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## UNI-PRESIDENT CHINA HOLDINGS LTD.

## 統一企業中國控股有限公司

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code : 220)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**Meeting**”) of Uni-President China Holdings Ltd. (“**Company**”) will be held on Tuesday, 14 May 2013 at 3:00 p.m. (and immediately after the annual general meeting of the Company convened to be held on the same day shall have been concluded or adjourned) at Falcon Room, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong for the purposes of considering and, if thought fit, passing (with or without modifications), each of the following resolutions (each a “**Resolution**”) as an ordinary resolution of the Company:

#### ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the entering into of the BJ Agreement (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification) and the transaction contemplated thereunder are hereby approved, ratified and confirmed (terms as defined in the circular to the shareholders of the Company dated 26 April 2013 having the same meanings when used in this resolution); and
- (b) the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorised to take all steps necessary on behalf of the Company whatever he or they may, in his/their absolute discretion, consider necessary, desirable or expedient for the purpose of, or in connection with, the implementing and/or to giving effect to the BJ Agreement and the transaction contemplated thereunder.”

2. **“THAT:**

- (a) the entering into of the KS Agreement (a copy of which has been produced to the meeting marked “B” and signed by the chairman of the Meeting for the purpose of identification) and the transaction contemplated thereunder are hereby approved, ratified and confirmed (terms as defined in the circular to the shareholders of the Company dated 26 April 2013 having the same meanings when used in this resolution); and
- (b) the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorised to take all steps necessary on behalf of the Company whatever he or they may, in his/their absolute discretion, consider necessary, desirable or expedient for the purpose of, or in connection with, the implementing and/or to giving effect to the KS Agreement and the transaction contemplated thereunder.”

3. **“THAT:**

- (a) the entering into of the 2013 Framework Purchase Agreement (a copy of which has been produced to the meeting marked “C” and signed by the chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder are hereby approved, ratified and confirmed and the Annual Caps set out in the circular to shareholders of the Company dated 26 April 2013 be and are hereby approved (terms as defined in the circular to the shareholders of the Company dated 26 April 2013 having the same meanings when used in this resolution); and
- (b) the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorised to take all steps necessary on behalf of the Company whatever he or they may, in his/their absolute discretion, consider necessary, desirable or expedient for the purpose of, or in connection with, the implementing and/or to giving effect to the 2013 Framework Purchase Agreement and the transactions contemplated thereunder.”

On behalf of the Board  
**Uni-President China Holdings Ltd.**  
**LO Chih-Hsien**  
*Chairman*

Hong Kong, 26 April 2013

*Registered office:*  
P.O. Box 309 GT  
Ugland House  
Grand Cayman  
KY1-1104, Cayman Islands

*Principal place of business in Hong Kong:*  
Unit 703A, 7/F, Golden Centre  
188 Des Voeux Road Central  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the Meeting is 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. A proxy need not be a member of the Company. A member (whether or not a recognised clearing house) may appoint any number of proxies to attend in his stead at the Meeting.
2. In the case of joint registered holders of shares of the Company (“**Shares**”), any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint registered holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such Shares, or his proxy, shall alone be entitled to vote in respect thereof.
3. In order to be valid, the instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer, attorney or other person duly authorised to sign the same, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting (or any adjournment thereof).
4. A form of proxy for use at the Meeting is enclosed with the circular of the Company dated 26 April 2013. Completion and return of the form of proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the form of proxy shall be deemed to be revoked.
5. Each of the above resolutions will be voted by way of poll as required by the Listing Rules.

*As at the date of this notice, the board of directors of the Company comprised Mr Lo Chih-Hsien and Mr Hou Jung-Lung as executive directors; Mr Kao Chin-Yen, Mr Lin Chang-Sheng, Mr Lin Lung-Yi and Mr Su Tsung-Ming as non-executive directors; and Mr Chen Sun-Te, Mr Fan Ren-Da, Anthony, Mr Yang Ing-Wuu and Mr Lo Peter as independent non-executive directors.*