

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and is not an offer to sell or the solicitation of an offer to buy securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever. Neither this announcement nor any copy hereof may be taken into or distributed in the United States. The Notes and the securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the Company and management, as well as financial statements. No public offer of securities is to be made by the Company in the United States.



統一企業中國控股有限公司

UNI-PRESIDENT CHINA HOLDINGS LTD.

(an exempted company incorporated in the Cayman Islands with limited liability)

(Stock Code: 220)

PROPOSED CNY DENOMINATED NOTES ISSUE

The Company proposes to conduct an international offering of the Notes to professional institutional investors only. The expected principal amount of the Notes is up to CNY1 billion and the expected term of the Notes is 3 years. As at the date of this announcement, the other terms and conditions of the Notes, including their interest, have yet to be determined.

The completion of the Proposed Notes Issue is subject to market conditions and investors' interest. CTBC Bank Co., Ltd., as the lead manager, is managing the Proposed Notes Issue. Upon finalisation of the terms and conditions of the Proposed Notes Issue, the Company and CTBC Bank Co., Ltd. are expected to enter into a subscription agreement in relation to the Proposed Notes Issue. At the closing of the Proposed Notes Issue, the Company is expected to enter into a trust deed with the Trustee and an agency agreement with the Trustee and the Agents.

The Company currently intends to apply the net proceeds from the issue of the Notes for general working capital purposes.

Application will be made to the GreTai for the listing and trading of the Notes on the GreTai. Listing of the Notes on the GreTai is not to be taken as an indication of the merits of the Notes or the Company.

The Company is offering the Notes only outside of the United States in reliance on Regulation S under the Securities Act. The Notes have not been and will not be registered under the Securities Act. None of the Notes will be offered to the public in Hong Kong or to any connected person of the Company.

As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialize. The completion of the Proposed Notes Issue is subject to market conditions and investors' interest. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.

Further announcement(s) in respect of the Proposed Notes Issue will be made by the Company as and when appropriate.

THE PROPOSED NOTES ISSUE

Introduction

The Company proposes to conduct an international offering of the Notes to professional institutional investors only. The expected principal amount of the Notes is up to CNY1 billion and the expected term of the Notes is 3 years. As at the date of this announcement, the other terms and conditions of the Notes, including their interest, have yet to be determined.

The completion of the Proposed Notes Issue is subject to market conditions and investors' interest. CTBC Bank Co., Ltd., as the lead manager, is managing the Proposed Notes Issue. Upon finalisation of the terms and conditions of the Proposed Notes Issue, the Company and CTBC Bank Co., Ltd. are expected to enter into a subscription agreement in relation to the Proposed Notes Issue. At the closing of the Proposed Notes Issue, the Company is expected to enter into a trust deed with the Trustee and an agency agreement with the Trustee and the Agents.

The Company is offering the Notes only outside of the United States in reliance on Regulation S under the Securities Act. The Notes have not been and will not be registered under the Securities Act. None of the Notes will be offered to the public in Hong Kong or to any connected person of the Company.

Reason for the Proposed Notes Issue

The Directors believe that the Proposed Notes Issue will be beneficial to the Company since it will allow the Company to obtain long-term financing from international investors and to improve its capital structure.

The Company currently intends to apply the net proceeds from the issue of the Notes for general working capital purposes.

Listing

Application will be made to the GreTai for the listing and trading of the Notes on the GreTai. Listing of the Notes on the GreTai is not to be taken as an indication of the merits of the Notes or the Company.

GENERAL

As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialize. The completion of the Proposed Notes Issue is subject to market conditions and investors' interest. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.

Further announcement(s) in respect of the Proposed Notes Issue will be made by the Company as and when appropriate.

DEFINITIONS

| | |
|----------------------------|---|
| “Agents” | The Bank of New York Mellon, London Branch as principal paying agent and transfer agent and The Bank of New York Mellon (Luxembourg) S.A. as registrar |
| “Company” | Uni-president China Holdings Ltd., an exempted company incorporated with limited liability in the Cayman Islands, the issued shares of which are listed on the Main Board of the Hong Kong Stock Exchange |
| “CNY” | the lawful currency of the People’s Republic of China |
| “connected person” | has the meaning ascribed to it under the Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “GreTai” | the GreTai Securities Market of the Republic of China |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Hong Kong Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Listing Rules” | The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited |
| “Notes” | CNY denominated notes to be issued by the Company |
| “PRC” | the People’s Republic of China |
| “Proposed Notes Issue” | the proposed offering of the Notes by the Company |
| “Trustee” | The Bank of New York Mellon, London Branch |
| “Securities Act” | the United States Securities Act of 1933, as amended |
| “U.S.” or “United States” | the United States of America, its territories and possessions and all areas subject to its jurisdiction |

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

Hong Kong, 14 January 2014

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.