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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 TRANSACTION
SALE OF MACHINERY AND EQUIPMENT

SUMMARY

Sale of Machinery and Equipment

On 30 March 2012 (after trading hours), the Vendor (a wholly-owned subsidiary of the Company) entered into the S&P Agreement with the Purchaser pursuant to which the Vendor agreed to sell to the Purchaser the Machinery and Equipment at the initial consideration of RMB220,000,000 subject to and upon the principal terms contained in the S&P Agreement as summarized in this announcement below.

Implication of the Listing Rules

As UPE (the ultimate controlling shareholder of the Company) is interested in 30% or more of the voting power of the Purchaser, the Purchaser is an associate of UPE and a connected person of the Company. Accordingly, the Transaction contemplated under the S&P Agreement constitutes a connected transaction of the Company for the purposes of Chapter 14A of the Listing Rules.

Given that the applicable Percentage Ratios in respect of the Transaction is more than 0.1% but less than 5%, the Transaction is only subject to the reporting and announcement requirements set out in Rules 14A.45 and 14A.47 of the Listing Rules and is exempt from the independent shareholders' approval requirement under Rule 14A.48 of the Listing Rules.

THE S&P AGREEMENT

Date

30 March 2012

Parties

Vendor : 泰州統一企業有限公司 (Taizhou President Enterprises Co., Ltd.)

The Vendor is an indirect, a wholly-owned subsidiary of the Company in the PRC and its principal business includes the manufacture and sale of PET bottle packaging materials and PET bottled beverage products.

Purchaser : 泰州統實企業有限公司 (Taizhou Ton Yi Industrial Co., Ltd.)

The Purchaser is a wholly-foreign owned enterprise established in Taizhou, the PRC and its principal business includes the manufacture and sale of PET bottle packaging materials.

Assets to be sold

The Machinery and Equipment (which is primarily comprised of one HPET production line, one APET production line, PET blow molding machinery, plastic injection molding equipment and other ancillary office and storage support facilities).

The Machinery and Equipment is mainly used in the manufacture of PET preforms and bottles for the products of the Group.

The original purchase cost (plus tax) in aggregate of the Machinery and Equipment to the Vendor was about RMB230,575,000.

The Vendor will not be held responsible for the quality of any Machinery and Equipment.

Consideration

The initial consideration for the sale of the Machinery and Equipment is RMB220,000,000.

The initial consideration was determined after arm's length negotiations between the parties involved with reference to (i) the valuation as at 31 January 2012 of the machinery and equipment existed on the date of valuation (which represents about 95% of the Machinery and Equipment) conducted by an independent valuer and appraised on a cost plus taxation basis in the amount of RMB207,550,000 and (ii) the estimated value of such machinery or equipment purchased after the date of valuation (that is, 31 January 2012) (which represents about 5% of the Machinery and Equipment) and had taken into account the amounts of tariffs paid, the corresponding value-added tax that may be required to be paid by the Vendor as a result of the sale of the Machinery and Equipment (which the Purchaser has agreed to bear) and depreciation from physical deterioration and functional and economic obsolescence.

It is agreed by the parties to the S&P Agreement that a re-valuation of the Machinery and Equipment will be conducted by an independent valuer prior to completion of the Transaction upon which the consideration will be confirmed or suitably adjusted based on the re-valuation and any the taxation payable on the Machinery and Equipment (if considered appropriate by the parties to the S&P Agreement).

Unless the Vendor agrees otherwise in writing, the consideration for the sale and purchase of the Machinery and Equipment is to be settled by the Purchaser to the Vendor in cash by two instalments (as to 70% within 15 days after the receipt of the debit note issued by the Vendor before 30 April 2012 and the balance of the consideration is to be payable on or before completion of the Transaction).

Completion of the Transaction

The Transaction is to be completed when all applicable legal and customs procedures for the assignment of the Machinery and Equipment (to the extent applicable) have been complied with and the consideration of the Machinery and Equipment has been fully paid by the Purchaser to the Vendor upon which the title to, and all risks of, the Machinery and Equipment will be transferred and vested into the Purchaser.

REASONS FOR AND BENEFITS OF THE TRANSACTION

The Group is principally engaged in the manufacturing and sales of beverage and instant noodles products in the PRC.

The Transaction supports the Company's overall business strategy for the Group: specialization through consolidation and outsourcing. It is the intention of the Company to (i) pursue strategic alliance and operations outsourcing by shifting the PET bottles production process across specialized service providers; and (ii) use more efficiently the Group's resources in the development of the Group's business in the PRC. The Directors are of the belief that the overall arrangement is mutually beneficial in terms of economies of scale, synergy and specialization and is expected to increase the Group's productivity and achieve greater cost competitiveness for its beverage and instant noodles products.

The sale of the Machinery and Equipment (which is mainly used in the manufacture of PET preforms and bottles for the products of the Group) is one of the tactical steps of the Company towards the implementation of the above long-term business strategy.

The Directors (including the independent non-executive Directors) consider that the terms of the Transaction, which are determined after arm's length negotiations between the parties to the S&P Agreement, are on normal commercial terms and are fair and reasonable. The entering into of the Transaction is in the interests of the Company and its shareholders as a whole.

None of the Directors had material interests in the Transaction. Nevertheless and in view of good corporate governance, those Directors (namely, Mr. Kao Chin-Yen, Mr. Lin Chang-Sheng, Mr. Lin Lung-Yi and Mr. Lo Chih-Hsien) who is either a common director of the Company and/or the Vendor and the Purchaser or holds an insignificant, indirect equity interests (less than 2%) in the Purchaser had abstained from voting in the relevant Board resolutions approving the Transaction.

IMPLICATION OF THE LISTING RULES

As UPE (the ultimate controlling shareholder of the Company) is interested in 30% or more of the voting power of the Purchaser, the Purchaser is an associate of UPE and a connected person of the Company. Accordingly, the Transaction contemplated under the S&P Agreement constitutes a connected transaction of the Company for the purposes of Chapter 14A of the Listing Rules.

Given that the applicable Percentage Ratios in respect of the Transaction is more than 0.1% but less than 5%, the Transaction is only subject to the reporting and announcement requirements set out in Rules 14A.45 and 14A.47 of the Listing Rules and is exempt from the independent shareholders' approval requirement under Rule 14A.48 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meaning:

“APET”	aseptic beverage (or PET) bottles
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Uni-President China Holdings Ltd. (統一企業中國控股有限公司), 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
“connected person”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HPET”	hot-filling beverage (or PET) bottles
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Machinery and Equipment”	the machinery and equipment for use mainly in the manufacture of PET preforms and bottles and to be sold by the Vendor to the Purchaser under the S&P Agreement
“Percentage Ratios”	the applicable percentage ratios under Rule 14.07 of the Listing Rules
“PET”	beverage or PET bottles made with polyethylene glycol-teraphthalate (聚對苯二甲酸乙二醇酯)
“PRC”	The People’s Republic of China, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Purchaser”	泰州統實企業有限公司 (Taizhou Ton Yi Industrial Co., Ltd.), the purchaser under the S&P Agreement

“RMB”	Renminbi Yuan, the lawful currency of the PRC
“S&P Agreement”	the sale and purchase agreement dated 30 March 2012 entered into between the Vendor and the Purchaser in relation to the Transaction
“Share(s)”	share(s) of HK\$0.01 each in the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transaction”	the sale and transfer by the Vendor to the Purchaser of the Machinery and Equipment at the consideration and subject to and upon the terms contained in the S&P Agreement
“UPE”	統一企業股份有限公司 (Uni-President Enterprises Corporation*), a limited liability company incorporated under the laws of Taiwan on 25 August 1967 whose common shares were listed on the Taiwan Stock Exchange on 28 December 1987 under the stock code 1216) and the ultimate controlling shareholder of the Company
“Vendor”	泰州統一企業有限公司 (Taizhou President Enterprises Co., Ltd.), an indirect, wholly-owned subsidiary of the Company in the PRC and the vendor under the S&P Agreement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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

Hong Kong, 30 March 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.

* For identification purpose only