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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 adviser.

**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 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  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at 2:00 p.m. on Thursday, 19 May 2011 at Salon Room VI, 5/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong, is set out on pages 15 to 18 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, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but 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.

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	4
Introduction .....	4
Repurchase Mandate and Share Issue Mandate .....	5
Re-election of directors .....	6
AGM .....	9
Recommendation .....	10
Further Information .....	10
<b>APPENDIX I – Explanatory Statement on the Repurchase Mandate</b> .....	11
<b>NOTICE OF AGM</b> .....	15

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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended from time to time
“AGM”	the annual general meeting of the Company to be held at 2:00 p.m. on Thursday, 19 May 2011 at Salon Room VI, 5/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, 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 15 to 18 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”	29 March 2011, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular

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## DEFINITIONS

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“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
“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(A)
“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. 5(B)
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

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## DEFINITIONS

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“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 and Cayman President
“Uni-President Group”	Uni-President and its subsidiaries
“US\$”	United States dollars, the lawful currency of United States
“%”	per cent

\* *For identification purpose only*

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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\*

(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

YANG Ing-Wuu

LO Peter

*Registered office:*

P.O. Box 309

Ugland House

Grand Cayman

KY-1104

Cayman Islands

*Principal place of business*

*in Hong Kong:*

Unit 703A, 7/F

Golden Centre

188 Des Voeux Road Central

Hong Kong

4 April 2011

*To the Shareholders*

Dear Sir or Madam

**PROPOSED GRANT OF GENERAL MANDATES  
TO REPURCHASE AND ISSUE SHARES,  
PROPOSED RE-ELECTION OF DIRECTORS  
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 AGM:

- (i) the granting of the Repurchase Mandate and the Share Issue Mandate to the Directors;  
and
- (ii) the re-election of the retiring Directors.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### 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 4 June 2010, 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(A) 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 general meeting of the Company held on 4 June 2010, 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 Resolution 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.

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## LETTER FROM THE BOARD

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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 Resolutions no. 5(B) and 5(C) 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, 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, Mr. Lo Chih-Hsien, Mr. Lin Chang-Sheng, Mr. Yang Ing-Wuu and Mr. Lo Peter 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 Mr. Lo Chih-Hsien and to appoint him as executive Director, to reelect Mr. Lin Chang-Sheng and to appoint him as non-executive Director, and to re-elect each of Mr. Yang Ing-Wuu, and Mr. Lo Peter, and to appoint them as independent non-executive Directors.

The following is the information, as at the Latest Practicable Date, required to be disclosed under the Listing Rules on the retiring Directors proposed to be re-elected at the AGM:

As at the Latest Practicable Date, each of the following Directors, save as disclosed herein, did not have any other interest in shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, each of the following Directors does not hold any other position with the Company or any other member of the Group, nor has any directorships in other listed public companies in the last three years, and no Director has any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed herein, there are no other matters in relation to the following Directors that need to be brought to the attention of the shareholders of the Company nor there is any information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.



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## LETTER FROM THE BOARD

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(1) **Mr. LO Chih-Hsien (羅智先)**

**Mr. LO Chih-Hsien (alias LO, Alex C.) (羅智先)**, aged 54, is our chairman and executive Director. Mr. Lo joined our Group in September 1998 and is responsible for overall strategic planning and management of our Group. Except for Sichuan Hongtong Commercial Trading Co., Ltd. (四川弘通商貿有限責任公司), he is currently a director of each of our PRC subsidiaries. He has over 23 years of experience in the food and beverage industry. Mr. Lo is a director of President Chain Store Corp., Tait Marketing & Distribution Co., Ltd (德記洋行股份公司) and Ton Yi Industrial Corp., all of which are listed on the Taiwan Stock Exchange. He is also the general manager of Uni-President Enterprises Corp. and a director of 53 members of the Uni-President Group (excluding our Group). Mr. Lo was awarded a master's degree in business administration from the University of California, Los Angeles, U.S.A. in 1993. He is the son-in-law of Mr. Kao Chin-Yen, a non-executive Director.

The Company has renewed the executive service agreement with Mr. Lo with a term of three years commencing on 23 November, 2010. Mr. Lo will be entitled to an annual remuneration (including salary) of US\$56,000 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.

(2) **Mr. LIN Chang-Sheng (林蒼生)**

**Mr. LIN Chang-Sheng (林蒼生)**, aged 68, 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 our Group). He has over 38 years of experience in the food and beverage industry. Mr. Lin is currently a 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 Corporation (統一超商股份有限公司), Ton Yi Industrial Corp. (統一實業股份有限公司), TTET Union Corporation (大統益股份有限公司), and Uni-President Enterprises Corp. (統一企業股份有限公司), all of which are listed on the Taiwan Stock Exchanges. Mr. Lin graduated from National Cheng Kung University with a bachelor's degree in electronic engineering.

The appointment of Mr. Lin has been renewed by the Company with a term of three years commencing on 4 July, 2010. Mr. Lin will receive an annual remuneration of US\$11,000 as determined with reference to his duties, responsibilities and experience, and to prevailing market conditions.

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## LETTER FROM THE BOARD

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**(3) Mr. YANG Ing-Wuu (楊英武)**

**Mr. YANG Ing-Wuu (楊英武)**, aged 66, was appointed as an independent non-executive Director in November 2007. He holds a bachelor and a masters 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 Commerce and Shih Hsin University. Mr. Yang has over 36 years' experience in the food industry.

The appointment of Mr. Yang has been renewed by the Company with a term of three years commencing on 14 November, 2010. Mr. Yang will received an annual remuneration of US\$30,000 as determined with reference to his duties, responsibilities and experience, and to prevailing market conditions.

**(4) Mr. LO Peter (路嘉星)**

**Mr. LO Peter (路嘉星)**, aged 55, was appointed as our independent non-executive Director in November 2007. He is currently a director of China Enterprise Capital Limited and the chairman and an executive director of Bio-Dynamic Group Limited (formerly known as Wealthmark International (Holdings) Ltd), a company listed on the Hong Kong Stock Exchange. Mr. Lo is also an independent non-executive director of Ajisen (China) Holdings Ltd. From February 2005 to May 2008, he was the independent non-executive director of Lonking Holdings Limited (formerly known as China Infrastructure machinery Holding Ltd.). Both of the two companies aforesaid are listed on the Hong Kong 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 and is a member of the China People's Consultative Conference of Harbin City.

The appointment of Mr. Lo has been renewed by the Company with a term of three years commencing on 14 November, 2010. Mr. Lo will received an annual remuneration of US\$36,000 as determined with reference to his duties, responsibilities and experience, and to prevailing market conditions.

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## LETTER FROM THE BOARD

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### AGM

A notice convening the AGM to be held at 2:00 p.m. on Thursday, 19 May 2011 at Salon Room VI, 5/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong, is set out on pages 15 to 18 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 and the re-election of the retiring Directors.

Pursuant to Rule 13.39 of the Listing Rules and Article 90 of the Articles of Association, every resolution put to the vote at the AGM will be taken by way of poll.

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, 17M 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 adjournment thereof. 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 17 May 2011 to 19 May 2011 (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 Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 16 May 2011.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the proposed grant of the Repurchase Mandate and the Share Issue Mandate and the proposed re-election of the retiring Directors 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 the 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  
**Uni-President China Holdings Ltd.**  
**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 authorized to repurchase up to 359,944,500 Shares during the period up to the date of the next annual general meeting in 2012, 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 best 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, 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 2010) 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 of them 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 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).

**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.

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 reduced to a level 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.

Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of an exercise of the Repurchase Mandate.

## 9. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the pervious 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>
<b>2010</b>		
April	5.28	4.37
May	4.51	3.85
June	4.60	4.19
July	4.55	4.25
August	4.65	4.15
September	5.97	4.61
October	6.00	5.07
November	5.97	4.69
December	5.05	4.10
<b>2011</b>		
January	4.60	4.15
February	4.46	3.80
March (up to and including the Latest Practicable Date)	4.12	3.59



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## NOTICE OF AGM

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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 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 Thursday, 19 May 2011 at Salon Room VI, 5/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong, for the following purposes:

As ordinary business, to consider and, if thought fit, to pass the following ordinary resolutions:

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 financial year ended 31 December 2010.
2. To declare a final dividend for the financial year ended 31 December 2010.
3. (A) To re-elect each of the following directors by separate resolutions:
  - (a) Mr. Lo Chih-Hsien as an executive director of the Company;
  - (b) Mr. Lin Chang-Sheng as a non-executive director of the Company;
  - (c) Mr. Yang Ing-Wuu as an independent non-executive director of the Company; and
  - (d) Mr. Lo Peter as an independent non-executive director of the Company.

\* For identification purpose only

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## NOTICE OF AGM

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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 financial year ending 31 December 2011.
5. To consider and, if thought fit, to pass the following as ordinary resolutions:
  - (A) “**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 at a general meeting.”

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## NOTICE OF AGM

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- (B) “**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 (as defined below); (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 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).

For the purpose of this resolution, “Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (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 any recognised regulatory body or any stock exchange in, any territory applicable to the Company).

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## NOTICE OF AGM

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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.”
- (C) “**THAT** the Directors be and are hereby authorised to exercise the powers of the Company referred to in the resolution set out in item 5(B) in the notice of this Meeting in respect of the share capital of the Company referred to in paragraph (b) of such resolution 5(B).”

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

Hong Kong, 4 April 2011

*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 17M 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 17 May 2011 to 19 May 2011 (both days inclusive) in order to determine the entitlement of shareholders to attend the above Meeting and to receive the proposed final 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, all transfers, accompanied by the relevant share certificates, must be lodged with the Company’s Hong Kong branch 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 16 May 2011.