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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)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting of Uni-President China Holdings Ltd. (the “**Company**”) will be held at Lavender Room, 27th Floor, The Park Lane Hong Kong, 310 Gloucester Road, Hong Kong on Tuesday, 22 December 2009 at 2:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as ordinary resolution of the Company:

Ordinary Resolution

“**THAT:**

- (a) the framework purchase agreement (the “**New Framework Purchase Agreement**”) dated 13 November 2009 entered into between Uni-President China Holdings Ltd. (the “**Company**”, which together with its subsidiaries, the “**Group**”) and (Uni-President Enterprises Corporation*) (“**UPEC**”, which together with its subsidiaries and their respective associates but excluding the Group, the “**UPEC Group**”) (a copy of the New Framework Purchase Agreement marked “A” and signed by the chairman of the meeting for the purpose of identification has been produced to the meeting) relating to the purchase and the procured purchase, on a non-exclusive basis, of certain raw materials, packaging materials and commercial goods from the UPEC Group by the Company be and is hereby approved, confirmed and ratified;
- (b) the maximum annual amounts payable by the Group to the UPEC Group under the New Framework Purchase Agreement for the three years ending 31 December 2012 as set out below be and are hereby approved, confirmed and ratified:

	For the year ending 31 December 2010 (RMB)	For the year ending 31 December 2011 (RMB)	For the year ending 31 December 2012 (RMB)
Maximum annual amounts payable	631,000,000	821,000,000	1,034,000,000

- (c) any one director of the Company be and is hereby authorised to do all such things and acts and sign all such documents for and on behalf of the Company as he may consider necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the New Framework Purchase Agreement, the transactions contemplated thereunder and the maximum annual amounts payable by the Group as set out in paragraph (b) above.”

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

Hong Kong, 4 December 2009

Principal place of business in Hong Kong:
Suite 803, Sino Plaza
255-257 Gloucester Road
Causeway Bay
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the above meeting may appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share of the Company (the “**Share**”), any one such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the one of the said persons so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, (if any), under which it is signed or a notarially certified copy thereof must be delivered to the office of the Company’s Hong Kong 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 less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. As at the date of this notice, 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.

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.

* For identification purpose only