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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)**

## **COMPLETION ANNOUNCEMENT**

### **SUMMARY**

The Board is pleased to announce that pursuant to the Joint Venture Agreement dated 30 June 2008 entered into amongst Zhengzhou President and Chengdu President, both of which are wholly-owned subsidiaries of the Company and the Other Investors, a non-legal person Sino-foreign co-operative joint venture, namely, China F&B Venture Investments\* (華穗食品創業投資企業) was duly incorporated in the PRC on 13 April 2009. The investors to the Joint Venture shall inject their respective capital contribution to the Joint Venture in accordance with the terms of the Joint Venture Agreement.

Reference is made to the announcement of Uni-President China Holdings Ltd. (the “**Company**”) dated 30 June 2008 (the “**Announcement**”) regarding the establishment of a non-legal person Sino-foreign co-operative joint venture in the People’s Republic of China (the “**PRC**”), namely, China F&B Venture Investments\* (華穗食品創業投資企業) (the “**Joint Venture**”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Announcement.

### **COMPLETION OF THE ESTABLISHMENT OF CHINA F&B VENTURE INVESTMENTS**

The board of directors of the Company (the “**Board**”) is pleased to announce that all relevant approval procedures for establishing the Joint Venture have been completed, which include the obtaining of the certificate of approval from the Ministry of Commerce of the PRC on 1 April 2009 and the business licence from the Administration for Industry and Commerce Bureau of Jiangsu Province on 13 April 2009. Accordingly, the Joint Venture was duly incorporated as a non-legal person Sino-foreign co-operative joint venture in the PRC on 13 April 2009 (i.e. the date of the said business licence) with a total registered capital of RMB 616,500,000.00.

## SHAREHOLDING STRUCTURE AND CAPITAL CONTRIBUTION

Details of the shareholding structure of the Joint Venture upon establishment and the respective capital contribution of the investors thereto are set out below:—

<b>Investors</b>	<b>Percentage of Registered Capital</b>	<b>Total Capital Contribution</b>
Zhengzhou President	19.87	RMB122,500,000
Chengdu President	19.87	RMB122,500,000
China F&B Capital	1.055	RMB6,500,000
Greater China F&B	42.985	RMB265,000,000
Domestic Shareholder	16.22	RMB100,000,000
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Total	<u>100</u>	<u>RMB616,500,000</u>

Pursuant to the Joint Venture Agreement, the investors thereto shall inject 30% of their respective total capital contribution or any other proportion specified by China F&B Capital within 30 days after the date of incorporation of the Joint Venture. Each of Zhengzhou President and Chengdu President duly injected its share of the capital contribution i.e. RMB36,750,000 to the Joint Venture on 8 May 2009.

The balance of the respective total capital contribution of each investor shall be payable in accordance with the investment plan of the Joint Venture and, in any event, shall be paid in full within 5 years after the date of incorporation of the Joint Venture. Upon the receipt of a written notice of not less than 10 days from China F&B Capital, each investor shall pay the balance of its respective total capital contribution in such proportion as stipulated in such written notice.

## MANAGEMENT AGREEMENT

The Joint Venture will primarily engage in making private equity investments in PRC food and beverage companies. For that purpose, a management agreement was entered into between United Advisor Venture Management Co.\* (蘇州工業園區華穗創業投資管理有限公司) and the Joint Venture on 1 May 2009, pursuant to which, United Advisor Venture Management Co. shall provide investment management and advisory services to the Joint Venture in accordance with the terms thereof.

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

Hong Kong, 8 May 2009

*As at the date of this announcement, the Board consists of Mr. Lo Chih-Hsien and Mr. Lin Wu-Chung as executive directors, Mr. Kao Chin-Yen, Mr. Lin Chang-Sheng, Mr. Lin Lung-Yi and Mr. Su Tsung-Ming as non-executive directors and Mr. Chen Sun-Te, Mr. Fan Ren-Da, Anthony, Mr. Hwang Jenn-Tai, Mr. Yang Ing-Wuu and Mr. Lo Peter as independent non-executive directors.*

\* For identification purpose only