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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 AMENDMENTS TO ARTICLES OF ASSOCIATION

The Board announces that a special resolution will be proposed at the forthcoming annual general meeting of the Company to amend the Articles of Association in order to keep it in line with the recent amendments to the Listing Rules.

A circular containing, among other things, the proposed amendments to the Articles of Association and a notice of general meeting will be dispatched to the shareholders of the Company as soon as practicable.

The board of directors (the “**Board**”) announces, pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), that a special resolution will be proposed at the forthcoming annual general meeting to amend the articles of association (the “**Articles of Association**”) of Uni-President China Holdings Ltd. (the “**Company**”) in order to keep it in line with the recent amendments to the Listing Rules. The major amendments are as follows:

- (a) to empower the Company to use the Company’s website and other electronic means to send or make available notices or documents to the shareholders to the extent permitted by the Listing Rules and all applicable laws and regulations;
- (b) to provide that all resolutions at general meetings of the Company shall be decided by poll;
- (c) to provide that notice of annual general meetings (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, and any extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 days’ notice and any other extraordinary general meeting shall be called by not less than 10 business days’ notice or at least 14 days notice;

- (d) to clarify that a member who is a recognized clearing house may appoint one or more proxies or representatives to attend and vote at any general meeting and the person so authorized will be deemed to have been duly authorized without the need of producing any documents of title, notarized authorization and/or further evidence; and
- (e) to exclude the application of section 8 of the Electronics Transactions Law of the Cayman Islands so that the Company can take advantage of the delivery by electronic means as allowed under the Listing Rules to the fullest extent.

The forthcoming annual general meeting of the Company will be held on Monday, 1 June 2009. A circular containing, among others things, details of the proposed amendments to the Articles of Association and a notice of the annual general meeting will be dispatched to the shareholders of the Company as soon as practicable.

By Order of the Board
Uni-President China Holdings Ltd.
Chan Pei Cheong, Andy
Company Secretary

Hong Kong, 21 April 2009

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.

* *For identification purpose only*