duly passed by way of poll at the H Shareholders Class Meeting held on 29 December 2014.

The poll results of the resolutions passed at the H Shareholders Class Meeting are as follows:

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The poll results of the resolutions passed at the Domestic Shareholders Class Meeting are as follows:

Special Resolutions	Number of votes cast and approximate percentage of total number of votes cast at the Domestic Shareholders Class Meeting		Total number of votes cast ()
	For	Against	
1. To approve the Domestic Shares			

CHANGES TO THE SHAREHOLDING AS A RESULT OF THE DOMESTIC SHARES SUBSCRIPTION

As at the date of this announcement, the Company has 91,800,000 H Shares and 132,300,000 Domestic Shares in issue. Set out below is a table showing the shareholding structure of the Company (a) as at the date of this announcement; and (b) immediately upon completion of the Domestic Shares Subscription.

Parties acting or presumed to be acting in concert	Share class	At the date of this announcement		Immediately upon completion of the Domestic Shares Subscription ⁽⁷⁾	
		Number of Shares	Percentage	Number of Shares	Percentage
Sample Group ⁽¹⁾	Domestic	60,770,000	27.12%	153,493,400	48.45%
Sample Commerce City ⁽¹⁾	Domestic	4,950,000	2.21%	4,950,000	1.56%
Mr. Sha Min ^(1 & 2)	Domestic	1,350,000	0.60%	1,350,000	0.42%
Active Gold ⁽³⁾	Domestic	49,545,000	22.11%	49,545,000	15.64%
Total for Sample Group and parties acting or presumed to be acting in concert with it		<u>116,615,000</u>	<u>52.04%</u>	<u>209,338,400</u>	<u>66.07%</u>
Other Domestic Shareholders					
Jiangsu Ruihua Investment Holding Group Company Ltd.* ⁽⁴⁾	Domestic	15,000,000	6.69%	15,000,000	4.73%
Jiangsu Hongshi Technology Industry Company Ltd.* ⁽⁵⁾	Domestic	<u>685,000</u>	<u>0.31%</u>	<u>685,000</u>	<u>0.22%</u>
Total Domestic Shares for other Domestic Shareholders		<u>15,685,000</u>	<u>7%</u>	<u>15,685,000</u>	<u>4.95%</u>
Total H Shares ⁽⁶⁾	H	<u>91,800,000</u>	<u>40.96%</u>	<u>91,800,000</u>	<u>28.98%</u>
Total Domestic and H Shares		<u><u>224,100,000</u></u>	<u><u>100.00%</u></u>	<u><u>316,823,400</u></u>	<u><u>100.00%</u></u>

1. Sample Commerce City is a company established in the PRC with limited liability and is a wholly owned subsidiary of

