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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)**

**CONTINUING CONNECTED TRANSACTIONS**  
**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING**  
**HELD ON 17 MAY 2012**

**SUMMARY**

The Board is pleased to announce that the two Resolutions approving the respective Continuing Connected Transactions arising from and contemplated under (i) the 2012 Framework Purchase Agreement and (ii) the 2012 Framework Sales Agreement entered into between the Company and UPEC were duly passed by the Independent Shareholders at the EGM held on 17 May 2012 by way of poll.

Reference is made to the announcement of Uni-President China Holdings Ltd. (the “**Company**”) dated 30 March 2012 and the circular of the Company dated 25 April 2012 (the “**Circular**”) and the notice of the EGM dated 25 April 2012 regarding the respective Continuing Connected Transactions arising from and contemplated under (i) the 2012 Framework Purchase Agreement and (ii) the 2012 Framework Sales Agreement entered into between the Company and UPEC (collectively, the “**EGM Matters**”).

Unless otherwise specified, capitalised terms used in this announcement have the same meanings as defined in the Circular.

**POLL RESULTS OF THE EGM**

The Board is pleased to announce that the two ordinary resolutions (each a “**Resolution**” and collectively, the “**Resolutions**”) approving the EGM Matters were duly passed by the Independent Shareholders at the EGM held on 17 May 2012 by way of poll.

Computershare Hong Kong Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, was appointed as the scrutineer for the vote-taking at the EGM.

As at the date of the EGM:

- (1) the total number of issued Shares was 3,599,445,000;
- (2) as disclosed in the Circular, Cayman President (being the controlling Shareholder) and UPEC and their respective associates, who are connected persons of the Company with a material interest in the respective Continuing Connected Transactions, would abstain from voting on the Resolutions at the EGM;
- (3) Cayman President and UPEC and their respective associates, holding 2,645,090,000 Shares, representing approximately 73.49% of the entire issued share capital of the Company as at the date of the EGM, abstained from voting on the Resolutions at the EGM. There were no restrictions on any other Shareholders to cast votes on the Resolutions at the EGM. Accordingly, the total number of Shares entitling the holders to attend and vote for or against the Resolutions was 954,355,000, representing approximately 26.51% of the total issued share capital of the Company as at the date of the EGM; and
- (4) there was no Share entitling the holder to attend and vote only against any of the Resolutions at the EGM.

Set out below are the poll results in respect of the Resolutions put to votes at the EGM:

<b>ORDINARY RESOLUTIONS</b>		<b>Number of votes (%)</b>	
		<i>(Note)</i>	
		<b>For</b>	<b>Against</b>
1.	To consider and approve the transactions contemplated under the 2012 Framework Purchase Agreement and the proposed Annual Caps for the three years ending 31 December 2014	469,603,284 (99.999574%)	2,000 (0.000426%)
2.	To consider and approve the transactions contemplated under the 2012 Framework Sales Agreement and the proposed Annual Caps for the three years ending 31 December 2014	469,604,284 (99.999787%)	1,000 (0.000213%)

*Note:*

The number of votes and percentage of voting Shares are based on the total number of the issued Shares held by the Independent Shareholders who voted at the EGM in person or by proxy.

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

Hong Kong, 17 May 2012

*As at the date of this announcement, the board of directors of the Company comprised Mr Lo Chih-Hsien and Mr Hou Jung-Lung as executive directors; Mr Kao Chin-Yen, Mr Lin Chang-Sheng, Mr Lin Lung-Yi and Mr Su Tsung-Ming as non-executive directors; and Mr Chen Sun-Te, Mr Fan Ren-Da, Anthony, Mr Yang Ing-Wuu and Mr Lo Peter as independent non-executive directors.*