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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)**

**PROPOSED CNY DENOMINATED NOTES ISSUE**

The Company proposes to conduct an offering of the Notes to professional investors only. The expected principal amount of the Notes is up to CNY1 billion. 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. A lead manager is managing the Proposed Notes Issue. Upon finalisation of the terms and conditions of the Proposed Notes Issue, the Company and the lead manager 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 of the Proposed Notes Issue and an agency agreement with the trustee and the agents of the Proposed Notes Issue.

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 materialise. 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 offering of the Notes to professional investors only. The expected principal amount of the Notes is up to CNY1 billion. 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. A lead manager is managing the Proposed Notes Issue. Upon finalisation of the terms and conditions of the Proposed Notes Issue, the Company and the lead manager 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 of the Proposed Notes Issue and an agency agreement with the trustee and the agents of the Proposed Notes Issue.

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 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**

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

## DEFINITIONS

“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
“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, 10 August 2014

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