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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 advisers.

**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(s) or the transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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

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A notice convening the Annual General Meeting to be held at 3:00 p.m. on Tuesday, 14 May 2013 at Falcon Room, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong is set out on pages 13 to 17 of this circular.

A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with this circular for despatch to the Shareholders. Whether or not you intend to attend and/or vote at the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time 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 adjournment thereof should you so wish.

2 April 2013

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company convened and to be held at 3:00 p.m. on Tuesday, 14 May 2013 at Falcon Room, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong or any adjournment thereof (as the case may be), the notice of which is set out on pages 13 to 17 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Branch Share Registrar”	Computershare Hong Kong Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong
“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), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“controlling shareholder”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the General Mandate
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares of up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereto at the Annual General Meeting

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## DEFINITIONS

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“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	26 March 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Association”	the memorandum of association of the Company as amended from time to time
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The 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 Corporation on 28 December 1987 under the stock code 1216, which is the ultimate controlling shareholder of the Company and Cayman President
“Uni-President Group”	Uni-President and its subsidiaries (excluding the Group)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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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

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

**(Stock Code : 220)**

*Executive Directors:*

LO Chih-Hsien (*Chairman*)  
HOU Jung-Lung (*President*)

*Non-executive Directors:*

KAO Chin-Yen  
LIN Chang-Sheng  
LIN Lung-Yi  
SU Tsung-Ming

*Independent non-executive Directors:*

CHEN Sun-Te  
FAN Ren-Da, Anthony  
YANG Ing-Wuu  
LO Peter

*Registered office:*

P.O. Box 309  
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

2 April 2013

*To the Shareholders*

Dear Sir or Madam

### **PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES PROPOSED RE-ELECTION OF DIRECTORS**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information relating to the proposals for (i) granting of the General Mandate, the Repurchase Mandate and the Extension Mandate; and (ii) re-election of retiring Directors at the Annual General Meeting and to give you notice of the Annual General Meeting.

At the Annual General Meeting, resolutions relating to the granting of the General Mandate, the Repurchase Mandate and the Extension Mandate, re-election of retiring Directors and certain other resolutions as ordinary business of the Annual General Meeting will be proposed.

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## LETTER FROM THE BOARD

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### **PROPOSED GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE**

#### **General Mandate**

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a General Mandate to allot, issue, and deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution.

#### **Repurchase Mandate**

At the Annual General Meeting, an ordinary resolution will be proposed in respect of the granting to the Directors of the Repurchase Mandate in the terms set out in the notice of the Annual General Meeting. The maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution subject to the Listing Rules.

The explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed resolution to grant to the Directors the Repurchase Mandate is set out in Appendix I to this circular. This contains all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate.

#### **Extension Mandate**

In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the Annual General Meeting providing that any Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of the issued Shares as at the date of the grant of the Repurchase Mandate) will be added to the total number of Shares which may be allotted, issued and dealt with under the General Mandate.

Based on 3,599,445,000 Shares in issue as at the Latest Practicable Date and on the basis that no new Share will be issued and no Share will be repurchased by the Company for the period from the Latest Practicable Date up to and including the date of the Annual General Meeting:

- (1) subject to the passing of the proposed resolution granting the General Mandate to the Directors, the Company will be allowed under the General Mandate to issue up to a maximum of 719,889,000 Shares, representing 20% of the Shares in issue as at the Latest Practicable Date; and
- (2) subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 359,944,500 Shares, representing 10% of the Shares in issue as at the Latest Practicable Date.

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## **LETTER FROM THE BOARD**

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The Repurchase Mandate and the General Mandate will lapse on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by laws and/or the Articles of Association; or (iii) the date on which such authority is revoked or varied by ordinary resolution of the Company in general meeting. The Directors wish to state that they have no immediate plans to repurchase any Shares or to allot and issue any new Shares, other than Shares which may fall to be allotted and issued upon the exercise of any options that may be granted under the share option scheme of the Company.

### **PROPOSED RE-ELECTION OF DIRECTORS**

According to Article 130 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

By virtue of Article 130 of the Articles of Association, Mr. Lin Lung-Yi, Mr. Su Tsung-Ming, Mr. Yang Ing-Wuu and Mr. Lo Peter will retire and, being eligible, offer themselves for re-election at the Annual General Meeting.

The biographical information on each of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Friday, 10 May 2013 to Tuesday, 14 May 2013 (both days inclusive) in order to determine the entitlement of the Shareholders to attend the Annual General Meeting, during which period no transfer of the Shares will be effected. All transfers, accompanied by the relevant share certificates, must be lodged with the Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, 9 May 2013.

The register of members of the Company will be closed from Wednesday, 22 May 2013 to Thursday, 23 May 2013 (both days inclusive) in order to determine the entitlement of the Shareholders to receive the final dividend, during which period no transfer of the Shares will be effected. All transfers, accompanied by the relevant share certificates, must be lodged with the Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at the above address not later than 4:30 p.m. on Tuesday, 21 May 2013.

Subject to the approval of the Shareholders at the Annual General Meeting, the final dividend will be paid on or around Friday, 7 June 2013.

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## LETTER FROM THE BOARD

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### ACTIONS TO BE TAKEN

Set out on pages 13 to 17 of this circular is a notice convening the Annual General Meeting at which ordinary resolutions will be proposed to approve, among other matters, the following:

- (a) the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate; and
- (b) the re-election of Directors.

Whether or not you intend to attend the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not later 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 adjournment thereof should you so wish.

### VOTING BY POLL

Pursuant to the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. After the conclusion of the Annual General Meeting, the results of the poll will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the Company ([www.upch.com.cn](http://www.upch.com.cn)).

### RECOMMENDATIONS

The Directors consider that the proposals regarding (i) the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate and (ii) the re-election of retiring Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions at the Annual General Meeting.

### GENERAL INFORMATION

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

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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



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## **APPENDIX I      EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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*This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules to provide Shareholders with all information reasonably necessary which enables them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.*

### **1.      LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by passing an ordinary resolution at a general meeting, either by way of a general repurchase mandate or by specific approval of a particular transaction.

### **2.      SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 3,599,445,000 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no new Shares are issued and no Shares are repurchased for the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 359,944,500 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

### **3.      REASONS FOR THE REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders which enables the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed. Such repurchases may, depending on the then market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

### **4.      FUNDING OF REPURCHASES**

In making repurchases, the Company may only apply funds legally available for such purposes in accordance with the Articles of Association and the laws of the Cayman Islands. The laws of the Cayman Islands provide that the amount of capital repaid in connection with a Share repurchase may only be paid out of either the capital paid up on the relevant Shares, or the funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of Shares made for the purpose of the repurchase. The premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the Company's share premium before the Shares are repurchased. In accordance with the laws of the Cayman Islands, the Shares so repurchased would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

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**APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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**5. MATERIAL ADVERSE IMPACT IN THE EVENT OF REPURCHASE IN FULL**

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period, it might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 31 December 2012, being the date on which its latest published audited consolidated financial statements were made up. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**6. SHARE PRICES**

The highest and lowest prices at which the Shares traded on the Stock Exchange in the previous twelve months and up to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2012</b>		
March	5.62	4.83
April	7.15	5.27
May	7.40	6.26
June	7.28	6.35
July	8.30	7.00
August	8.34	7.03
September	9.04	7.72
October	9.88	8.71
November	10.30	9.46
December	10.40	8.03
<b>2013</b>		
January	9.60	8.18
February	9.56	8.44
March (up to the Latest Practicable Date)	10.22	8.52

**7. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the laws of the Cayman Islands and in accordance with the regulations set out in the Memorandum of Association and the Articles of Association.

**8. CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the Annual General Meeting.

No connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the grant of the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

**9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become 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 of interests kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, Uni-President (the ultimate controlling shareholder of the Company) and Cayman President had interests or deemed interests in 2,537,090,000 Shares, representing approximately 70.49% of the issued share capital of the Company.

On the basis of 3,599,445,000 Shares in issue at the Latest Practicable Date and assuming there is no further issue or repurchase of Shares during the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, if the Repurchase Mandate is exercised in full, the shareholding in the Company of Uni-President (the ultimate controlling shareholder of the Company) and Cayman President would be increased to 78.32% of the issued share capital of the Company. The Directors are not aware of such an increase would give rise to an obligation to, or any other Shareholder or group of Shareholders acting in concert may become obliged to, make a mandatory offer under the Takeovers Codes if the Repurchase Mandate was to be exercised in full.

Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of repurchase, the exercise of the Repurchase Mandate, whether in whole or in substantial part, will result in less than 25% of the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules. The Directors have no present intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than the prescribed percentage of 25%.

**10. 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).

Set out below are the biographical details of the retiring Directors, who being eligible, would offer themselves for re-election at the Annual General Meeting.

**Mr. LIN Lung-Yi (林隆義)**, aged 69, is the non-executive Director. Mr. Lin joined the Group in December 1991. He is currently a director of Uni-President Enterprises (China) Investments Ltd. (統一企業(中國)投資有限公司), a subsidiary of the Company. He joined the Uni-President Group in March 1971 and has over 41 years of experience in financial and accounting management. Mr. Lin is currently the vice CEO of Uni-President Group and a director of 29 members of the Uni-President Group. He is also a director of President Chain Store Corporation (統一超商股份有限公司) and Ton Yi Industrial Corp. (統一實業股份有限公司), both of which are listed on the Taiwan Stock Exchange Corporation. Mr. Lin graduated from National Cheng Kung University with a bachelor's degree in accounting and statistics.

The Company has renewed the appointment letter with Mr. Lin for a term of three years commencing on 8 August 2010. Mr. Lin will be entitled to an annual remuneration (including salary) of US\$13,200 and will also be entitled to an end of year payment and a discretionary bonus in accordance with the human resources policies of the Company. The remuneration of Mr. Lin is determined with reference to his duties, responsibilities and experience, and to prevailing market conditions.

As at the Latest Practicable Date, Mr. Lin did not have, directly or indirectly, any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Lin (i) did not hold any directorship in other listed public companies in the last three years before the Latest Practicable Date; (ii) did not hold any other positions with the Company or its subsidiaries; (iii) was not connected and had no relationship with any Director, senior management or substantial or controlling shareholder of the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules in connection with Mr. Lin's re-election.

**Mr. SU Tsung-Ming (蘇崇銘)**, aged 55, is the non-executive Director. Mr. Su joined the 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. Mr. Su is currently a director of President Chain Store Corporation (統一超商股份有限公司), which is also listed on the Taiwan Stock Exchange Corporation. He has over 27 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, Japan 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.

The Company has renewed the appointment letter with Mr. Su for a term of three years commencing on 8 August 2010. Mr. Su will be entitled to an annual remuneration (including salary) of US\$6,000 and will also be entitled to an end of year payment and a discretionary bonus in accordance with the human resources policies of the Company. The remuneration of Mr. Su is determined with reference to his duties, responsibilities and experience, and to prevailing market conditions.

As at the Latest Practicable Date, Mr. Su did not have, directly or indirectly, any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Su (i) did not hold any directorship in other listed public companies in the last three years before the Latest Practicable Date; (ii) did not hold any other positions with the Company or its subsidiaries; (iii) was not connected and had no relationship with any Director, senior management or substantial or controlling shareholder of the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules in connection with Mr. Su's re-election.

**Mr. YANG Ing-Wuu (楊英武)**, aged 68, was appointed as the independent non-executive Director in November 2007. He holds a bachelor's and a master's degree in Law from National Chengchi University. Mr. Yang is currently the secretary general of Taiwan Vegetable Oil Manufacturers Association (台灣區植物油製煉工業同業公會) and the executive counsel of Guangda Cereals Joint Stock Limited Company (光大穀物股份有限公司). Prior to this, Mr. Yang was the executive director of Taiwan Soya Bean Importers Joint Committee (台灣區進口黃豆聯合工作委員會), the chairman of the board of Huanguo International Trade Company (環國國際貿易公司), the secretary general of General Chamber of Commerce of Taiwan, the secretary general of China Food Industry Competitiveness Enhancement Association (中華食品產業競爭力策進會) and a part-time lecturer at Chihlee Institute of Technology and Shih Hsin University. Mr. Yang has over 38 years of experience in the food industry.

The Company has renewed the appointment letter with Mr. Yang for a term of three years commencing on 14 November 2010. Mr. Yang will be entitled to an annual remuneration (including salary) of US\$30,000 and will also be entitled to an end of year payment and a discretionary bonus in accordance with the Company policy from time to time. The remuneration of Mr. Yang is determined with reference to his duties, responsibilities and experience, and to prevailing market conditions.

As at the Latest Practicable Date, Mr. Yang did not have, directly or indirectly, any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Yang (i) did not hold any directorship in other listed public companies in the last three years before the Latest Practicable Date; (ii) did not hold any other positions with the Company or its subsidiaries; (iii) was not connected and had no relationship with any Director, senior management or substantial or controlling shareholder of the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules in connection with Mr. Yang's re-election.

**Mr. LO Peter** (路嘉星), aged 57, was appointed as the independent non-executive Director in November 2007. He is currently a director of China Enterprise Capital Limited and the chairman and a non-executive director of Sino Distillery Group Limited (formerly known as Bio-Dynamic Group Limited) and the chairman and an executive director of China Outfitters Holdings Limited, both of which are companies listed on the Stock Exchange. Mr. Lo is also an independent non-executive director of Ajisen (China) Holdings Limited, a company listed on the Stock Exchange. Mr. Lo was the chief executive officer and an executive director of Harbin Brewery Group Limited (a company engaging in the production and distribution of beer) from 1998 to 2004. Mr. Lo holds a bachelor's degree in mathematical economics and econometrics from the London School of Economics and Political Science.

The Company has renewed the appointment letter with Mr. Lo for a term of three years commencing on 14 November 2010. Mr. Lo will be entitled to an annual remuneration (including salary) of US\$36,000 and will also be entitled to an end of year payment and a discretionary bonus in accordance with the Company policy from time to time. The remuneration of Mr. Lo is determined with reference to his duties, responsibilities and experience, and to prevailing market conditions.

As at the Latest Practicable Date, Mr. Lo did not have, directly or indirectly, any interests in Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Lo (i) did not hold any directorship in other listed public companies in the last three years before the Latest Practicable Date; (ii) did not hold any other positions with the Company or its subsidiaries; (iii) was not connected and had no relationship with any Director, senior management or substantial or controlling shareholder of the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules in connection with Mr. Lo's re-election.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 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 3:00 p.m. on Tuesday, 14 May 2013 at Falcon Room, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong, to consider and, if thought fit, to pass the following resolutions, each an ordinary resolution:

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and the auditors (the “**Auditors**”) of the Company for the year ended 31 December 2012.
2. To approve and declare a final dividend for the year ended 31 December 2012.
3. To consider the re-election of the following retiring Directors:
  - (a) Mr. Lin Lung-Yi as a non-executive Director.
  - (b) Mr. Su Tsung-Ming as a non-executive Director.
  - (c) Mr. Yang Ing-Wuu as an independent non-executive Director.
  - (d) Mr. Lo Peter as an independent non-executive Director.
4. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
5. To consider the re-appointment of PricewaterhouseCoopers as the Auditors and authorise the Board to fix their remuneration.
6. To consider and, if thought fit, pass with or without amendments, the following resolutions as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all other applicable laws, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares (the “**Shares**”) of HK\$0.01 each in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and the same is hereby generally and unconditionally approved;



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- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined in paragraph (d) below);
  - (ii) the exercise of options granted under the share option scheme or similar arrangement adopted by the Company from time to time;
  - (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (the “**Articles of Association**”) of the Company and other relevant regulations in force from time to time; or
  - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
    - (aa) 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
    - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company which may be repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution); and
- (d) for the purpose of this resolution, the “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
  - (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 or any applicable law of the Cayman Islands to be held; or



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- (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (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, or the expenses or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

- 7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase the Shares of HK\$0.01 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
  - (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 of the Company or any other applicable law of the Cayman Islands to be held; or

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- (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon resolutions numbered 6 and 7 above being passed, the unconditional general mandate granted to the directors of the Company (the “**Directors**”) to allot, issue and deal with the unissued shares of the Company pursuant to resolution numbered 6 above be and it is hereby extended by the addition to the aggregate nominal amount of the shares of HK\$0.01 each in the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Director pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 7 above.

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

Hong Kong, 2 April 2013

*Registered office:*  
P.O. Box 309  
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

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*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 holders of Shares, any one of such joint holders may vote, 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 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 in respect of such Shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must 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 or attorney duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office (the "Branch Share Registrar") 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. In order to determine the right to attend the Meeting, the register of members of the Company will be closed from Friday, 10 May 2013 to Tuesday, 14 May 2013 (both days inclusive), during which period no transfer of the Shares will be effected. In order to be qualified for the attendance of the Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Branch Share Registrar at the above address by no later than 4:30 p.m. on Thursday, 9 May 2013.
5. In order to determine the entitlement of the Shareholders to receive the final dividend, the register of members will be closed from Wednesday, 22 May 2013 to Thursday, 23 May 2013 (both days inclusive) during which period no transfer of shares in the Company will be effected. In order to be qualified for the entitlement to receive the final dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Branch Share Registrar not later than 4:30 p.m. on Tuesday, 21 May 2013.
6. Delivery 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.
7. In relation to resolutions numbered 6 and 8 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares in accordance with all applicable laws and the Listing Rules. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be allotted and issued upon exercise of the subscription rights attached to options granted under the share option scheme of the Company or any scrip dividend scheme which may be approved by the Shareholders.
8. In relation to resolution numbered 7 above, approval is being sought from Shareholders for the grant to the Directors of a general mandate to repurchase Shares in accordance with all applicable laws and the Listing Rules. The Directors wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances which they deem appropriate for the benefit of the Shareholders.
9. 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 executive directors of the Company are Mr. Lo Chih-Hsien and Mr. Hou Jung-Lung; 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. Yang Ing-Wuu and Mr. Lo Peter.