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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 advisers.

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(s) or the transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND
THE ARTICLES OF ASSOCIATION
ADOPTION OF AN AMENDED AND RESTATED MEMORANDUM OF
ASSOCIATION AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting to be held at Falcon Room, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong, at 2:00 p.m. on Thursday, 17 May 2012 is set out on pages 18 to 33 of this circular.

A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with this circular for despatch to the Shareholders. Whether or not you intend to attend and/or vote at the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time 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 adjournment thereof should you so wish.

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be convened and held at Falcon Room, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Thursday, 17 May 2012 at 2:00 p.m. or any adjournment thereof (as the case may be), the notice of which is set out on pages 18 to 33 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time and “Article” shall mean an article of the Article of Association
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Branch Share Registrar”	Computershare Hong Kong Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong
“Cayman President”	Cayman President Holdings Ltd., a company incorporated in the Cayman Islands and the controlling shareholder of the Company
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Uni-President China Holdings Ltd. (統一企業中國控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules

DEFINITIONS

“Director(s)”	the director(s) of the Company from time to time
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the General Mandate
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereto at the Annual General Meeting
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	27 March 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Association”	the memorandum of association of the Company as amended from time to time
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases
“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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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*)

HOU Jung-Lung (*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

2 April 2012

To the Shareholders

Dear Sir or Madam

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND
THE ARTICLES OF ASSOCIATION
ADOPTION OF AN AMENDED AND RESTATED MEMORANDUM OF
ASSOCIATION AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The primary purposes of this circular are to provide you with information regarding certain ordinary and special resolutions to be proposed at the Annual General Meeting to enable Shareholders to make an informed decision on whether to vote for or against those resolutions and to give you notice of the Annual General Meeting.

LETTER FROM THE BOARD

The resolutions to be proposed at the Annual General Meeting, in addition to ordinary business, include (i) the ordinary resolutions relating to the proposed grant of the General Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the ordinary resolutions relating to the proposed re-election of Directors; and (iii) the special resolution relating to the proposed amendments to the existing Memorandum of Association and the Articles of Association and adoption of an amended and restated Memorandum of Association and Articles of Association.

GRANT OF REPURCHASE MANDATE, GENERAL MANDATE AND EXTENSION MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase issued Shares. The maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution subject to the Listing Rules.

The Repurchase Mandate will lapse on the earliest of (i) the date of the next annual general meeting, or (ii) the date by which the next annual general meeting of the Company is required to be held by law and/or the Articles of Association, or (iii) the date on which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

The explanatory statement required by the Listing Rules to be sent to Shareholders in connection with the proposed resolution to grant to the Directors the Repurchase Mandate is set out in Appendix I to this circular. This contains all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution.

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to issue, allot and deal with further Shares representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution.

Subject to the passing of the ordinary resolution of the Repurchase Mandate and the General Mandate, an ordinary resolution will also be proposed to authorise the Directors to issue new Shares in an amount not exceeding the aggregate nominal amount of the Shares purchased pursuant to the Repurchase Mandate.

LETTER FROM THE BOARD

Based on 3,599,445,000 Shares in issue as at the Latest Practicable Date and on the basis that no new Shares will be issued and no Shares will be repurchased by the Company for the period from the Latest Practicable Date up to and including the date of the Annual General Meeting:

- (1) subject to the passing of the proposed resolution granting the General Mandate to the Directors, the Company will be allowed under the General Mandate to issue up to a maximum of 719,889,000 Shares, representing 20% of the Shares in issue as at the Latest Practicable Date; and
- (2) subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 359,944,500 Shares, representing 10% of the Shares in issue as at the Latest Practicable Date.

The Directors wish to state that they have no immediate plans to repurchase any Shares or to allot and issue any new Shares, other than Shares which may fall to be allotted and issued upon the exercise of any options granted under the share option scheme of the Company.

RE-ELECTION OF DIRECTORS

According to the Article 130 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third, shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

Further, according to Article 114 of the Articles of Association, any Director appointed by the Board either to fill a casual vacancy or as an addition to the Board shall hold office only until the next following general meeting of the Company. The Directors to retire at an annual general meeting pursuant to Article 114 shall not be taken into account in determining which Directors are to retire by rotation.

LETTER FROM THE BOARD

By virtue of Article 130 of the Articles of Association, Mr Kao Chin-Yen, Mr Chen Sun-Te and Mr Fan Ren Da, Anthony will retire and, being eligible, offer themselves for re-election at the Annual General Meeting.

By virtue of Article 114 of the Articles of Association, the office of Mr HOU Jung-Lung will end at the Annual General Meeting. Mr HOU, being eligible, will offer himself for re-election at the Annual General Meeting.

The biographical information on each of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND THE ARTICLES OF ASSOCIATION AND ADOPTION OF AN AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION

To bring the constitution of the Company in line with the recent changes to the Listing Rules so as to promote a higher level of corporate governance of the Company and the make certain housekeeping improvements, the Board proposes to seek the approval of the Shareholders to amend the existing Memorandum of Association and the Articles of Association. The effects of the proposed amendments to the Articles of Association are primarily as follows:

- (i) to remove the 5% de minimis exemption on a director's right to vote on an interested transaction;
- (ii) to require any proposal to appoint or remove an auditor before the term of the office of the auditor to be approved by shareholders at a general meeting;
- (iii) to require a physical board meeting to be held (in lieu of written resolutions) where a Director or substantial shareholder has a conflict of interest in a matter to be considered by the Board, which the Board has determined to be material; and
- (iv) to allow a chairman at a general meeting to exempt certain prescribed procedural and administrative matters from a vote by poll.

The legal advisers to the Company as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the proposed amendments to the Memorandum of Association and the Articles of Association comply with the requirements of the Listing Rules and the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the proposed amendments for a company incorporated under the laws of the Cayman Islands and listed on the Stock Exchange.

LETTER FROM THE BOARD

Special resolutions in relation to the proposed amendments to the Memorandum of Association and the Articles of Association and the adoption of an amended and restated Memorandum of Association and Articles of Association will be put forth as special business at the Annual General Meeting to be considered and, if thought appropriate, approved by the Shareholders. Please refer to the special resolution set out in the notice of the Annual General Meeting on pages 18 to 33 of this circular for details.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 15 May 2012 to Thursday, 17 May 2012 (both days inclusive) in order to determine the entitlement of shareholders to attend the annual general meeting, during which period no transfer of the shares in the Company will be effected. All transfers, accompanied by the relevant share certificates, must be lodged with the 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 Monday, 14 May 2012.

The register of members of the Company will be closed from Wednesday, 23 May 2012 to Friday, 25 May 2012 (both days inclusive) in order to determine the entitlement of shareholders to receive the final dividend, during which period no transfer of the shares in the Company will be effected. All transfers, accompanied by the relevant share certificates, must be lodged with the Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at the above address not later than 4:30 p.m. on Tuesday, 22 May 2012.

Subject to the approval of shareholders at the Annual General Meeting to be held on Thursday, 17 May 2012, the final dividend will be paid on or around Thursday, 7 June 2012.

ACTIONS TO BE TAKEN

Set out on pages 18 to 33 of this circular is a notice convening the Annual General Meeting at which ordinary and special resolutions will be proposed to approve, among other matters, the following:

- (a) the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate;
- (b) the re-election of Directors; and
- (c) the amendments to the Memorandum of Association and the Articles of Association and the adoption of an amended and restated Memorandum of Association and Articles of Association.

LETTER FROM THE BOARD

Whether or not you intend to attend the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not later than 48 hours before the time 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 adjournment thereof should you so wish.

RECOMMENDATIONS

The Directors consider that the proposals regarding the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of Directors, the amendments to the Memorandum of Association and the Articles of Association and the adoption of an amended and restated Memorandum of Association and Articles of Association are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions at the Annual General Meeting.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully
By order of the Board
Uni-President China Holdings Ltd.
LO Chih-Hsien
Chairman

This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules, to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 3,599,445,000 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no new Shares are issued and no Shares are repurchased for the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 359,944,500 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

3. REASONS FOR THE REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

In making repurchases, the Company may only apply funds legally available for such purposes in accordance with the Articles of Association and the laws of the Cayman Islands. The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the Company's share premium before the Shares are repurchased. In accordance with the laws of the Cayman Islands, the Shares so repurchased would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

5. MATERIAL ADVERSE IMPACT IN THE EVENT OF REPURCHASE IN FULL

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period, it might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 31 December 2011, being the date on which its latest published audited consolidated financial statements were made up. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares traded on the Stock Exchange in the previous twelve months and up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2011		
March	4.12	3.59
April	4.62	3.92
May	5.60	4.24
June	5.40	4.45
July	5.15	4.65
August	5.04	4.20
September	4.52	4.10
October	4.87	4.10
November	4.93	4.17
December	4.70	4.36
2012		
January	4.89	4.50
February	5.08	4.42
March (up to the Latest Practicable Date)	5.50	4.97

7. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the laws of the Cayman Islands and in accordance with the regulations set out in the memorandum of association of the Company and the Articles of Association.

8. CONNECTED PERSON

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the Annual General Meeting.

No connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the grant of the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become 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 of interests kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, Uni-President (the ultimate controlling shareholder of the Company) and Cayman President had interests or deemed interests in 2,645,090,000 Shares, representing approximately 73.49% of the issued share capital of the Company.

On the basis of 3,599,445,000 Shares in issue at the Latest Practicable Date and assuming there is no further issue or repurchase of Shares during the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, if the Repurchase Mandate is exercised in full, the shareholding in the Company of Uni-President (the ultimate controlling shareholder of the Company) and Cayman President would be increased to 81.65% of the issued share capital of the Company. The Directors are not aware of such an increase would give rise to an obligation to make a mandatory offer under the Takeovers Codes if the Repurchase Mandate was to be exercised in full.

Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of repurchase, the exercise of the Repurchase Mandate, whether in whole or in substantial part, will result in less than 25% of the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules. The Directors have no present intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than the prescribed percentage of 25%.

10. 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).

Set out below are the biographical details of the retiring Directors, who being eligible, would offer themselves for re-election at the Annual General Meeting.

Mr. KAO Chin-Yen (高 清 愿), aged 84, is our non-executive Director. Mr. Kao joined our Group in August 2007. He joined the Uni-President Group in July 1967. With over 44 years of experience in the food and beverage industry, Mr. Kao is currently the chairman of Uni-President Enterprises Corporation, President Chain Store Corporation, Ton Yi Industrial Corp. and TTET Union Corporation (大 統 益 股 份 有 限 公 司), all of which are listed on the Taiwan Stock Exchange. He is also a director of the remaining 13 members of the Uni-President Group (excluding our Group). He obtained a doctorate in management with honours from National Cheng Kung University in 2001. Mr. Kao Chin-Yen is the father-in-law of Mr. Lo Chih-Hsien.

The Company has renewed the executive service agreement with Mr. Kao with a term of three years commencing on 8 August, 2010. Mr. Kao will be entitled to an annual remuneration (including salary) of US\$13,000 and will also be entitled to an end of year payment and a discretionary bonus in accordance with the human resources policies of the Company. The remuneration of Mr. Kao is determined with reference to his duties, responsibilities and experience, and to prevailing market conditions.

As at the Latest Practicable Date, Mr. Kao did not have, directly or indirectly, any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Kao (i) did not hold any directorship in other listed public companies in the last three years before the Latest Practicable Date; (ii) did not hold any other positions with the Company or its subsidiaries; (iii) was not connected and had no relationship with any Director, senior management or substantial or controlling shareholder of the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in connection with Mr. Kao's re-election.

Mr. CHEN Sun-Te (陳聖德), aged 57, was appointed as our independent non-executive Director in August 2007. He has over 27 years of experience in the banking and financial industry. He is currently the president of North Asia and Greater China of Fullerton Financial Holdings Pte. Ltd. and an independent director of China Shenhua Group Co., Ltd. Prior to that, Mr. Chen served as the president of Chinatrust Financial Holdings Co., Ltd. in 2005, the chairman of Chinatrust Securities Co., Ltd. between 2003 and 2005, the country officer and country head of the corporate bank in Taiwan of Citibank between 2001 and 2003, and the regional head of financial market in Asia Pacific of Citibank between 1998 and 2001. He gained extensive financial management experience from various positions held with Citibank and Citigroup and has acquired general knowledge about the food and beverage industry through dealing with clients from that industry. Mr. Chen holds a master's degree in business administration from University of Missouri and a bachelor's degree in political science from National Chengchi University.

The Company has renewed the executive service agreement with Mr. Chen with a term of three years commencing on 9 August, 2010. Mr. Chen will be entitled to an annual remuneration (including salary) of US\$36,000 and will also be entitled to an end of year payment and a discretionary bonus in accordance with the human resources policies of the Company. The remuneration of Mr. Chen is determined with reference to his duties, responsibilities and experience, and to prevailing market conditions.

As at the Latest Practicable Date, Mr. Chen did not have, directly or indirectly, any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Chen (i) did not hold any directorship in other listed public companies in the last three years before the Latest Practicable Date; (ii) did not hold any other positions with the Company or its subsidiaries; (iii) was not connected and had no relationship with any Director, senior management or substantial or controlling shareholder of the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in connection with Mr. Chen's re-election.

Mr. FAN Ren-Da, Anthony (范仁達), aged 51, joined in 2007 as an independent non-executive Director. Mr. Fan holds a Master's Degree in Business Administration from the United States of America. He is the chairman and managing director of AsiaLink Capital Limited. He is also an independent non-executive director of Technovator International Limited (Stock Code: 1206), Raymond Industrial Limited (Stock Code: 229), Shanghai Industrial Urban Development Group Limited (Stock Code: 563), Renhe Commercial Holdings Company Limited (Stock Code: 1387), Tenfu Cayman Holdings Ltd. (Stock Code: 6868), Citic Resources Limited (Stock Code: 1205), Guodian Technology & Environment Group Corporation Limited (Stock Code: 1296) and Hong Kong Resources Holdings Company Limited (Stock Code: 2882), all listed on the Main Board of the Stock Exchange. Mr Fan is also the independent non-executive director of World Union Property consultant listed on the Shenzhen Stock Exchange. In June 2011, he resigned as an independent non-executive director of Chinney Alliance Group Limited (Stock Code: 385) listed on the Main Board of the Stock Exchange.

The Company has renewed the executive service agreement with Mr. Fan with a term of three years commencing on 9 August, 2010. Mr. Fan will be entitled to an annual remuneration (including salary) of US\$36,000 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. Fan is determined with reference to his duties, responsibilities and experience, and to prevailing market conditions.

As at the Latest Practicable Date, Mr. Fan did not have, directly or indirectly, any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Fan (i) did not hold any directorship in other listed public companies in the last three years before the Latest Practicable Date; (ii) did not hold any other positions with the Company or its subsidiaries; (iii) was not connected and had no relationship with any Director, senior management or substantial or controlling shareholder of the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in connection with Mr. Fan's re-election.

Mr. HOU Jung-Lung (侯榮隆), aged 47, is our president and executive Director. Mr. Hou joined the Uni-President Group in February 1993 and has acted as manager of a branch of Guangzhou President Enterprises Corp. (廣州統一企業有限公司), deputy general manager and head of sales department of Zhuhai Kirin President Brewery Co., Ltd. (珠海麒麟統一啤酒有限公司), general manager of Beijing President Enterprises Drinks Co., Ltd. (北京統一飲品有限公司), and head of human resources and general manager of the market planning office of Uni-President Enterprises (China) Investments Ltd. (統一企業(中國)投資有限公司). Mr. Hou has over 19 years of experience in the food and beverage industry and has obtained a EMBA degree from Tsinghua University in Beijing, China.

As at the Latest Practicable Date, Mr Hou did not have, directly or indirectly, any interests in Shares within the meaning of Part XV of the SFO.

Mr Hou has entered into a service agreement with the Company for an initial term of three years commencing from 8 September 2011, which can be terminated by either party by giving six-month written notice or cash in lieu thereof.

Mr Hou is entitled to an annual remuneration as a member of the senior management of the Group of approximately RMB1,008,000, an annual director's fee of US\$7,000 as well as year-end bonuses and discretionary bonuses determined from time to time in accordance with the human resources policies of the Company. The amount of annual remuneration to which Mr Hou is entitled was determined by the Board with reference to Mr Hou's experience, duties and responsibilities, the remuneration standard in the food and beverage industry and the prevailing market conditions.

Save as disclosed above and as at the Latest Practicable Date, Mr Hou (i) did not hold any directorship in other listed public companies in the last three years before the Latest Practicable Date; (ii) did not hold any other positions with the Company or its subsidiaries; (iii) was not connected and had no relationship with any Director, senior management or substantial or controlling shareholder of the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in connection with Mr Hou's re-election.

NOTICE OF ANNUAL GENERAL MEETING



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 Falcon Room, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong, on Thursday, 17 May 2012 at 2:00 p.m. to consider and, if thought fit, transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and the auditors (the “**Auditors**”) of the Company for the year ended 31 December 2011.
2. To approve and declare a final dividend for the year ended 31 December 2011.
3. To consider the re-election of the retiring Directors (namely Mr Kao Chin-Yen, Mr Chen Sun-Te, Mr Fan Ren-Da, Anthony and Mr Hou Jung-Lung), each as separate resolution, and to authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To consider the re-appointment of PricewaterhouseCoopers as the Auditors for the year ending 31 December 2012 and to authorise the Board to fix the remuneration of the Auditors.

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution of the Company:

“THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all other applicable laws, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares (the “Shares”) of HK\$0.01 each in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined in paragraph (d) below);
 - (ii) the exercise of options granted under the share option scheme or similar arrangement for the time being adopted by the Company from time to time;

NOTICE OF ANNUAL GENERAL MEETING

- (iii) any scrip dividend or similar arrangements providing for allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (the “**Articles of Association**”) of the Company and other relevant regulations in force from time to time; or
- (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution, the “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (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 or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (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, or the expenses or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution of the Company:

“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 purchase the Shares of HK\$0.01 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
- (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 of the Company or any other applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution of the Company:

“**THAT** conditional upon resolutions numbered 5 and 6 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with the unissued shares of the Company pursuant to resolution numbered 5 above be and it is hereby extended by the addition to the aggregate nominal amount of the shares in the capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Director pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 6 above.

8. To consider and, if thought fit, pass with or without amendments, the following resolution as a Special Resolution of the Company:

(A) “**THAT** the existing memorandum of association of the Company (the “**Memorandum of Association**”) be amended as follows:

- (a) by deleting the phrase “the Companies Law (2007 Revision)” and substituting therefor with the phrase “the Companies Law (2011 Revision)” in the heading on page 1 of the Memorandum of Association and in paragraphs 4, 6 and 7 of the Memorandum of Association;
- (b) by inserting the words “統一企業中國控股有限公司” immediately after the words “Uni-President China Holdings Ltd.” in paragraph 1.”;
- (c) by deleting the words “Section 193” in paragraph 7 of the Memorandum of Association and substituting therefor the words “Section 174”.

(B) “**THAT** the existing Articles of Association be amended as follows:

- (a) by deleting the phrase “the Companies Law (2007 Revision)” and substituting therefor with the phrase “the Companies Law (2011 Revision)” in the heading on page 1 of the Articles of Association and in the definition of “the Companies Law” or “the Law” under Article 2;

NOTICE OF ANNUAL GENERAL MEETING

- (b) by deleting the existing definition of “Associate” under Article 2 in its entirety and replacing it by the following definition of “Associate”:

“Associate” shall mean, in relation to any Director:

- (i) his spouse and any of his or his spouse’s children or step children, natural or adopted, under the age of 18 (together, the “family interests”);
- (ii) the trustees, acting in their capacity as such trustees, of any trust of which he or any of his family interests is a beneficiary or, in the case of a discretionary trust, is (to his knowledge) a discretionary object;
- (iii) any company in the equity capital of which he, his family interests, and/or any of the trustees referred to in paragraph (ii) above, acting in their capacity as such trustees, taken together are directly or indirectly interested (other than through their respective interests in the capital of the Company) so as to exercise or control the exercise of 30 per cent. (or such other amount as may from time to time be specified in the HK Code on Takeovers and Mergers as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board and any other company which is its subsidiary; and

any other persons who would be deemed to be an “associate” of the Director under the Listing Rules;

- (c) by deleting the existing definition of “business day” under Article 2 in its entirety and replacing it by the following definition of “business day”:

“business day” shall mean a day on which the Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Exchange is closed for business of dealing in securities in Hong Kong on a day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purpose of these Articles be counted as a business day;

NOTICE OF ANNUAL GENERAL MEETING

- (d) by deleting the existing definition of “the Company” or “this Companies” under Article 2 in its entirety and replacing it by the following definition of “the Company” or “this Company”:

“the Company” or “this Company” shall mean Uni-President China Holdings Ltd. (統一企業中國控股有限公司);

- (e) by inserting the following new definitions in Article 2 in alphabetical order:

“published on the Exchange’s website” shall mean published in English and Chinese on the Exchange’s website in accordance with the Listing Rules;

“rights issue” shall mean an offer by way of rights to existing holders of securities of the Company which enables those holders to subscribe for securities in proportion to their existing holdings;

- (f) by deleting the existing definition of “recognised clearing house” under Article 2 in its entirety and replacing it by the following definition of “recognised clearing house”:

“recognised clearing house” shall have the meaning ascribed thereto in Part I of Schedule 1 of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;

- (g) by deleting the words “and includes a special resolution passed pursuant to Article 96” immediately after the words “a special resolution has been duly given” in the last sentence of definition of “special resolution” under Article 2;

- (h) by deleting the existing reference to Electronic Transactions Law under Article 2 in its entirety and replacing it by the following:

“Sections 8 and 19 of the Electronic Transactions Law shall not apply;”

NOTICE OF ANNUAL GENERAL MEETING

(i) by inserting the words “or the Listing Rules” immediately after the words “not prohibited by any lawyer” in the first sentence of Article 8 and deleting the words “all or” immediately after the words “or otherwise acquire” in the first sentence of Article 8;

(j) by adding the following new Article 8A immediately after the existing Article 8:

“8A The Board may accept the surrender for no consideration of any fully paid share.”

(k) by inserting the words “, if any,” immediately after “specify the certificate(s) thereof” in the first sentence of Article 13;

(l) by adding the following new Article 20A immediately after the existing Article 20:

“20A For so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Law in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.”

(m) by deleting the existing Article 23 in its entirety and replacing it by the following:

“23 The register may, on 14 days’ notice (or on 6 business days’ notice in the case of a rights issue) being given by advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the

NOTICE OF ANNUAL GENERAL MEETING

members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article.”

- (n) by adding the following new Article 24A immediately after the existing Article 24:

“24A In lieu of, or apart from, closing the register pursuant to other provisions in these Articles, the Board may fix in advance a date as the record date for any such determination of members entitled to receive notice of, or to vote at any general meeting of the members or any adjournment thereof, or for the purpose of determining the members entitled to receive payment of any dividend or distribution, or in order to make a determination of members for any other purpose.”

- (o) by deleting the words “the relevant time limit as prescribed in the Law” in the first sentence of Article 25 and substituting therefor with the words “any relevant time limit prescribed in the Law”;

- (p) by deleting the existing Article 37 in its entirety and replacing it by the following:

“37 In addition to the giving of notice in accordance with Article 35, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.”

NOTICE OF ANNUAL GENERAL MEETING

- (q) by adding the following new Article 47A immediately after the existing Article 47:

“47A Notwithstanding Articles 46 and 47, transfers of shares which are listed on the Exchange may be effected by any method of transferring or dealing in securities permitted by the Listing Rules and which has been approved by the Board for such purpose.”

- (r) by deleting the existing Article 53 in its entirety and replacing it by the following:

“53 The registration of transfers may, on 14 days’ notice (or on 6 business days’ notice in the case of a rights issue) being given by advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days’ notice before the announced closure, or the new closure, whichever is earlier. If, however, there are exceptional circumstances (e.g. during a Number 8 or higher typhoon signal and black rainstorm warning) that render the giving of such publication of advertisement impossible, the Company shall comply with these requirements as soon as practicable.”

NOTICE OF ANNUAL GENERAL MEETING

- (s) by deleting the existing Article 90 in its entirety and replacing it by the following:

“90 At any general meeting a resolution put to the vote at the meeting shall be decided on a poll save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.”

and the existing marginal note to the existing Article 90 shall be deleted in its entirety and replaced by the following:

“Voting”

- (t) by adding the following new Article 93 immediately after the existing Article 92:

“93 Where a resolution is voted on by a show of hands as permitted under the Listing Rules, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.”

- (u) by deleting the existing Article 95 in its entirety and replacing it by the following:

“95 In the case of an equality of votes, whether on a poll or on a show of hands, the Chairman of the meeting at which the poll or show of hands is taken shall be entitled to a second or casting vote.”

NOTICE OF ANNUAL GENERAL MEETING

- (v) by deleting the existing Article 97 in its entirety and replacing it by the following:

“97 Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member who is present in person (or, in the case of a member being a corporation by its duly authorised representative) shall have one vote, and on a poll every member who is present in person (or, in the case of a member being a corporation by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.”

- (w) by deleting the word “recognized” and substituting therefor with the word “recognised” in the last sentence of Article 104;

- (x) by deleting the existing Article 111 in its entirety and replacing it by the following:

“111 If a recognised clearing house (or its nominee(s)) is a member of the Company, it may authorize such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorization or proxy form shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised pursuant to this provision shall be deemed to have been duly authorised without the need for producing any documents of title, notarized authorisation and/or further evidence for substantiating the facts that it is duly authorised and will be entitled to exercise the same power on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s))

NOTICE OF ANNUAL GENERAL MEETING

could exercise if it were an individual member holding such number and class of shares specified in the authorization or proxy form, including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.”

- (y) by inserting the word “annual” immediately after the words “the next following” in the last sentence of Article 114;
- (z) by inserting the word “annual” immediately after the words “the next following” in the last sentence of Article 115;
- (aa) by inserting the words “of or by the Company or any other company which the Company” immediately after the words “debentures or other securities” in the first sentence of Article 134.2;
- (bb) by deleting the following existing Article 134.3 in its entirety:

“134.3 any proposal concerning any other company in which the Director or any of his Associates is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or any of his Associates is/are beneficially interested in the shares of that company, provided that, the Director and any of his Associates is/are not, in aggregate, beneficially interested in 5 per cent. or more of the issued shares of any class of such company (or of any third company through which his interest or that of any of his Associates is derived) or of the voting rights;

and the existing Articles 134.4, 134.4.1, 134.4.2 and 134.5 shall be renumbered accordingly.

- (cc) by deleting the words “provided that notice need not be given to any Director or alternate Director for the time being absent from Hong Kong” immediately after the words “from time to time determine” in the last sentence of Article 148;

NOTICE OF ANNUAL GENERAL MEETING

- (dd) by deleting the existing Article 158 in its entirety and replacing it by the following:

“158 Unless required otherwise by the Listing Rules, a resolution in writing signed by each and every one of the Directors (or their respective alternates pursuant to Article 121) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. Notwithstanding the foregoing, a resolution in writing shall not be valid and effective if the resolution relates to any matter or business in which a substantial shareholder of the Company (as defined in the Listing Rules from time to time), or a Director, has an interest conflicting with that of the Company which the Board determines, prior to the passing of such resolution, to be material.”

- (ee) by adding the following sentence immediately after the first sentence of Article 207:

“The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting.”

and the existing marginal note the Article 207 shall be deleted in its entirety and replaced by the following:

“Appointment, removal and remuneration of Auditors”

- (ff) by adding the following new Articles 229 and 230 immediately after the existing Article 228:

“Transfer by Way of Continuation

229 The Company shall, subject to the provisions of the Companies Law and with the approval of a special resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

NOTICE OF ANNUAL GENERAL MEETING

Mergers and Consolidations

- 230 The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Companies Law), upon such terms as the Directors may determine.”
- (C) “**THAT** the memorandum of association and articles of association of the Company in the form of the document marked “A” and produced to the Meeting and for the purpose of identification signed by the Chairman of the Meeting, which consolidates all of the proposed amendments referred to in Resolution (A) above, be approved and adopted as the new amended and restated memorandum of association and articles of association of the Company in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company with immediate effect.”

Yours faithfully

By order of the Board

Uni-President China Holdings Ltd.

LO Chih-Hsien

Chairman

Hong Kong, 2 April 2012

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office (the “**Branch Share Registrar**”) of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting (or any adjournment thereof).
4. In order to qualify for attending the Meeting or any adjournment thereof, the register of members of the Company will be closed from Tuesday, 15 May 2012 to Thursday, 17 May 2012 (both days inclusive), during which period no transfer of the Shares will be effected. All transfers of Shares accompanied by the relevant share certificates must be lodged with the Branch Share Registrar at the above address by no later than 4:30 p.m. on Monday, 14 May 2012.
5. In order to determine the entitlement of shareholders to receive the final dividend, the register of members will be closed from Wednesday, 23 May 2012 to Friday, 25 May 2012 (both days inclusive) during which period no transfer of shares in the Company will be effected. All transfers, accompanied by the relevant share certificates, must be lodged with the Branch Share Registrar not later than 4:30 p.m. on Tuesday, 22 May 2012.
6. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. In relation to resolutions numbered 5 and 7 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares in accordance with all applicable laws and the Listing Rules. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be allotted and issued upon exercise of the subscription rights attached to options granted under the share option scheme of the Company or any scrip dividend scheme which may be approved by the Shareholders.
8. In relation to resolution numbered 6 above, approval is being sought from Shareholders for the grant to the Directors of a general mandate to repurchase Shares in accordance with all applicable laws and the Listing Rules. The Directors wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances which they deem appropriate for the benefit of the Shareholders.
9. In relation to resolution numbered 8 above, approval is being sought from Shareholders to amend the memorandum of association and the articles of association of the Company and to adopt an amended and restated memorandum of association and articles of association of the Company.

As at the date of this notice, the executive directors of the Company are Mr Lo Chih-Hsien and Mr Hou Jung-Lung; 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, M. Yang Ing-Wuu and Mr Lo Peter.