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哈爾濱啤酒集團有限公司
HARBIN BREWERY GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 249)

**Announcement on change of a substantial shareholder and
resumption of trading of shares**

HBF (BVI) has entered into a conditional sale and purchase agreement with the Purchaser, pursuant to which the Sale Shares held by HBF (BVI) will be transferred to the Purchaser on satisfaction of the conditions set out therein. Before the transfer, HBF (BVI) was wholly-owned by Kwok Nea which is a company ultimately owned by the Harbin Municipal Government. The Company has been informed by the Purchaser that (i) the Purchaser, the Investors and their respective ultimate beneficial owners are independent third parties and (ii) the Purchaser has no existing shareholding in the Company.

At the request of the Company, trading of the shares of the Company on the Stock Exchange was suspended at 9.30 a.m. on 22 March 2004 pending publication of this announcement. The Company has made an application to the Stock Exchange for the resumption of trading of the shares of the Company on the Stock Exchange from 9.30 a.m. on 23 March 2004.

The board of directors of Harbin Brewery Group Limited (the “Company”) announces that the Company has received a written notification from Harbin Brewery Factory (BVI) Limited (“HBF (BVI)”) on 20 March 2004 that it has entered into a conditional sale and purchase agreement with an independent third party under which 291,500,000 shares of the Company (the “Sale Shares”), representing approximately 29.07% of the issued share capital of the Company, will be transferred to the independent third party on satisfaction of the conditions set out therein. Before the transfer, HBF (BVI) was wholly-owned by Kwok Nea Development Limited (“Kwok Nea”) which is a company incorporated in Hong Kong with limited liability and is ultimately owned by the Harbin Municipal Government.

The Company has been informed by Global Conduit Holdings Limited (the “Purchaser”) (the above mentioned independent third party) that the Purchaser is owned by a group of investors (the “Investors”) none of whom individually own more than a 20% voting interest in the Purchaser. The Company has also been informed by the Purchaser (i) that the Purchaser, the Investors and their respective ultimate beneficial owners are independent third parties to HBF (BVI), Gardwell Limited (“Gardwell”) (the other substantial shareholder of the Company), SABMiller Holdings Limited (which owns 95% interest in Gardwell and the

remaining 5% interest in Gardwell is owned by Advent Strategic Limited (“Advent”) as disclosed in the Company’s announcement dated 30 June 2003), Advent or Advent’s ultimate beneficial owners or any of their respective associates (with the meaning ascribed to it in the Hong Kong Code of the Takeovers and Mergers) and are not connected persons (as defined in the Listing Rules) of the Company, (ii) the Purchaser has no existing shareholding in the Company and (iii) the Purchaser, its ultimate beneficial owners and their respective concert parties will hold in aggregate less than 30% of the voting rights attached to the shares of the Company after completion of the transfer.

Based on the information received by the Company, the shareholding structure immediately before and after the transfer are as follows:

	Immediately before the transfer		Immediately after the transfer	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Gardwell	295,000,000	29.41	295,000,000	29.41
The Purchaser	0	0	291,500,000	29.07
HBF (BVI)	291,500,000	29.07	0	0
Public	<u>416,364,358</u>	<u>41.52</u>	<u>416,364,358</u>	<u>41.52</u>
Total	<u>1,002,864,358</u>	<u>100</u>	<u>1,002,864,358</u>	<u>100</u>

The Company has been notified that the consideration for the sale and purchase of the Sale Shares is HK\$3.25 per Sale Share payable in cash and the sale and purchase is subject to the conditions precedent of the approval of the transfer by the relevant PRC authorities and the issue of a legal opinion by HBF (BVI) of the validity of the transfer of the Sale Shares.

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Investors and shareholders of the Company should exercise caution in dealing with the shares of the Company.

This announcement is made pursuant to the requirements under paragraph 2 of the Listing Agreement.

By Order of the Board
Harbin Brewery Group Limited
Lam Pong Sui
Company Secretary

Hong Kong, 22 March 2004

Please also refer to the published version of this announcement in The Standard.