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If you have sold or transferred all your shares in Uni-President China Holdings Ltd. (the “Company”), 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,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 2:00 p.m. on 1 June 2009 at Salon 1-3, Level 3, JW Marriot Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong is set out on pages 17 to 24 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 Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th 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 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*

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Introduction	3
Repurchase Mandate and Share Issue Mandate	4
Re-election of directors	5
Proposed amendments to Articles of Association	7
AGM	8
Recommendation	9
Further Information	9
APPENDIX I – Explanatory Statement on the Repurchase Mandate	10
APPENDIX II – Amendments to the Articles of Association	13
NOTICE OF AGM	17

DEFINITIONS

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

“Articles of Association”	the existing articles of association of the Company
“AGM”	the annual general meeting of the Company to be held at 2:00 p.m. on 1 June 2009 at Salon 1-3, Level 3, JW Marriot Hotel Hong Kong, Pacific Place, 88 Queensway, 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 17 to 24 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”	21 April 2009, 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 of Hong Kong Limited
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice
“PRC”	the People’s Republic of China

DEFINITIONS

“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
“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. 6
“Shareholder(s)”	shareholder(s) of the Company
“Special Resolution(s)”	the proposed special resolution(s) as referred to in the AGM Notice
“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.

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LETTER FROM THE BOARD



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 Directors:

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:*

Suite 803, Sino Plaza

255-257 Gloucester Road

Causeway Bay

Hong Kong

28 April 2009

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATES
TO REPURCHASE AND ISSUE SHARES,
PROPOSED RE-ELECTION OF DIRECTORS,
PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION
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 Annual General Meeting:

- (i) the granting of the Repurchase Mandate and the Share Issue Mandate to the Directors;

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LETTER FROM THE BOARD

- (ii) the re-election of the retiring Directors; and
- (iii) the proposed amendments to the Articles of Association.

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 27 May 2008, 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 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 annual general meeting of the Company held on 27 May 2008, 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 Resolutions 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.

LETTER FROM THE BOARD

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 Resolution no. 6 and 7 of the AGM Notice respectively.

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 of the Company (as may be amended from time to time), 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 of the Company, Mr. Kao Chin-Yen, Mr. Lin Chang-Sheng, Mr. Chen Sun-Te and Mr. Fan Ren-Da, Anthony 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 each of Mr. Kao Chin-Yen and Mr. Lin Chang-Sheng and to appoint them as non-executive Directors, and to re-elect each of Mr. Chen Sun-Te and Mr. Fan Ren-Da, Anthony and to appoint them as independent non-executive Directors.

The biographical details of each of the proposed Directors are set out below:

Mr. Kao Chin-Yen (高清愿), aged 79, is our non-executive Director. Mr. Kao joined the Group in August 2007. He joined the Uni-President Group in July 1967 and is currently the chairman of Uni-President and a director of 14 members of Uni-President Group (excluding the Group). With over 36 years of experience in the food and beverage industry, Mr. Kao is currently a director of Uni-President, Prince Housing and Development Corp. (太子建設開發(股)公司), Tainan Spinning Co., Ltd. (台南紡織(股份)公司), President Chain Store Corp. (統一超商(股)公司), Ton Yi Industrial Corp. (統一實業(股)公司) and TTET Union Corp. (大統益(股)公司), all of which are listed on the Taiwan Stock Exchange. He obtained a doctorate in business administration with honours from National Cheng Kung University in 2001. Mr. Kao Chin-Yen is the father-in-law of Mr. Lo Chih-Hsien.

Mr. LIN Chang-Sheng (林蒼生), aged 66, is our non-executive Director. Mr. Lin joined the Uni-President Group in January 1968 and is currently a CEO of Uni-President Group and a director of 62 members of the Uni-President Group (excluding the Group). He has over 36 years of experience in the food and beverage industry. Mr. Lin is currently a

LETTER FROM THE BOARD

director of Tong Ren Corp. Limited (統仁實業股份有限公司) and each of our PRC subsidiaries. He is also the director of President Chain Store Corp. (統一超商(股)公司), Ton Yi Industrial Corp., Prince Housing and Development Corp., TTET Union Corp. and Uni-President, all of which are listed on the Taiwan Stock Exchange. Mr. Lin graduated from National Cheng Kung University with a bachelor's degree in electronic engineering.

Mr. CHEN Sun-Te (陳聖德), aged 54, was appointed as independent non-executive Director in August 2007. He has over 25 years of experience in the banking and financial industry. He is currently the president of North Asia and Greater China of Fullerton Financial Holdings Pte. Ltd. and an independent director of China Shenhua Group Co., Ltd.. Prior to that, Mr. Chen served as the president of Chinatrust Financial Holdings Co., Ltd. in 2005, the chairman of Chinatrust Securities Co., Ltd. between 2003 and 2005, the country officer and country head of the corporate bank in Taiwan of Citigroup between 2001 and 2003, and the regional head of financial market in Asia Pacific of Citigroup between 1998 and 2001. He gained extensive financial management experience from various positions held with Citibank and Citigroup and has acquired general knowledge about the food and beverage industry through dealing with clients from that industry. Mr. Chen holds a master's degree in business administration from University of Missouri and a bachelor's degree in political science from National Chengchi University.

Mr. FAN Ren-Da, Anthony (范仁達), aged 48, was appointed as our independent non-executive Director in August 2007. He holds a master's degree in business administration from the United States of America. He is the chairman and managing director of AsiaLink Capital Limited. Prior to that, he held senior positions with various international financial institutions and was the managing director of a company listed on the Stock Exchange. Mr. Fan is an independent non-executive director of Citic Resources Holdings Limited (Stock Code: 1205), Raymond Industrial Limited (Stock Code: 229), Chinney Alliance Group Limited (Stock Code: 385), Renhe Commercial Holdings Company Limited (Stock Code: 1387) and Hong Kong Resources Holdings Company Limited (Stock Code: 2882), all listed on the Main Board of the Stock Exchange.

Each of the proposed Directors has signed an appointment letter with the Company with a term of three years. Mr. Kao Chin-Yen commenced his term as a non-executive Director on 8 August 2007 and Mr. Lin Chang-Sheng commenced his term as a non-executive Director on 4 July 2007. Each of Mr. Chen Sun-Te and Mr. Fan Ren-Da, Anthony commenced his term as an independent non-executive Director on 9 August 2007. None of the proposed Directors has entered into any service contract with the Company which does not expire within three years or which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation (other than statutory compensation).

Mr. Kao Chin-Yen, Mr. Lin Chang-Sheng, Mr. Chen Sun-Te and Mr. Fan Ren-Da, Anthony will receive an annual remuneration of US\$13,000, US\$11,000, US\$30,000, and US\$30,000 respectively. The remuneration of each of the proposed Directors has been determined with reference to their duties, responsibilities and experience, and to prevailing market conditions.

LETTER FROM THE BOARD

Except as disclosed in the biographical details above, none of the above proposed Directors has held any other directorships in any listed public companies in the last three years.

Save as disclosed above, as of the Latest Practicable Date, none of the above proposed Directors has any interests in the shares of the Company within the meaning of Part XV of the SFO and none of them is connected with any directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed herein, there are no other matters relating to the re-election of the Directors that need to be brought to the attention of the shareholders of the Company nor there is any information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In light of the recent amendments to the Listing Rules effective on 1 January 2009, the Directors propose to amend the Articles of Association so as to bring the constitutions of the Company up-to-date. The proposed amendments deal with matters relating to different areas including, inter alia:–

- (a) empowering 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) providing all resolutions at general meetings of the Company shall be decided by poll;
- (c) 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) in writing and any extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 days' notice in writing and any other extraordinary general meeting shall be called by not less than 10 business days' notice or at least 14 days notice (whichever is longer) in writing;
- (d) to clarify that a member who is a recognized clearing house may appoint one or more representatives or proxies 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.

LETTER FROM THE BOARD

The proposed amendments are set out in Special Resolution no. 8(A) and 8(B) of the AGM Notice. The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of special resolutions to be proposed at the AGM.

Our legal advisers have confirmed that the proposed amendments to the Articles of Association are in compliance with the requirements of the Listing Rules and the laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the proposed amendments for a company listed in Hong Kong.

Details of the proposed amendments to the Articles of Association are set out in Appendix II to this circular.

AGM

A notice convening the AGM to be held at 2:00 p.m. on 1 June 2009 at Salon 1-3, Level 3, JW Marriot Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong is set out on pages 17 to 24 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, the re-election of the retiring Directors, and the amendments to the Articles of Association.

Pursuant to Rule 13.39 of the Listing Rules, any vote of the Shareholders at a general meetings must be taken by way of poll. The Chairman of the meeting will therefore demand a poll for every resolution put to the vote at the AGM pursuant to Article 90 of the Articles of Association.

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, Shops 1712-1716, 17th 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 adjourned meeting. 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 26 May 2009 to 1 June 2009 (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 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 25 May 2009.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider the proposed grant of the Repurchase Mandate and the Share Issue Mandate, the proposed re-election of the retiring Directors and the proposed amendments to the Articles of Association 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 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
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 authorised to repurchase up to 359,944,500 Shares during the period up to the date of the next annual general meeting in 2010, 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 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 (as may be amended from time to time), 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 2008) 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 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 repurchases 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. The Directors are aware of the consequences arising under the Takeovers Code of any repurchase.

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 approximately 18.35%, which is 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 or otherwise), the Directors will ensure the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of public float.

The Directors are not aware of any consequences which may arise under the Takeovers Code if the Repurchase Mandate is exercised in full.

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:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2008		
April	4.69	3.93
May	4.52	4.00
June	4.18	3.51
July	3.69	2.97
August	4.45	2.84
September	3.41	2.01
October	2.28	1.47
November	2.10	1.60
December	2.09	1.68
2009		
January	2.39	2.00
February	2.80	2.33
March	2.60	2.02
April (up to and including the Latest Practicable Date)	3.02	2.31

APPENDIX II AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This Appendix II sets out the proposed amendments to the Articles of Association:

(a) Article 2

By adding the new entries in the following form to Article 2:

““business day” shall mean any day on which the Exchange is open for business of dealing in securities;”

““Corporate Communication” shall mean any document issued or to be issued by the Company for the information or action of holders of any of its securities, including but not limited to: (a) the directors’ report, its annual accounts together with a copy of the auditor’s report, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary interim report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a proxy form, within the meaning ascribed thereto under the Listing Rules;”

““electronic means” includes sending or otherwise making available to the intended recipients of the communication in the electronic format;”

“Section 8 of the Electronic Transactions Law shall not apply;”

By deleting “2000” after Electronic Transactions Law in the second line of the term “electronic” and replacing it with “(2003 Revision)” in Article 2.

(b) Article 6

By deleting the following words “and that any holder of the shares of the class present in person (or in the case of a corporation by its duly authorized representative) or by proxy may demand a poll” in Article 6.

(c) Article 80

By deleting the following words from Article 80:

“An annual general meeting and any extraordinary general meeting called for the passing of a special resolution shall be called by not less than 21 days’ notice in writing and any other extraordinary general meeting shall be called by not less than 14 days’ notice in writing. The notice shall be inclusive of the day on which it is served or deemed to be served and of the day for which it is given,”

and replacing with the following words:

“An annual general meeting (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) in writing at the least and any extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 days’ notice in writing, and any other extraordinary general meeting shall be called by

APPENDIX II AMENDMENTS TO THE ARTICLES OF ASSOCIATION

not less than 10 business days' notice or at least 14 days' notice (whichever is longer) in writing. Subject to the requirements of the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given,".

(d) Article 82

By deleting the words “, on a poll,” in the third line of Article 82.

(e) Article 90

By deleting Article 90 in its entirety and replacing with the following new paragraph:

“At any general meeting a resolution put to the vote at the meeting shall be decided on a poll.”.

(f) Article 91

By deleting Article 91 in its entirety.

(g) Article 92

By deleting the Article 92 in its entirety and replacing with the following new sentence:

“A poll shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman directs.”.

(h) Article 93

By deleting Article 93 in its entirety.

(i) Article 94

By deleting the Article 94 in its entirety and replacing with the following paragraph:

“Any poll on the election of a Chairman of a meeting or question of adjournment shall be decided at the meeting and without adjournment.”.

(j) Article 95

By deleting Article 95 in its entirety and replacing with the following new paragraph:

“In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.”.

APPENDIX II AMENDMENTS TO THE ARTICLES OF ASSOCIATION

(k) Article 96

By deleting “A” at the beginning and replacing with “Subject to the Listing Rules, a” in Article 96.

(l) Article 97

By deleting Article 97 in its entirety and replacing with the following new paragraph:

“Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting, every member who is present in person (or, in the case of a member being a corporation by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. A member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each proxy is under no obligation to cast all his votes in the same way.”.

(m) Article 101

By deleting the following words “, whether on a show of hands or on a poll,” in the third and fourth lines of Article 101 and by deleting the following words “on a poll” in the last line of Article 101.

(n) Article 104

By deleting Article 104 in its entirety and replacing with the following new paragraph:

“Any member of the Company entitled to attend and vote at a meeting of the Company shall be 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. Votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member (whether or not a recognized clearing house) may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting).”.

(o) Article 108

By deleting “to demand or join in demanding a poll and” in the second line of Article 108.

(p) Article 111

By deleting Article 111 in its entirety and replacing with the following new paragraph.

“If a recognised clearing house (or its nominee(s)) is a member of the Company, it may authorise such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any general meeting of the Company or at any general meeting of any

class of members of the Company provided that, if more than one person is so authorised, the authorisation or proxy form shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised pursuant to this provision shall be deemed to have been duly authorised without the need for producing any documents of title, notarised authorisation and/or further evidence for substantiating the facts that it is duly authorised and will be entitled to exercise the same power on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise if it were an individual member holding such number and class of shares specified in such authorisation or proxy form.”.

(q) Article 209

By deleting Article 209 in its entirety and replacing with the following new paragraph:

“Except as otherwise provided in these Articles, any Corporate Communication may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company’s Website provided that the Company has obtained either (a) the member’s prior express positive confirmation in writing or (b) the member’s deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.”.

(r) Article 211

By deleting the words “in writing to the Company” at the beginning of the third line and replacing it with “or is deemed to have given an express confirmation to the Company in the manner specified in the Listing Rules” in Article 211.

NOTICE OF AGM



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 1 June 2009 at Salon 1-3, Level 3, JW Marriot Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the following purposes:

As ordinary business:

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 2008.
2. To declare a final dividend and a special dividend for the year ended 31 December 2008.
- 3(A). To re-elect each of the following directors by separate resolutions:
 - (a) Mr. Kao Chin-Yen as a non-executive director of the Company;
 - (b) Mr. Lin Chang-Sheng as a non-executive director of the Company;
 - (c) Mr. Chen Sun-Te as an independent non-executive director of the Company;
and
 - (d) Mr. Fan Ren-Da, Anthony 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 ended 31 December 2009.

* For identification purpose only

NOTICE OF AGM

And as special business, to consider and, if thought fit, to pass the following as ordinary resolutions or special resolution (as the case may be):

ORDINARY RESOLUTIONS

5. **“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 in general meeting.”
6. **“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 where Shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares; (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

NOTICE OF AGM

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
- (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).

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.”
7. **“THAT** the Directors be and are hereby authorised to exercise the powers of the Company referred to in the resolution set out in item 6 in the notice of this Meeting in respect of the share capital of the Company referred to in paragraph (b) of such resolution.”

SPECIAL RESOLUTION

8(A). **“THAT** the existing articles of association of the Company be and are hereby amended in the following manner:

- (a) Article 2

By adding the new entries in the following form to Article 2:

““business day” shall mean any day on which the Exchange is open for business of dealing in securities;”

““Corporate Communication” shall mean any document issued or to be issued by the Company for the information or action of holders of any of its securities, including but not limited to: (a) the directors’ report, its annual accounts together with a copy of the auditor’s report, where applicable, its summary financial report; (b) the interim report and, where applicable, its

NOTICE OF AGM

summary interim report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a proxy form, within the meaning ascribed thereto under the Listing Rules;”

““electronic means” includes sending or otherwise making available to the intended recipients of the communication in the electronic format;”

“Section 8 of the Electronic Transactions Law shall not apply;”

By deleting “2000” after Electronic Transactions Law in the second line of the term “electronic” and replacing it with “(2003 Revision)” in Article 2.

(b) Article 6

By deleting the following words “and that any holder of the shares of the class present in person (or in the case of a corporation by its duly authorized representative) or by proxy may demand a poll” in Article 6.

(c) Article 80

By deleting the following words from Article 80:

“An annual general meeting and any extraordinary general meeting called for the passing of a special resolution shall be called by not less than 21 days’ notice in writing and any other extraordinary general meeting shall be called by not less than 14 days’ notice in writing. The notice shall be inclusive of the day on which it is served or deemed to be served and of the day for which it is given,”

and replacing with the following words:

“An annual general meeting (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) in writing at the least and any extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 days’ notice in writing, and any other extraordinary general meeting shall be called by not less than 10 business days’ notice or at least 14 days’ notice (whichever is longer) in writing. Subject to the requirements of the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given,”.

(d) Article 82

By deleting the words “, on a poll,” in the third line of Article 82.

NOTICE OF AGM

(e) Article 90

By deleting Article 90 in its entirety and replacing with the following new paragraph:

“At any general meeting a resolution put to the vote at the meeting shall be decided on a poll.”.

(f) Article 91

By deleting Article 91 in its entirety.

(g) Article 92

By deleting the Article 92 in its entirety and replacing with the following new sentence:

“A poll shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman directs.”.

(h) Article 93

By deleting Article 93 in its entirety.

(i) Article 94

By deleting the Article 94 in its entirety and replacing with the following paragraph:

“Any poll on the election of a Chairman of a meeting or question of adjournment shall be decided at the meeting and without adjournment.”.

(j) Article 95

By deleting Article 95 in its entirety and replacing with the following new paragraph:

“In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.”.

(k) Article 96

By deleting “A” at the beginning and replacing with “Subject to the Listing Rules, a” in Article 96.

NOTICE OF AGM

(l) Article 97

By deleting Article 97 in its entirety and replacing with the following new paragraph:

“Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting, every member who is present in person (or, in the case of a member being a corporation by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. A member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each proxy is under no obligation to cast all his votes in the same way.”.

(m) Article 101

By deleting the following words “, whether on a show of hands or on a poll,” in the third and fourth lines of Article 101 and by deleting the following words “on a poll” in the last line of Article 101.

(n) Article 104

By deleting Article 104 in its entirety and replacing with the following new paragraph:

“Any member of the Company entitled to attend and vote at a meeting of the Company shall be 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. Votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member (whether or not a recognized clearing house) may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting).”.

(o) Article 108

By deleting “to demand or join in demanding a poll and” in the second line of Article 108.

(p) Article 111

By deleting Article 111 in its entirety and replacing with the following new paragraph:

“If a recognised clearing house (or its nominee(s)) is a member of the Company, it may authorise such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any general meeting of the Company or

NOTICE OF AGM

at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation or proxy form shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised pursuant to this provision shall be deemed to have been duly authorised without the need for producing any documents of title, notarised authorisation and/or further evidence for substantiating the facts that it is duly authorised and will be entitled to exercise the same power on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise if it were an individual member holding such number and class of shares specified in such authorisation or proxy form.”.

(q) Article 209

By deleting Article 209 in its entirety and replacing with the following new paragraph:

“Except as otherwise provided in these Articles, any Corporate Communication may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company’s Website provided that the Company has obtained either (a) the member’s prior express positive confirmation in writing or (b) the member’s deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.”.

(r) Article 211

By deleting the words “in writing to the Company” at the beginning of the third line and replacing it with “or is deemed to have given an express confirmation to the Company in the manner specified in the Listing Rules” in Article 211.

8(B).“**THAT** the new restated and consolidated memorandum and articles of association of the Company, consolidating all of the proposed amendments referred to in paragraph 8(A) above and all previous amendments made in compliance with applicable laws, a copy of which has been produced to this Meeting and marked “A” and initialed by the chairman of this Meeting for the

NOTICE OF AGM

purpose of identification, be and are hereby adopted with immediately effect in replacement of the existing memorandum and articles of association of the Company.”.

By order of the Board
Chan Pei Cheong, Andy
Company Secretary

28 April 2009

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 Shops 1712-1716, 17th 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.
- 3 The register of members of the Company will be closed from 26 May 2009 to 1 June 2009 (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 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 25 May 2009.
- 4 The memorandum and articles of association of the Company is written in English. The Chinese version of the resolution as set out in items 8(A) above is translation for reference only. Should there be any discrepancies, the English version will prevail.

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.