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UNI-PRESIDENT CHINA HOLDINGS LTD.

統一企業中國控股有限公司*

(A company incorporated in the Cayman Islands with limited liability)

(Stock code: 220)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of Uni-President China Holdings Ltd. (the “**Company**”) will be held at 2:00 p.m. on 1 June 2009 at Salon 1-3, Level 3, JW Marriot Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the following purposes:

As ordinary business:

1. To receive and consider the audited financial statements and the reports of the directors and auditors of the company and its subsidiaries for the year ended 31 December 2008.
2. To declare a final dividend and a special dividend for the year ended 31 December 2008.
- 3(A). To re-elect each of the following directors by separate resolutions:
 - (a) Mr. Kao Chin-Yen as a non-executive director of the Company;
 - (b) Mr. Lin Chang-Sheng as a non-executive director of the Company;
 - (c) Mr. Chen Sun-Te as an independent non-executive director of the Company; and
 - (d) Mr. Fan Ren-Da, Anthony as an independent non-executive director of the Company.
- 3(B). To authorise the board of directors of the Company (the “**Directors**”) to fix the remuneration of the re-elected directors as mentioned in 3(A) above.
4. To re-appoint PricewaterhouseCoopers as the Company’s auditors and authorise the Directors to fix their remuneration for the year ended 31 December 2009.

* For identification purpose only

And as special business, to consider and, if thought fit, to pass the following as ordinary resolutions or special resolution (as the case may be):

ORDINARY RESOLUTIONS

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase shares of HK\$0.01 each in the capital of the Company including any form of depositary receipt representing the right to receive such shares (the “**Shares**”) be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased on The Stock Exchange of Hong Kong Limited or any other stock exchange on which securities of the Company may be listed and which is recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited pursuant to the approval in paragraph (a) above shall not exceed or represent more than 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly;
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

6. **“THAT** a general mandate be and is hereby unconditionally given to the Directors to exercise full powers of the Company to allot, issue and deal with additional Shares of the Company (including the making and granting of offers, agreements and options which might require shares to be allotted, whether during the continuance of such mandate or thereafter) provided that, otherwise than pursuant to (i) a rights issue where Shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares; (ii) the exercise of options granted under any share option scheme adopted by the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend in accordance with the articles of association of the Company, the aggregate nominal amount of the shares allotted shall not exceed the aggregate of:

- (a) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, plus

(b) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution).

Such mandate shall expire at the earlier of:

- (1) the conclusion of the next annual general meeting of the Company; or
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
 - (3) the date of any revocation or variation of the mandate given under this resolution by ordinary resolution of the shareholders of the Company at a general meeting.”
7. “**THAT** the Directors be and are hereby authorised to exercise the powers of the Company referred to in the resolution set out in item 6 in the notice of this Meeting in respect of the share capital of the Company referred to in paragraph (b) of such resolution.”

SPECIAL RESOLUTION

8(A). “**THAT** the existing articles of association of the Company be and are hereby amended in the following manner:

(a) Article 2

By adding the new entries in the following form to Article 2:

“”business day” shall mean any day on which the Exchange is open for business of dealing in securities;”

“”Corporate Communication” shall mean any document issued or to be issued by the Company for the information or action of holders of any of its securities, including but not limited to: (a) the directors’ report, its annual accounts together with a copy of the auditor’s report, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary interim report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a proxy form, within the meaning ascribed thereto under the Listing Rules;”

“”electronic means” includes sending or otherwise making available to the intended recipients of the communication in the electronic format;”

“Section 8 of the Electronic Transactions Law shall not apply;”

By deleting “2000” after Electronic Transactions Law in the second line of the term “electronic” and replacing it with “(2003 Revision)” in Article 2.

(b) Article 6

By deleting the following words “and that any holder of the shares of the class present in person (or in the case of a corporation by its duly authorized representative) or by proxy may demand a poll” in Article 6.

(c) Article 80

By deleting the following words from Article 80:

“An annual general meeting and any extraordinary general meeting called for the passing of a special resolution shall be called by not less than 21 days’ notice in writing and any other extraordinary general meeting shall be called by not less than 14 days’ notice in writing. The notice shall be inclusive of the day on which it is served or deemed to be served and of the day for which it is given,”

and replacing with the following words:

“An annual general meeting (whether for the passing of a special resolution and/or an ordinary resolution) shall be called by not less than 20 business days’ notice or 21 days’ notice (whichever is longer) in writing at the least and any extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 days’ notice in writing, and any other extraordinary general meeting shall be called by not less than 10 business days’ notice or at least 14 days’ notice (whichever is longer) in writing. Subject to the requirements of the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given,”.

(d) Article 82

By deleting the words “, on a poll,” in the third line of Article 82.

(e) Article 90

By deleting Article 90 in its entirety and replacing with the following new paragraph:

“At any general meeting a resolution put to the vote at the meeting shall be decided on a poll.”.

(f) Article 91

By deleting Article 91 in its entirety.

(g) Article 92

By deleting the Article 92 in its entirety and replacing with the following new sentence:

“A poll shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman directs.”.

(h) Article 93

By deleting Article 93 in its entirety.

(i) Article 94

By deleting the Article 94 in its entirety and replacing with the following paragraph:

“Any poll on the election of a Chairman of a meeting or question of adjournment shall be decided at the meeting and without adjournment.”.

(j) Article 95

By deleting Article 95 in its entirety and replacing with the following new paragraph:

“In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.”.

(k) Article 96

By deleting “A” at the beginning and replacing with “Subject to the Listing Rules, a” in Article 96.

(l) Article 97

By deleting Article 97 in its entirety and replacing with the following new paragraph:

“Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting, every member who is present in person (or, in the case of a member being a corporation by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. A member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each proxy is under no obligation to cast all his votes in the same way.”.

(m) Article 101

By deleting the following words “, whether on a show of hands or on a poll,” in the third and fourth lines of Article 101 and by deleting the following words “on a poll” in the last line of Article 101.

(n) Article 104

By deleting Article 104 in its entirety and replacing with the following new paragraph:

“Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. Votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member (whether or not a recognized clearing house) may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting).”

(o) Article 108

By deleting “to demand or join in demanding a poll and” in the second line of Article 108.

(p) Article 111

By deleting Article 111 in its entirety and replacing with the following new paragraph:

“If a recognised clearing house (or its nominee(s)) is a member of the Company, it may authorise such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation or proxy form shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised pursuant to this provision shall be deemed to have been duly authorised without the need for producing any documents of title, notarised authorisation and/or further evidence for substantiating the facts that it is duly authorised and will be entitled to exercise the same power on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise if it were an individual member holding such number and class of shares specified in such authorisation or proxy form.”

(q) Article 209

By deleting Article 209 in its entirety and replacing with the following new paragraph:

“Except as otherwise provided in these Articles, any Corporate Communication may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company’s Website provided that the Company has obtained either (a) the member’s prior express positive confirmation in writing or (b) the member’s deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and

documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.”.

(r) Article 211

By deleting the words “in writing to the Company” at the beginning of the third line and replacing it with “or is deemed to have given an express confirmation to the Company in the manner specified in the Listing Rules” in Article 211.

8(B). “**THAT** the new restated and consolidated memorandum and articles of association of the Company, consolidating all of the proposed amendments referred to in paragraph 8(A) above and all previous amendments made in compliance with applicable laws, a copy of which has been produced to this Meeting and marked “A” and initialed by the chairman of this Meeting for the purpose of identification, be and are hereby adopted with immediately effect in replacement of the existing memorandum and articles of association of the Company.”.

By order of the Board
Chan Pei Cheong, Andy
Company Secretary

28 April 2009

Notes:

- 1 Any member entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies (for member holding two or more Shares) to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
- 2 In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no less than 48 hours before the time for holding the above Meeting. Completion and return of a form of proxy will not preclude a member from attending and voting in person if he is subsequently able to be present.
- 3 The register of members of the Company will be closed from 26 May 2009 to 1 June 2009 (both days inclusive) in order to determine the entitlement of shareholders to attend the above Meeting and to receive the proposed final dividend and special dividend, during which period no transfer of shares in the Company will be effected. In order to be entitled to attend the above Meeting and to receive the proposed final dividend and special dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on 25 May 2009.
- 4 The memorandum and articles of association of the Company is written in English. The Chinese version of the resolution as set out in items 8(A) above is translation for reference only. Should there be any discrepancies, the English version will prevail.

As at the date of this announcement, the executive Directors are Mr. Lo Chih-Hsien and Mr. Lin Wu-Chung; the non-executive Directors are Mr. Kao Chin-Yen, Mr. Lin Chang-Sheng, Mr. Lin Lung-Yi and Mr. Su Tsung-Ming; and the independent non-executive Directors are Mr. Chen Sun-Te, Mr. Fan Ren-Da, Anthony, Mr. Hwang Jenn-Tai, Mr. Yang Ing-Wuu and Mr. Lo Peter.