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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)

**CONNECTED TRANSACTIONS;
CONTINUING CONNECTED TRANSACTIONS
POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 14 MAY 2013**

The Board is pleased to announce that all Resolutions approving the EGM Matters were duly passed by the Independent Shareholders at the EGM held on 14 May 2013 by way of poll.

Reference is made to the announcement of Uni-President China Holdings Ltd. (“**Company**”) dated 28 March 2013 and the circular of the Company dated 26 April 2013 (“**Circular**”) and the notice of the EGM dated 26 April 2013 regarding, among other matters, (i) the BJ Transaction; (ii) the KS Transaction; and (iii) the transactions contemplated under the 2013 Framework Purchase Agreement (including the Annual Caps) (collectively, “**EGM Matters**”).

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

POLL RESULTS OF THE EGM

The Board is pleased to announce that all ordinary resolutions (collectively, “**Resolutions**”) approving the EGM Matters were duly passed by the Independent Shareholders at the EGM held on 14 May 2013 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 UPE (being the ultimate controlling Shareholder) and their respective associates, who are connected persons of the Company with a material interest in the EGM Matters, were required to abstain from voting on the Resolutions at the EGM;
- (3) Cayman President and UPE and their respective associates, holding 2,537,090,000 Shares, representing approximately 70.49% 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 1,062,355,000, representing approximately 29.51% of the total issued share capital of the Company as at the date of the EGM;
- (4) none of the Shareholders was entitled to attend and abstain from voting in favour of the Resolutions according to Rule 13.40 of the Listing Rules; and
- (5) 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:

ORDINARY RESOLUTIONS		Number of votes (approximate %) (Note)	
		For	Against
1.	To approve and ratify the BJ Agreement and the BJ Transaction as contemplated thereunder	555,137,158 (100.00%)	1,000 (0.00%)
2.	To approve and ratify the KS Agreement and the KS Transaction as contemplated thereunder	555,137,158 (100.00%)	1,000 (0.00%)
3.	To approve the 2013 Framework Purchase Agreement and the Annual Caps	555,138,158 (100.00%)	0 (0.00%)

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.

On behalf of the Board
Uni-President China Holdings Ltd.
Lo Chih-Hsien
Chairman

Hong Kong, 14 May 2013

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.