



UNI-PRESIDENT CHINA HOLDINGS LTD.

統一企業中國控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code : 220)

PROXY FORM

Form of proxy for use by shareholders of Uni-President China Holdings Ltd. (“Company”) at the extraordinary general meeting to be held at 3:00 p.m. (and immediately after the annual general meeting of the Company convened to be held on the same day shall have been concluded or adjourned) on Tuesday, 14 May 2013 at Falcon Room, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong (or any adjournment thereof)

I/We (note a) _____
of _____
being the registered holder(s) of _____ shares (note b) of HK\$0.01 each in the capital of the Company hereby appoint the Chairman of the extraordinary general meeting of the Company (“**Meeting**”) or _____ of _____
to act as my/our proxy (note c) to attend for me/us at the Meeting to be held at 3:00 p.m. (and immediately after the annual general meeting of the Company convened to be held on the same day shall have been concluded or adjourned) on Tuesday, 14 May 2013 at Falcon Room, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting and at the Meeting (or any adjournment thereof) to vote on my/our behalf and in my/our name(s) in respect of the said resolutions as indicated below or, if no indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR (note d)	AGAINST (note d)
1.	To approve and ratify the BJ Agreement and the BJ Transaction as contemplated thereunder		
2.	To approve and ratify the KS Agreement and the KS Transaction as contemplated thereunder		
3.	To approve the 2013 Framework Purchase Agreement and the Annual Caps		

Date this _____ day of _____ 2013.

Shareholder’s signature _____ (notes e, f, g, h and i)

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITAL LETTERS. The names of all joint registered holders should be stated.
- Please insert the number of shares in the Company (“**Shares**”) registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the extraordinary general meeting of the Company (“**Meeting**”) or” and insert the name and address of the person appointed in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”. If the form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- Where there are joint registered holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she 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 on the register of members in respect of such Share shall alone be entitled to vote in respect thereof.
- The instrument appointing a proxy shall 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.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the office of the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting (or any adjournment thereof).
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) if you so wish.
- Any alteration made to this form of proxy should be initialled by the person who signs the form.**