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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)

INSIDE INFORMATION –
UNDERTAKINGS NOT TO SELL DOMESTIC SHARES OF ANDRE JUICE
BEFORE THE CLOSE OF THE GENERAL OFFER

The Company has executed a letter of undertaking on 23 October 2013 to undertake to the Offeror and Andre Juice that, in respect of the Domestic Shares held by the Group, it (i) will not accept the General Offer for its Domestic Shares; (ii) will not take such actions that will make any of its Domestic Shares available for acceptance of the General Offer; and (iii) will not sell, transfer or dispose of its Domestic Shares to the Offeror or other third parties or otherwise create any interest on its Domestic Shares before the close of the General Offer.

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571).

The Company was informed by the Offeror that the Offeror proposes to make mandatory general offers in cash for all the issued securities of Andre Juice other than those already owned or agreed to be acquired by the Offeror and the parties acting in concert with it (“**General Offer**”) at HK\$1.78 per share of Andre Juice.

As at the date of this announcement, the Group holds an aggregate of 63,746,040 Domestic Shares, representing approximately 15.59% of the total issued share capital of Andre Juice, and 237,000 H Shares, representing approximately 0.058% of the total issued share capital of Andre Juice.

The Directors consider that the investment in Andre Juice, which is one of the leading manufacturers of virgin pulp juice and fruit and vegetable juice, complements with the beverage business and the business development of the Group and the Directors are of the view that the Group’s investment in Andre Juice is of strategic importance to the Group.

Therefore, the Company has executed a letter of undertaking on 23 October 2013 to undertake to the Offeror and Andre Juice that, in respect of the Domestic Shares held by the Group, it (i) will not accept the General Offer for its Domestic Shares; (ii) will not take such actions that will make any of its Domestic Shares available for acceptance of the General Offer; and (iii) will not sell, transfer or dispose of its Domestic Shares to the Offeror or other third parties or otherwise create any interest on its Domestic Shares before the close of the General Offer.

DEFINITIONS

Unless the context otherwise requires, the following expressions have the meanings set out in this announcement:

“Andre Juice”	Yantai North Andre Juice Co., Ltd.* (烟台北方安德利果汁股份有限公司), a joint stock company incorporated in the People’s Republic of China with limited liability and whose H Shares were initially listed on the Growth Enterprise Market of the Stock Exchange on 22 April 2003 and have been listed on the Main Board of the Stock Exchange since 19 January 2011 by way of transfer of listing from the Growth Enterprise Market of the Stock Exchange
“Board”	the board of Directors
“Company”	Uni-President China Holdings Ltd., 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
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the domestic invested share(s) in the share capital of Andre Juice with a nominal value of RMB1.00 each, which are held in Renminbi
“Group”	the Company and its subsidiaries from time to time
“H Share(s)”	the overseas listed foreign ordinary share(s) in the share capital of Andre Juice, with a nominal value of RMB1.00 each, all of which are listed on the Main Board of the Stock Exchange and traded in HK\$
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Offeror”	Hongan International Investment Company Limited (弘安國際投資有限公司), a company incorporated in the British Virgin Islands with limited liability, the entire issued share capital of which is held by Ms. Zhang Shaoxia

“RMB” Renminbi, the lawful currency of the PRC

“Stock Exchange” The Stock Exchange of Hong Kong Limited

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

Hong Kong, 23 October 2013

As at the date of this announcement, the board of directors of the Company comprised Mr Lo Chih-Hsien, Mr Hou Jung-Lung and Mr Chen Kuo-Hui as executive directors; 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.