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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 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.

## 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;
  - (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).”

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.”
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;
- (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;

- (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;”

- (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 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.”

(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.”

(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.”

(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)) 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;
- (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.

#### **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

*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, Mr Yang Ing-Wuu and Mr Lo Peter.*