

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**Meeting**”) of Uni-President China Holdings Ltd. (“**Company**”) will be held at 10:00 a.m. (Hong Kong time) on Friday, 2 June 2023 (and immediately after the annual general meeting of the Company, which is convened to be held on the same day, having been concluded or adjourned) at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

1. “**THAT:**

- (a) the proposed revised estimated maximum aggregate annual transaction value in respect of the continuing connected transactions contemplated under the framework purchase agreement dated 25 March 2020 entered into between the Company and 統一企業股份有限公司 (Uni-President Enterprises Corporation*) (“**2020 Framework Purchase Agreement**”) (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification) for the year ending 31 December 2023 as set out in the circular to the shareholders of the Company dated 10 May 2023 (“**Circular**”) be and is hereby approved; and
- (b) the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorised to take all steps necessary on behalf of the Company whatever he/she/they may, in his/her/their absolute discretion, consider necessary, desirable or expedient for the purpose of, or in connection with, the implementing and/or to giving effect to the proposed revised estimated maximum aggregate annual transaction values in respect of the continuing connected transactions contemplated under the 2020 Framework Purchase Agreement for the year ending 31 December 2023.”

2. “**THAT:**

- (a) the framework purchase agreement dated 8 March 2023 entered into between the Company and 統一企業股份有限公司 (Uni-President Enterprises Corporation*) (“**2023 Framework Purchase Agreement**”) (a copy of which has been produced to the meeting marked “B” and signed by the chairman of the Meeting for the purpose of identification) and the continuing connected transactions contemplated thereunder be and are hereby approved, ratified and confirmed and the proposed estimated maximum aggregate annual transaction values in respect of the continuing connected transactions contemplated under the 2023 Framework Purchase Agreement for the three years ending 31 December 2024, 31 December 2025 and 31 December 2026 as set out in the Circular be and are hereby approved; and
- (b) the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorised to take all steps necessary on behalf of the Company whatever he/she/they may, in his/her/their absolute discretion, consider necessary, desirable or expedient for the purpose of, or in connection with, the implementing and/or to giving effect to the 2023 Framework Purchase Agreement and the continuing connected transactions contemplated thereunder.”

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

10 May 2023

Registered office:
P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Principal place of business in Hong Kong:
Unit 703A, 7/F
Golden Centre
188 Des Voeux Road Central
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person (who must be an individual) as his/her/its proxy to attend and vote instead of him/her/it and a proxy so appointed shall have the same right as the member to speak at the Meeting. A proxy needs not be a member of the Company. A member (whether or not a recognised clearing house) may appoint any number of proxies to attend in his/her/its stead at the Meeting.
2. In the case of joint holders of shares of the Company (“**Shares**”), any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such Shares, or his/her/its proxy, shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer, attorney or other person duly authorised to sign the same, and must be deposited with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) by 10:00 a.m. (Hong Kong time) on Wednesday, 31 May 2023 or not later than 48 hours before the time fixed for holding the adjourned meeting (if any). Completion and return of the form of proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the form of proxy shall be deemed to be revoked.

4. In order to determine the right to attend the Meeting, the register of members of the Company will be closed from Monday, 29 May 2023 to Friday, 2 June 2023 (both days inclusive), during which period no transfer of the Shares will be effected. In order to be qualified for the attendance of the Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Thursday, 25 May 2023.
5. The resolutions will be voted by way of poll as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

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