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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)**

**ANNOUNCEMENT  
PRICE SENSITIVE INFORMATION**

**PROPOSED INTRA-GROUP TRANSACTION**

This announcement is made pursuant to Rule 13.09 of the Listing Rules.

The Board announces that for the purpose of the proposed reorganization of the Group, the Board has on 16 April 2009 approved the entering into the Agreement for Sale and Purchase between Uni-President Asia and HK New Co. in connection with the Proposed Intra-Group Transaction.

The Board has obtained the confirmation from the Stock Exchange that the Proposed Intra-Group Transaction is not subject to the requirements under Chapter 14 and/or Chapter 14A of the Listing Rules. The signing of the Agreement for Sale and Purchase by Uni-President Asia and HK New Co. will then take place as soon as practicably.

**The Board wishes to emphasize that the signing of the Agreement for Sale and Purchase and/or the completion of the Proposed Intra Group Transaction is conditional upon obtainment of any relevant consents and approvals of the relevant authorities in the PRC and/or compliance of any filing or registration requirements under any relevant rules, regulations and laws of the PRC and/or any other compliance of relevant rules, regulations and laws of the PRC (if any) in respect of the Proposed Intra Group Transaction. Such consents and approvals may or may not be obtained. Accordingly, the Proposed Intra Group Transaction may or may not proceed.**

**As the Proposed Intra Group Transaction may or may not proceed, shareholders and potential investors of the Company should exercise caution when dealing in shares of the Company.**

## PROPOSED INTRA-GROUP TRANSACTION

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

For the purpose of the proposed reorganization of Uni-President China Holdings Ltd. (the “**Company**”) and its subsidiaries (collectively the “**Group**”), the board of directors of the Company (the “**Board**”) has on 16 April 2009 approved the entering into of an agreement for sale and purchase (the “**Agreement for Sale and Purchase**”) between Uni-President Asia Holdings Limited (“**Uni-President Asia**”) and a new limited liability company to be incorporated under the laws of Hong Kong (“**HK New Co.**”) in connection with a proposed intra-group transaction (the “**Proposed Intra-Group Transaction**”) as described below.

Uni-President Asia is a company incorporated under the laws of the Cayman Islands and is a wholly-owned subsidiary of the Company. HK New Co. is a limited company to be incorporated under the laws of Hong Kong and will be a wholly-owned subsidiary of Uni-President Asia.

President Enterprises (China) Investment Co. Ltd. (“**President China Investment**”) is a wholly foreign-owned enterprise established under the laws of the People’s Republic of China (“**PRC**”) and is a wholly-owned subsidiary of Uni-President Asia prior to the completion to the Proposed Intra-Group Transaction.

Under the Agreement for Sale and Purchase, HK New Co. shall purchase from Uni-President Asia and Uni-President Asia shall sell to HK New Co. the entire equity interest of President China Investment and HK New Co. shall allot and issue certain number of its ordinary share to Uni-President Asia, credited as fully paid, as consideration. Upon completion of the Proposed Intra-Group Transaction, HK New Co. will own the entire registered capital of President China Investment.

The Company has made an enquiry with the Stock Exchange in connection with the applicability of Chapter 14 and/or Chapter 14A of the Listing Rules to the Proposed Intra-Group Transaction and has obtained the confirmation from the Stock Exchange that the Proposed Intra Group Transaction is not subject to the requirements under Chapter 14 and/or Chapter 14A of the Listing Rules. The signing of the Agreement for Sale and Purchase by Uni-President Asia and HK New Co. will then take place as soon as practicably.

**The Board wishes to emphasize that the signing of the Agreement for Sale and Purchase and/or the completion of the Proposed Intra Group Transaction is conditional upon obtainment of any relevant consents and approvals of the relevant authorities in the PRC and/or compliance of any filing or registration requirements under any relevant rules, regulations and laws of the PRC and/or any other compliance of relevant rules, regulations and laws of the PRC (if any) in respect of the Proposed Intra Group Transaction. Such consents and approvals may or may not be obtained. Accordingly, the Proposed Intra Group Transaction may or may not proceed.**

## **REASON AND BENEFITS OF THE PROPOSED REORGANIZATION OF THE GROUP**

The Board believes that the proposed reorganization of the Group will enhance the operational efficiency within the Group.

**As the Proposed Intra Group Transaction may or may not proceed, shareholders and potential investors of the Company should exercise caution when dealing in shares of the Company.**

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

Hong Kong, 16 April 2009

*As at the date of this announcement, the executive directors of the Company are Mr. Lo Chih-Hsien and Mr. Lin Wu-Chung; the non-executive directors of the Company are Mr. Kao Chin-Yen, Mr. Lin Chang-Sheng, Mr. Lin Lung-Yi and Mr. Su Tsung-Ming; and the independent non-executive directors of the Company 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*