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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 AMENDMENTS
TO
THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

The board (“**Board**”) of directors (“**Directors**”) of Uni-President China Holdings Limited (“**Company**”, together with its subsidiaries as the “**Group**”) proposes to amend the existing memorandum and articles of association (“**Memorandum and Articles of Association**”) of the Company and to adopt a second amended and restated memorandum and articles of association (“**New Memorandum and Articles of Association**”) of the Company (“**Proposed Amendments**”) in order to bring the Memorandum and Articles of Association in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Rules (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited which took effect on 1 January 2022.

Major changes brought about by the Proposed Amendments are set out below:

1. to modify the definition of “associate” into that of “close associate”, and making corresponding changes to the relevant provisions (including the provision providing that a Director shall not vote on (nor shall he be counted in the quorum) in relation to any Board resolution approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested and the provision in relation to prohibition of loan to Directors);
2. to update the definition of “the Companies Law” to bring it in line with the latest Companies Act of the Cayman Islands (“**Act**”);
3. to update the definition of “Companies Ordinance” to the Companies Ordinance (Cap. 622 of the laws of Hong Kong) as currently in force in Hong Kong, and making corresponding changes to the relevant provisions;
4. to delete the provision in relation to the Company’s purchases of redeemable shares not made through the market or by tender;

5. to clarify that the register of members of the Company may be closed for a period of thirty days in respect of any year and the period of thirty days may be extended for a period in respect of any year if approved by the shareholders of the Company (“**Shareholders**”) by way of an ordinary resolution in that year provided that such period shall not be extended beyond sixty days in any year;
6. to provide that the Company must hold an annual general meeting in each financial year and such annual general meeting must be held within six months after the end of the Company’s financial year;
7. to provide that an annual general meeting of the Company must be called by notice in writing of not less than twenty-one days, while all other general meetings (including an extraordinary general meeting) shall be called by notice in writing of not less than fourteen days but if permitted by the Listing Rules, a general meeting may be called by shorter notice, subject to the Act if it is so agreed under the circumstances set out in the second amended and restated articles of association of the Company;
8. to provide that all Shareholders shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required, by the Listing Rules, or the rules, codes or regulations of any competent regulatory authority, to abstain from voting to approve the matter under consideration;
9. to provide for a Shareholder or a creditor of the Company, who is a clearing house, to appoint representative(s) to attend any general meeting of the Company or any meeting of creditors of the Company (as the case may be), and such representative(s) so appointed shall be entitled to exercise the same rights and powers on behalf of the clearing house;
10. to provide that Directors may participate in any meeting of the Shareholders by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate simultaneously and instantaneously and, such participation shall constitute presence at a meeting as if those participating were present in person;
11. to update the provision governing any loan, guarantee or security to be provided by the Company to a Director or his close associates in accordance with the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), following the modification of the definition of “associate” to “close associate”;
12. to clarify that the Shareholders may approve the appointment of the auditor of the Company who shall hold office until the next general meeting by way of an ordinary resolution;
13. to clarify that remuneration of the Auditors shall be fixed by ordinary resolution at the general meeting at which they are appointed;

14. to provide that a special resolution is required to approve winding up of the Company; and
15. to provide that the financial year end of the Company shall be 31 of December in each year, unless otherwise determined by the Directors.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (“**AGM**”), and will become effective upon the approval by the Shareholders at the AGM.

A circular of the AGM containing, among other matters, details of the Proposed Amendments, together with a notice of the AGM will be despatched to the Shareholders in due course.

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

7 March 2022

As at the date of this announcement, the Board comprised Mr. Lo Chih-Hsien and Mr. Liu Xinhua as executive directors; Mr. Chen Kuo-Hui and Mr. Su Tsung-Ming as non-executive directors; and Mr. Chen Sun-Te, Mr. Chen Johnny, Mr. Fan Ren-Da, Anthony and Mr. Lo Peter as independent non-executive directors.