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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Uni-President China Holdings Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

**PROPOSED GRANT OF GENERAL MANDATES  
TO REPURCHASE AND ISSUE SHARES,  
PROPOSED RE-ELECTION OF DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at 2:00 p.m. on Friday, 4 June 2010 at Salon Room VI, 5/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong, is set out on pages 12 to 15 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting should you so wish.

\* For identification purpose only

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the followings meanings:*

“Articles of Association”	the articles of association of the Company, as amended from time to time
“AGM”	the annual general meeting of the Company to be held at 2:00 p.m. on Friday, 4 June 2010 at Salon Room VI, 5/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong, for the purpose of considering and if thought fit, approving, inter alia, the resolutions proposed in this circular
“AGM Notice”	the notice for convening the AGM as set out on pages 12 to 15 of this circular
“Board”	the board of Directors
“Cayman President”	Cayman President Holdings Ltd., a company incorporated in the Cayman Islands and the controlling shareholder of the Company
“Company”	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, the issued Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	22 April 2010, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice
“PRC”	The People’s Republic of China

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## DEFINITIONS

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“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares in the capital of the Company up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the relevant resolution, details of which are set out in Ordinary Resolution no. 5(A)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Share Buyback Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies listed on the main board of the Stock Exchange of their own securities.
“Share Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to issue, allot and deal with additional Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the share capital in issue as at the date of passing of the relevant resolution, details of which are set out in Ordinary Resolution no. 5(B)
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Uni-President”	Uni-President Enterprises Corporation* (統一企業股份有限公司), a limited liability company incorporated under the laws of Taiwan on 25 August 1967 whose common shares were listed on the Taiwan Stock Exchange on 28 December 1987 under the stock code 1216, which is the ultimate controlling shareholder of the Company
“Uni-President Group”	Uni-President and its subsidiaries
“US\$”	United States dollars, the lawful currency of United States
“%”	per cent

\* For identification purpose only

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

LO Chih-Hsien (*Chairman*)

LIN Wu-Chung (*President*)

*Non-executive Director:*

KAO Chin-Yen

LIN Chang-Sheng

LIN Lung-Yi

SU Tsung-Ming

*Independent Non-executive Directors:*

CHEN Sun-Te

FAN Ren-Da, Anthony

HWANG Jenn-Tai

YANG Ing-Wuu

LO Peter

*Registered office:*

P.O. Box 309 GT

Ugland House

South Church Street

George Town

Grand Cayman

Cayman Islands

*Principal place of business  
in Hong Kong:*

Unit 703A, 7/F.,

Golden Centre,

188 Des Voeux Road Central,  
Hong Kong

26 April 2010

*To the Shareholders*

Dear Sir or Madam

**PROPOSED GRANT OF GENERAL MANDATES  
TO REPURCHASE AND ISSUE SHARES,  
PROPOSED RE-ELECTION OF DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information regarding the following resolutions to be proposed at the AGM:

- (i) the granting of the Repurchase Mandate and the Share Issue Mandate to the Directors; and
- (ii) the re-election of the retiring Directors.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### REPURCHASE MANDATE AND SHARE ISSUE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders for the granting to the Directors of the Repurchase Mandate and the Share Issue Mandate.

#### **Repurchase Mandate**

At the last annual general meeting of the Company held on 1 June 2009, the Directors were given a general mandate to repurchase Shares. The mandate will expire at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed that the Directors be given an unconditional general mandate to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and which is recognised by the SFC and the Stock Exchange for such purpose, of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution to approve the Repurchase Mandate. Details of the Repurchase Mandate are set out in Ordinary Resolution no. 5(A) of the AGM Notice.

As at the Latest Practicable Date, the Company had an aggregate of 3,599,445,000 Shares in issue. Subject to the passing of the Ordinary Resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 359,944,500 Shares.

An explanatory statement as required under the Share Buyback Rules, giving certain information regarding the Repurchase Mandate, is set out in Appendix I to this circular.

#### **Share Issue Mandate**

At the last general meeting of the Company held on 1 June 2009, the Directors were given a general mandate to allot and issue Shares. The mandate will expire at the conclusion of the AGM. At the AGM, an ordinary resolution will also be proposed that the Directors be given an unconditional general mandate to allot, issue and deal with additional Shares of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution to approve the Share Issue Mandate.

Subject to the passing of the Ordinary Resolution for the approval of the Share Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Share Issue Mandate to issue, allot and deal with a maximum of 719,889,000 Shares.

An ordinary resolution will also be proposed to authorise the extension of the Share Issue Mandate by an addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the Repurchase Mandate (if granted).

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in Ordinary Resolutions no. 5(B) and 5(C) of the AGM Notice respectively.

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## LETTER FROM THE BOARD

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The Repurchase Mandate and the Share Issue Mandate shall continue to be in force during the period from the date of passing of the ordinary resolutions for the approval of the Repurchase Mandate and the Share Issue Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable laws to be held; or (iii) the revocation or variation of the Repurchase Mandate or the Share Issue Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

### RE-ELECTION OF DIRECTORS

In accordance with Article 130 of the Articles of Association, Mr. Lin Wu-Chung, Mr. Lin Lung-Yi, Mr. Su Tsung-Ming and Mr. Hwang Jenn-Tai shall retire by rotation at the AGM and, being eligible, offer themselves for re-election at the AGM.

Ordinary Resolutions will be proposed at the AGM to re-elect Mr. Lin Wu-Chung and to appoint him as an executive Director, to re-elect each of Mr. Lin Lung-Yi and Mr. Su Tsung-Ming and to appoint them as non-executive Directors, and to re-elect Mr. Hwang Jenn-Tai, and to appoint him as an independent non-executive Director.

The following is the information, as at the Latest Practicable Date, required to be disclosed under the Listing Rules on the retiring Directors proposed to be re-elected at the AGM:

#### (1) Mr. LIN Wu-Chung (林武忠)

Mr. LIN Wu-Chung (林武忠), aged 58, is our president and executive Director. Mr. Lin joined our Group in August 1995 and is primarily responsible for business management. He joined the Uni-President Group in January 1978 and has over 30 years of experience in beverage and instant noodle businesses. He was the head of Uni-President Enterprises Corp.'s beverages department from 1991 to July 1995. He has been appointed as the director of President Enterprises (China) Investment Co. Ltd. (統一企業(中國)投資有限公司) since 2004 and the general manager of President Enterprises (China) Investment Co., Ltd. since 2005. He was also appointed as the general manager of Tong Ren Corp. Limited in 2007. He is currently a director of Tong Ren Corp. Limited and each of our PRC subsidiaries except Champ Green (Shanghai) Consulting Co., Ltd.. He is also a director of Heilongjiang Wondersun Dairy Co., Ltd. (黑龍江省完達山乳業股份有限公司) and Yantai North Andre Juice Co., Ltd. (煙台北方安德利果汁股份有限公司). Mr. Lin graduated from Tamkang University with a bachelor's degree in international trade in 1975.

Save as disclosed above, Mr. Lin does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Lin did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO. There is a service agreement entered into between the Company and Mr. Lin for his appointment as executive Director of the Company for a term of three years commencing on 23 November 2007. The emolument

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## LETTER FROM THE BOARD

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of Mr. Lin specified in the service agreement is US\$117,000 per annum (which included his basic salary entitlement but excluded the end of the year payment which he is entitled to in accordance with the Company policy in place from time to time and any discretionary bonus which the Company may decide to pay). Such emoluments are determined by reference to Mr. Lin's duties, responsibilities and experience, and to prevailing market conditions.

Save as disclosed above, there are no matters concerning Mr. Lin that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

### **(2) Mr. LIN Lung-Yi (林隆義)**

Mr. LIN Lung-Yi (林隆義), aged 66, is our non-executive Director. Mr. Lin joined our Group in December 1991. He is currently a director of President Enterprises (China) Investment Co., Ltd., a subsidiary of the Company. He joined the Uni-President Group in March 1971 and has over 38 years of experience in financial and accounting management. Mr. Lin is currently the Vice CEO of Uni-President Group and a director of 36 members of the Uni-President Group (excluding our Group). He is also the director of President Chain Store Corp., Ton Yi Industrial Corp., and Prince Housing and Development Corp., all of which are listed on the Taiwan Stock Exchange. Mr. Lin graduated from National Cheng Kung University with a bachelor's degree in accounting and statistics.

Save as disclosed above, Mr. Lin does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Lin did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO. There is an appointment letter entered into between the Company and Mr. Lin for his appointment as non-executive Director of the Company for a term of three years commencing on 8 August 2007. The emolument of Mr. Lin specified in the appointment letter is US\$11,000 per annum. Such emoluments are determined by reference to Mr. Lin's duties, responsibilities and experience, and to prevailing market conditions.

Save as disclosed above, there are no matters concerning Mr. Lin that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

### **(3) Mr. SU Tsung-Ming (蘇崇銘)**

Mr. SU Tsung-Ming (蘇崇銘), aged 52, is our non-executive Director. Mr. Su joined our Group in August 2007. He joined the Uni-President Group in August 2000, and is currently the vice-president of Uni-President and a director of 22 members of the Uni-President Group (excluding our Group). Mr. Su is currently a director of President Chain Store Corp., which is listed on the Taiwan Stock Exchange. He has over 24 years of experience in banking and financial management. Before joining the Uni-President Group, he was the vice-president of the Taipei branch of Citibank. Mr. Su was the financial specialist of Seibu Department Store in Tokyo in 1988 and the senior specialist of Nortel Networks Asia/Pacific in Tokyo in 1990. Mr. Su holds a master of business administration degree from the University of Iowa.



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## LETTER FROM THE BOARD

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Save as disclosed above, Mr. Su does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Su did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO. There is an appointment letter entered into between the Company and Mr. Su for his appointment as non-executive Director of the Company for a term of three years commencing on 8 August 2007. The emolument of Mr. Su specified in the appointment letter is US\$6,000 per annum. Such emoluments are determined by reference to Mr. Su's duties, responsibilities and experience, and to prevailing market conditions.

Save as disclosed above, there are no matters concerning Mr. Su that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

#### **(4) Mr. HWANG Jenn-Tai (黃鎮台)**

Mr. HWANG Jenn-Tai (黃鎮台), aged 61, was appointed as our independent non-executive Director in August 2007. He holds a Ph.D. in chemical physics from Columbia University and a bachelor's degree in chemistry from National Taiwan University. He is currently the President of Soochow University. Prior to this, Mr. Hwang was the Minister of National Science Council, Executive Yuan (行政院國家科學委員會), the President of Feng Chia University, the Vice Minister of Ministry of Education (教育部) and the President of Chinese Chemical Society (中國化學會).

Save as disclosed above, Mr. Hwang does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Hwang did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO. There is an appointment letter entered into between the Company and Mr. Hwang for his appointment as independent non-executive Director of the Company for a term of three years commencing on 9 August 2007. The emolument of Mr. Hwang specified in the appointment letter is US\$30,000 per annum. Such emoluments are determined by reference to Mr. Hwang's duties, responsibilities and experience, and to prevailing market conditions.

Save as disclosed above, there are no matters concerning Mr. Hwang that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

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## LETTER FROM THE BOARD

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### AGM

A notice convening the AGM to be held at 2:00 p.m. on Friday, 4 June 2010 at Salon Room VI, 5/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong is set out on pages 12 to 15 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the grant of the Repurchase Mandate and the Share Issue Mandate and the re-election of the retiring Directors.

Pursuant to Rule 13.39 of the Listing Rules and Article 90 of the Articles of Association, every resolution put to the vote at the AGM will be taken by way of poll.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

The register of members of the Company will be closed from 2 June 2010 to 4 June 2010 (both days inclusive) in order to determine the entitlement of shareholders to attend the AGM, during which period no transfer of shares will be effected. In order to be entitled to attend the AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 1 June 2010.

### RECOMMENDATION

The Directors consider that the proposed grant of the Repurchase Mandate and the Share Issue Mandate and the proposed re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions set out in the AGM Notice.

### FURTHER INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

Yours faithfully  
By order of the Board  
**Uni-President China Holdings Limited**  
**Lo Chih-Hsien**  
*Chairman*

**1. LISTING RULES**

The Listing Rules permit listed companies to repurchase their own shares on the Stock Exchange or any other stock exchange on which their shares may be listed and which is recognised by the SFC and the Stock Exchange for such purpose, subject to certain restrictions. This Appendix I serves as an explanatory statement, as required by the Share Buyback Rules to be sent to Shareholders in connection with the proposed grant of the Repurchase Mandate, to provide the requisite information to Shareholders for their consideration of the Repurchase Mandate.

**2. SHARE CAPITAL**

It is proposed that up to 10% of the issued and outstanding Shares on the date of the passing of the resolution to approve the Repurchase Mandate may be repurchased by the Company. As at the Latest Practicable Date for determining such figures, 3,599,445,000 Shares were issued and outstanding. On the basis of such figures and assuming that no further Share are issued or repurchased during the period from the Latest Practicable Date to the AGM, the Directors would be authorized to repurchase up to 359,944,500 Shares during the period up to the date of the next annual general meeting in 2011, or the expiration of the period within which the next annual general meeting of the Company is required by law to be held, or the revocation or variation of the Repurchase Mandate by an ordinary resolution of the shareholders at a general meeting of the Company, whichever of these three events occurs first.

**3. REASONS FOR REPURCHASES**

The Directors do not presently intend to repurchase any Shares but consider that it is in the best interest of the Company and its Shareholders as a whole for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share. Repurchase of Shares will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

**4. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. It is proposed that repurchases of Shares under the Repurchase Mandate in these circumstances would be financed by available cash flow or working capital facilities of the Group. The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts for the year ended 31 December 2009) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

## **5. DISCLOSURE OF INTERESTS**

None of the Directors, and to the best of their knowledge, having made all reasonable enquiries, none of their associates (as defined in the Listing Rules), have any present intention, if the Repurchase Mandate is exercised, to sell any Shares to the Company or its subsidiaries.

No connected persons of the Company (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, nor have any of them undertaken not to do so, if the Repurchase Mandate is exercised.

## **6. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

## **7. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares have been made by the Company during the last six months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

## **8. TAKEOVERS CODE IMPLICATION**

If as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increases will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of its or their shareholding, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register maintained by the Company under Section 336 of the SFO, Uni-President (the ultimate controlling shareholder of the Company) and Cayman President were both interested in 2,645,090,000 Shares, representing approximately 73.49% of the issued share capital of the Company. Based on such interest and in the event that the Directors exercised in full the power to repurchase Shares under

the Repurchase Mandate, the interest of Uni-President, Cayman President and parties acting in concert with it would be increased to approximately 81.65% of the reduced issued share capital of the Company immediately after the exercise in full of the Repurchase Mandate. The public float for the Shares will then be reduced to a level below the minimum public float of 25% as required under Rule 8.08 of the Listing Rules.

Although exercise in full of the Repurchase Mandate will not result in Uni-President or Cayman President becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code, the Company will not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%. In exercising the Repurchase Mandate (whether in full otherwise), the Directors will ensure the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of public float.

Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of an exercise of the Repurchase Mandate.

## **9. SHARE PRICES**

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date prior to the printing of this circular were:

	<b>Share Price</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2009</b>		
April	3.97	2.31
May	4.60	3.48
June	4.70	3.65
July	4.85	4.21
August	4.88	4.00
September	4.88	4.20
October	4.90	4.27
November	5.40	4.72
December	5.75	5.08
<b>2010</b>		
January	5.95	4.72
February	4.94	4.50
March	5.03	4.55
April (up to and including the Latest Practicable Date)	5.28	4.48

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## NOTICE OF AGM

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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 Friday, 4 June 2010 at Salon Room VI, 5/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong for the following purposes:

As ordinary business, to consider and, if thought fit, to pass the following ordinary resolutions:

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 2009.
2. To declare a final dividend and a special dividend for the year ended 31 December 2009.
3. (A) To re-elect each of the following directors by separate resolutions:
  1. Mr. Lin Wu-Chung as an executive director of the Company;
  2. Mr. Lin Lung-Yi as a non-executive director of the Company;
  3. Mr. Su Tsung-Ming as a non-executive director of the Company; and
  4. Mr. Hwang Jenn-Tai 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 ending 31 December 2010.

\* For identification purpose only

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## NOTICE OF AGM

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5. To consider and, if thought fit, to pass the following as ordinary resolutions:

(A) **“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 at a general meeting.”

(B) **“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 (as defined below); (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

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- (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).

For the purpose of this resolution, “Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).

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.”
- (C) “**THAT** the Directors be and are hereby authorised to exercise the powers of the Company referred to in the resolution set out in item 5(B) in the notice of this Meeting in respect of the share capital of the Company referred to in paragraph (b) of such resolution (5(B)).”

By order of the Board  
**Uni-President China Holdings Ltd.**  
**Lo Chih-Hsien**  
*Chairman*

Hong Kong, 26 April 2010

*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 17M 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.



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3. The register of members of the Company will be closed from 2 June 2010 to 4 June 2010 (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 branch 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 1 June 2010.