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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.
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.”

- (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).

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.

As at the date of this notice, the board of directors of the Company 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. Yang Ing-Wuu and Mr. Lo Peter as independent non-executive directors.

* *For identification purpose only*