



# 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)

### Form of proxy for the Annual General Meeting to be held on Thursday, 19 May 2011

I/We <sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ shares <sup>(Note 2)</sup> of HK\$0.01 each in the share capital of Uni-President China Holdings Ltd. (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE ANNUAL GENERAL MEETING** <sup>(Note 3)</sup> or \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend and act for me/us at the annual general meeting (and any adjournment thereof) 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, (the "Annual General Meeting") for the purposes of considering and, if thought fit, passing the resolutions as set out in the Notice of Annual General Meeting and at such Annual General Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below <sup>(Note 4)</sup>.

	ORDINARY RESOLUTIONS	FOR	AGAINST
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)	(i) To re-elect Mr. Lo Chih-Hsien as an executive director of the Company;		
	(ii) To re-elect Mr. Lin Chang-Sheng as a non-executive director of the Company;		
	(iii) To re-elect Mr. Yang Ing-Wuu as an independent non-executive director of the Company; and		
	(iv) To re-elect Mr. Lo Peter as an independent non-executive director of the Company.		
3(B)	To authorise the board of directors of 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(A)	Ordinary resolution on item 5(A) of the Notice of the Annual General Meeting (To give a general mandate to the Directors to repurchase shares in the Company not exceeding 10% of the aggregate nominal amount of the existing issued share capital.)		
5(B)	Ordinary resolution on item 5(B) of the Notice of the Annual General Meeting (To give a general mandate to the Directors to issue, allot and deal with additional shares in the Company not exceeding 20% of the aggregate nominal amount of the existing issued share capital.)		
5(C)	Ordinary resolution on item 5(C) of the Notice of the Annual General Meeting (To extend the general mandate granted to the Directors to issue, allot and deal with additional shares by the number of shares repurchased.)		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2011

Signed <sup>(Note 5)</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Annual General Meeting is preferred, strike out the words "**THE CHAIRMAN OF THE ANNUAL GENERAL MEETING or**" and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies (for member holding two or more shares) to attend and vote in his stead. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Annual General Meeting other than those referred to in the Notice of Annual General Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- In the case of joint holders of any shares, any one of such joint holders may vote at the Annual General Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Annual General Meeting, either personally or by proxy, the vote of the joint holder whose name stands first in the register of members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
- To be valid, this form of proxy together with the power of attorney (if any) or other authority under which it is signed (if any) 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 Annual General Meeting or any adjournment thereof (as the case may be).
- The proxy need not be a member of the Company but must attend the Annual General Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

\* For identification purpose only