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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)

THIRD AMENDMENT TO FACILITY AGREEMENT WITH SPECIFIC PERFORMANCE COVENANTS

References are made to the announcements of Uni-President China Holdings Ltd. (“**Company**”) dated 15 August 2012, 12 August 2013 and 12 August 2014 (collectively, “**Announcements**”) made pursuant to Rule 13.18 of the Listing Rules. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Announcements.

On 14 August 2015, the Company (as borrower) entered into the third amendment agreement (“**Third Amendment Agreement**”) to the Facility Agreement (as amended and supplemented from time to time) with the original parties thereto, pursuant to which, among other matters, (i) the maturity date of the Facility has been fixed at a date falling 365 days from the date of drawdown under the Third Amendment Agreement; and (ii) the amount of the Facility has been revised from US\$50 million to US\$30 million.

The Facility Agreement (as amended and supplemented from time to time) is also amended by the Third Amendment Agreement that the Company has undertaken to procure Uni-President Enterprises Corporation to ensure its shares shall remain listed on the Taiwan Stock Exchange and shall not be suspended from trading thereon for any period of more than three consecutive trading days. A breach of such undertaking will constitute an event of default under the Facility Agreement and the majority lenders may cancel their commitments of the loan; and/or declare that all or part of the loans, together with accrued interest, and all or any other amounts accrued or outstanding be immediately due and payable.

Save as amended by the Third Amendment Agreement, all other terms of the Facility Agreement (as amended and supplemented from time to time) remain in full force and effect. Therefore, the provision relating to the change in control as set out in the Announcements is still in full force and effect.

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

14 August 2015

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 of the Company; Mr. Su Tsung-Ming as non-executive director of the Company; and Mr. Chen Sun-Te, Mr. Fan Ren-Da, Anthony, and Mr. Lo Peter as independent non-executive directors of the Company.