

IMPORTANT
重要提示

Reference is made to the prospectus issued by Uni-President China Holdings Ltd. (the "Company") dated 3 June 2014 in relation to the Rights Issue (the "Prospectus"). Terms defined in the Prospectus shall bear the same meanings when used herein unless the context otherwise requires. 茲提述統一企業中國控股有限公司（「本公司」）於2014年6月3日就供股發行之招股章程（「招股章程」）。除文義另有指明外，於招股章程中所界定的詞彙與本文件採用者具相同涵義。 IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS PROVISIONAL ALLOTMENT LETTER ("PAL") OR AS TO THE ACTIONS TO BE TAKEN, OR IF YOU HAVE SOLD ALL OR PART OF YOUR SHARES IN THE COMPANY, YOU SHOULD CONSULT A LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER. 閣下如對本暫定配額通知書（「暫定配額通知書」）之任何方面或應採取之行動有任何疑問或如閣下已出售閣下名下全部或部份本公司之股份，應諮詢閣下之持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。 THIS PAL IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING EXCESS APPLICATION FORM ("EAF") WILL EXPIRE AT 4:00 P.M. ON 17 JUNE 2014. 本暫定配額通知書具有價值及可轉讓，務請閣下立即處理。本暫定配額通知書及隨附之額外申請表格（「額外申請表格」）所載之提呈要約於2014年6月17日下午四時正截止。 Dealings in the Shares, the Nil Paid Rights and the Rights Shares may be settled through CCASS and you should consult a licensed securities dealer, bank manager, solicitor, professional accountant and other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests. Existing Shares have been dealt in on an ex-rights basis from 26 May 2014. Dealings in the Nil Paid Rights will take place from 5 June 2014 to 12 June 2014 (both days inclusive). 股份、未繳股款供股權及供股股份之買賣可透過中央結算系統進行交易。閣下應諮詢閣下之持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問，以了解結算安排詳情以及有關安排可能如何影響閣下之權利及權益。自2014年6月26日起，現有股份已按除權基準進行交易，未繳股款供股權將於2014年6月5日至2014年6月12日（首尾兩天包括在內）期間買賣。 Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this PAL, 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 PAL. 香港交易及結算所有限公司、香港聯合交易所有限公司（「聯交所」）及香港中央結算有限公司（「香港結算」）對本文件之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本文件全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。 Subject to the granting of the listing of, and permission to deal in, the Nil Paid Rights and the Rights Shares on the Stock Exchange, and subject to compliance with the stock admission requirements of HKSCC, the Nil Paid Rights and the Rights Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Nil Paid Rights and the Rights Shares on the Stock Exchange or such other date(s) as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the "General Rules of CCASS" and the "CCASS Operational Procedures" in effect from time to time. 於未繳股款供股權及供股股份獲聯交所批准上市及買賣符合香港結算之股份收納規定後，未繳股款供股權及供股股份將獲香港結算納為合資格證券，自未繳股款供股權及供股股份在聯交所各自開始買賣之日或香港結算指定之其他日期起，可在中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易，須於其後第二個交易日於中央結算系統內交收。中央結算系統內之一切活動均須根據不時有效之《中央結算系統一般規則》及《中央結算系統運作程序規則》進行。 SUBJECT TO CERTAIN EXCEPTIONS, NONE OF THIS PAL, THE NIL PAID RIGHTS AND THE RIGHTS SHARES HAVE NOT BEEN OFFERED, SOLD, TAKEN UP, RENOUNCED OR DELIVERED, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES OR ITS TERRITORIES OR POSSESSIONS, CANADA, MALAYSIA, THE NETHERLANDS, THE PRC OR SOUTH AFRICA OR IN ANY OTHER COUNTRY, TERRITORY OR POSSESSION WHERE TO DO SO MAY CONTRAVENE LOCAL SECURITIES LAWS OR REGULATIONS. PERSONS INTO WHOSE POSSESSION THIS DOCUMENT AND/OR ANY OTHER RIGHTS ISSUE DOCUMENTS COME SHOULD INFORM THEMSELVES ABOUT AND OBSERVE ANY SUCH RESTRICTIONS. 除若干例外情況外，本文件不會經直接或間接在美國或其屬地、加拿大、馬來西亞、荷蘭、中國或南非或進行相關契約、出售、接納、放棄或交付開列的任何其他國家、領土或屬地內進行契約、出售、接納、放棄或交付。獲得本文件及／或任何其他供股文件者應自行了解及遵守任何有關限制。



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)
(於開曼群島註冊成立之有限公司)
(Stock Code: 220)
(股份代號：220)

Branch share registrar in Hong Kong:
Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
股份過戶登記處香港分處：
香港中央證券登記有限公司
香港
灣仔皇后大道東183號
合和中心17樓1712-1716號舖

RIGHTS ISSUE OF 719,889,000 RIGHTS SHARES
AT THE SUBSCRIPTION PRICE OF HK\$4.56 PER RIGHTS SHARE ON THE BASIS OF
ONE RIGHTS SHARE FOR EVERY FIVE EXISTING SHARES HELD ON THE RECORD DATE

按於記錄日期每持有5股現有股份獲發1股供股股份之基準，
以每股供股股份4.56港元之認購價
發行719,889,000股供股股份
PAYABLE IN FULL ON ACCEPTANCE
BY NOT LATER THAN 4:00 P.M. ON 17 JUNE 2014
股款須不遲於2014年6月17日下午四時正接納時繳足

Registered Office:
P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands
註冊辦事處：
P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands
3 June 2014
二零一四年六月三日

PROVISIONAL ALLOTMENT LETTER
暫定配額通知書

Name(s) and address of the Qualifying Shareholder(s)
合資格股東姓名及地址

BOX A
甲欄

Total number of Shares registered in your name(s) as at the close of business on 30 May 2014
於2014年5月30日營業時間結束後，登記於閣下名下之股份總數

BOX B
乙欄

Total number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by not later than 4:00 p.m. on 17 June 2014
暫定配發予閣下之供股股份總數，有關股款最遲須於2014年6月17日下午四時正接納時繳足

BOX C
丙欄

Total subscription monies for Rights Shares payable on acceptance in full
於接納時應繳足供股股份之股款

HK\$
港元

Please insert your contact telephone no:
請填上閣下聯絡電話號碼：

A copy of this PAL, together with a copy of the Prospectus and a copy of the EAF have been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of any of these documents. 本暫定配額通知書與招股章程及額外申請表格已遵照《公司條例》第342C條之規定送交香港公司註冊處登記。證券及期貨事務監察委員會及香港公司註冊處處長對任何該等文件之內容概不負責。

The Rights Issue Documents will not be registered under the applicable securities legislation of any jurisdiction other than Hong Kong. No action has been taken to permit a public offering of the Nil Paid Rights or the Rights Shares, other than in Hong Kong, or the distribution of the Rights Issue Documents in any jurisdiction other than Hong Kong. 供股文件將不會根據香港以外任何司法權區之適用證券法例登記。本公司並無辦理任何手續，以獲准在香港以外地區公開發售未繳股款供股權或供股股份，或在香港以外之任何司法權區派發供股文件。 No person receiving any Rights Issue Document in any territory outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares or excess Rights Shares, unless in a territory where such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof. It is the responsibility of anyone outside Hong Kong wishing to accept the provisionally allotted Rights Shares or make an application for excess Rights Shares to satisfy itself/himself/herself/herselves, before acquiring Nil Paid Rights or applying for Rights Shares, as to the observance of the laws and regulations of all relevant territories, including obtaining any governmental or other consents, and to pay any taxes and duties required to be paid in such territory in connection therewith without prejudice to the foregoing. The Company reserves the right to refuse to accept any acceptance of Nil Paid Rights or any application for excess Rights Shares where it believes that doing so would violate applicable securities legislations or other laws or regulations of any jurisdiction. 任何人士如獲香港以外任何地區獲准任何供股文件或暫定配額通知書或額外申請表格，除其在該有關地區可合法呈有有關提呈或申請而毋須辦理任何登記手續或符合該地區之任何法例或其他監管規定，否則不可視作申請供股股份或額外供股股份之提呈要約或邀請。任何身處香港以外地區之人士如有意接納暫定配額之供股股份或申請額外供股股份，在取得未繳股款供股權或申請供股股份前，必須自行遵守有關地區之所有法例及規則，包括在不影響前述者下取得任何政府或其他方面同意及就此繳付該地區規定須繳付之任何稅項及徵費。倘本公司相信接納任何未繳股款供股權或額外供股股份之申請會違反任何司法權區之適用證券法例或其他法例或規則，則本公司保留拒絕接納有關申請之權利。

Each person accepting the provisional allotment specified in this PAL:
• confirms that he/she/it has read the terms and conditions and acceptance procedures set out on the pages attached to this PAL and in the Prospectus and agrees to be bound by them; and
• agrees that this PAL, and the resulting contract, will be governed by and construed in accordance with the laws of Hong Kong.
接納本暫定配額通知書所載之暫定配額之每位人士均：
• 確認其已閱讀本暫定配額通知書所附頁數及供股章程所載之條款及條件以及接納手續，並同意受其約束；及
• 同意本暫定配額通知書及此附屬之合約將受香港法律法例管轄及根據香港法律例詮釋。

TO TAKE UP YOUR RIGHT TO SUBSCRIBE FOR THE RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU IN FULL AS SPECIFIED IN THIS PAL, YOU MUST LODGE THIS PAL, TOGETHER WITH A REMITTANCE IN HONG KONG DOLLARS FOR THE AMOUNT SHOWN IN BOX C ABOVE WITH THE REGISTRAR BY NO LATER THAN 4:00 P.M. ON 17 JUNE 2014, UNLESS OTHERWISE AGREED BY THE COMPANY. ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS AND BY CHEQUE OR CASHIER'S ORDER. CHEQUES MUST BE DRAWN ON AN ACCOUNT WITH, AND CASHIER'S ORDERS MUST BE ISSUED BY A LICENSED BANK IN HONG KONG. ALL SUCH CHEQUES OR CASHIER'S ORDERS MUST BE MADE PAYABLE TO "Uni-President China Holdings Ltd. - PAL" AND MUST BE CROSSED "Account Payee Only". NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCES. 閣下如欲全數接納本暫定配額通知書上所指定閣下應購之供股股份，必須將本文件連同以港元繳付上列附屬所示之款項，於2014年6月17日下午四時正交回過戶處。除這本公司另行同意，所有款項均須以支票或銀行本票由香港轉賬銀行發出。所有該等支票或銀行本票須註明抬頭人為「統一企業中國控股有限公司 - 暫定配額供股」，並須以只准入抬頭人賬戶劃線方式開出。股款將不會獲發收據。 The Rights Issue is conditional upon the fulfillment of the conditions as set out in the section headed "Letter from the Board - 3. Underwriting Arrangements - Conditions of the Rights Issue" in the Prospectus. If any of the conditions of the Rights Issue is not fulfilled, the Rights Issue will not proceed. In addition, the Underwriting Agreement contains provisions entitling the Joint Underwriters by notice in writing to terminate the Underwriting Agreement in accordance with its terms upon the occurrence of certain events. In the event that the Underwriting Agreement does not become unconditional or is terminated in accordance with its terms, the Rights Issue will not proceed. 供股須待供股章程中「董事會函件 - 3. 包銷安排 - 供股之條件」一段所載之條件達成後，方可作實。倘供股之條件未能達成，則供股將不會進行。承銷協議規定，各聯席包銷商有權在若干事件發生後以書面通知終止承銷協議。倘承銷協議未能成為無條件或根據其條款終止，則供股將不會進行。 Any person dealing in Shares up to the date on which all the conditions of the Rights Issue are fulfilled (and up to the Latest Termination Time), and any person dealing in the Nil Paid Rights during the period from 5 June 2014 to 12 June 2014 (both days inclusive) will bear the risk that the Rights Issue may not become unconditional or may not proceed. 截至供股之所有條件達成之日（及該條件之期限）買賣股份之任何人士以及於2014年6月5日至2014年6月12日期間（包括首尾兩日）買賣未繳股款供股權之任何人士將承擔供股未能成為無條件或未能進行之風險。 Any dealing in the Rights Shares or the Nil Paid Rights is at the investor's own risk. If in any doubt, investors are recommended to consult their professional advisers. For the avoidance of doubt, we do not accept any special instruction written on this PAL. 買賣任何供股股份或未繳股款供股權之風險概由投資者自行承擔。投資者如有任何疑問，建議諮詢其專業顧問。為免存疑，本公司將不予處理任何在本暫定配額通知書上的特別書面指示。

Form B**表格乙**

IN THE EVENT OF TRANSFER OF THE RIGHT(S) TO SUBSCRIBE FOR RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT, HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHTS TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

在轉讓認購本文件所指之供股股份之權利時，每宗買賣雙方均須繳付香港從價印花稅。除出售以外，饋贈或轉讓實益權益亦須繳付香港從價印花稅。在登記任何轉讓認購本文件所指之供股股份之權利前，須出示已繳付香港從價印花稅之證明。

FORM OF TRANSFER**轉讓表格**

(To be completed and signed by the Qualifying Shareholder(s) who wish(es) to transfer all of its/his/her/their right(s) to subscribe for the Rights Shares comprised herein and the person(s) to whom the right(s) to subscribe for the Rights Share(s) are being transferred)

(供有意轉讓其全部認購本表格所列供股股份之權利之合資格股東及已獲轉讓可認購供股股份之權利之人士填寫及簽署)

To: The Directors

Uni-President China Holdings Ltd.

致：統一企業中國控股有限公司

列位董事 台照

Dear Sirs,

I/We*, as the Qualifying Shareholders, hereby transfer all of my/our* rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and request you to register the number of Rights Shares mentioned in Box B of Form A in the name(s) of the transferee(s) signing the form below. The transferee(s) agree(s) to accept the same on the terms set out in this PAL and the accompanying Prospectus.

敬啟者：

本人／吾等*，合資格股東謹將本暫定配額通知書所列本人／吾等*認購供股股份之全部權利轉讓予接受此權利之人士並請閣下將表格甲中乙欄所列數目之供股股份登記於簽署本表格的承讓人名下。承讓人同意按照本暫定配額通知書及隨附之供股章程所載之條款接納此等股份。

Existing Shareholder(s) please mark "X" in this box
現有股東請在欄內填上「X」號

To be completed in **BLOCK LETTERS** in **ENGLISH**. Joint transferees should give the address of the first named transferee only.
請用英文大楷填寫。聯名承讓人僅須填寫排名首位之承讓人之地址。

Name of transferee in English 承讓人英文姓名	Family name 姓氏	Other name(s) 名字	Name in Chinese 中文姓名
Name(s) of joint transferees in English (if applicable) 聯名承讓人英文姓名 (如適用)			
Address in English (joint transferees should give the address of the first named transferee only) 英文地址 (聯名承讓人僅須填寫排名 首位之承讓人之地址)			
Occupation 職業			Tel. No. 電話號碼
Dividend instructions 派息指示			
Name and address of bank 銀行名稱及地址			Bank account no. 銀行戶口號碼

Signature(s) of Qualifying Shareholder(s)
(all joint Shareholders must sign)

合資格股東簽署 (所有聯名股東均須簽署)

1. _____
2. _____
3. _____
4. _____

Signature(s) of transferee(s)
(all joint transferee(s) must sign)

承讓人簽署 (所有聯名承讓人均須簽署)

1. _____
2. _____
3. _____
4. _____

Date 日期：_____

Ad valorem stamp duty is payable by the transferor(s) and the transferee(s) if this form is completed.

如已填妥本表格，轉讓人及承讓人須繳納從價印花稅。

* Delete as appropriate

* 刪去不適用者



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)

Date: 3 June 2014

Dear Qualifying Shareholder(s),

Reference is made to the prospectus issued by Uni-President China Holdings Ltd. (the "Company") dated 3 June 2014 in relation to the Rights Issue (the "Prospectus"). Terms defined in the Prospectus shall bear the same meanings when used herein unless the context otherwise requires. In accordance with the terms and subject to the conditions set out in the Prospectus, the Directors have provisionally allotted to you the Rights Shares on the basis of one Rights Share for every five existing Shares registered in your name on the register of members of the Company on the Record Date (i.e., at the close of business on 30 May 2014). Your holding of Shares on the Record Date is set out in Box A and the number of Rights Shares provisionally allotted to you is set out in Box B of this PAL.

Any unsold Rights Shares which would have been allotted to Non-Qualifying Shareholders had they been Qualifying Shareholders, any unsold Rights Shares created by adding together fractions of the Rights Shares, and any Rights Shares provisionally allotted but not validly accepted by Qualifying Shareholders or otherwise subscribed for by renounees or transferees of Nil Paid Rights, will be made available for excess applications by Qualifying Shareholders using the accompanying EAF. The Rights Shares, when allotted and fully paid, will rank *pari passu* in all respects with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of allotment and issue of the Rights Shares, except that holders of the Rights Shares will not be entitled to the Company's final cash dividend of RMB5.092 cents per Share for the financial year ended 31 December 2013 as announced by the Company in the "Announcement of 2013 Final Results" dated 18 March 2014.

The Rights Issue Documents will not be registered under the applicable securities laws of any jurisdiction other than Hong Kong. No action has been taken to permit a public offering of the Nil Paid Rights or the Rights Shares, other than in Hong Kong, or the distribution of the Rights Issue Documents in any jurisdiction other than Hong Kong.

No person receiving any Rights Issue Document in any territory outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares or excess Rights Shares, unless in a territory where such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof. It is the responsibility of anyone outside Hong Kong wishing to take up his/her/its Nil Paid Rights or make an application for excess Rights Shares to satisfy himself/herself/itself/itself, before accepting any Nil Paid Rights or applying for excess Rights Shares, as to the observance of the laws and regulations of all relevant territories, including obtaining any governmental or other consents, and to pay any taxes and duties required to be paid in such territory in connection therewith without prejudice to the foregoing. The Company reserves the right to refuse to permit any Shareholder to take up his/her/its Nil Paid Rights or apply for excess Rights Shares where it believes that doing so would violate applicable securities legislations or other laws or regulations of any jurisdiction.

No provisional allotment of the Rights Shares has been or will be made to Non-Qualifying Shareholders and no PAL or EAF is being sent to them. Arrangements have been made in respect of Non-Qualifying Shareholders, such that the Rights Shares which would otherwise have been provisionally allotted to them have instead been provisionally allotted (in nil-paid form) to J.P. Morgan or its nominee/agent, and will be sold in the market in their nil-paid form as soon as practicable after dealings in the Nil Paid Rights commence if a premium (net of expenses) can be obtained. Proceeds of such sale, less expenses and stamp duty, above HK\$100 will be paid to those Non-Qualifying Shareholders who were registered Shareholders as at the close of business on the Record Date in Hong Kong dollars (pro-rata to their respective shareholdings on the Record Date). The Company will retain individual amounts of HK\$100 or less for the benefit of the Company. Any unsold Nil Paid Rights to which those Non-Qualifying Shareholders who are registered Shareholders as at the close of business on the Record Date would otherwise have been entitled will be available for excess application by Qualifying Shareholders under the EAFs. To the extent reasonably practicable and legally permitted, the Company will send copies of the Prospectus (without the PAL and the EAF) to Non-Qualifying Shareholders whose names appeared on the register of members of the Company at the close of business on the Record Date for information purposes only; provided that the Prospectus shall not be sent to Non-Qualifying Shareholders known by the Company to be resident in the United States.

PROCEDURE FOR ACCEPTANCE AND PAYMENT

To take up your right to subscribe for the Rights Shares provisionally allotted to you in full as specified in this PAL, you must lodge this original PAL in accordance with the instructions herein, together with a remittance for the full amount payable on acceptance, as set out in Box C of Form A, with the Registrar by not later than **4:00 p.m. on 17 June 2014**. This will constitute acceptance of your provisional allotment and entitlement on the terms of this PAL and the Prospectus. All remittances must be made in Hong Kong dollars and by cheque or cashier's order. Cheques must be drawn on an account with, and cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "Uni-President China Holdings Ltd. - PAL" and must be crossed "Account Payee Only". No receipt will be given for such remittances. All enquiries in connection with this PAL should be addressed to the Registrar, Computershare Hong Kong Investor Services Limited (852) 2862 9666. It should be noted that unless this PAL, together with the appropriate remittance, has been lodged with the Registrar by 4:00 p.m. on 17 June 2014, whether by the original allottee or any person in whose favour the rights have been validly transferred, that provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled and such Rights Shares will be available for application under the EAFs by Qualifying Shareholders. The Company may, at its discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

Completion and return of this PAL will constitute a warranty and representation to the Company that all registration, legal and regulatory requirements of all relevant jurisdictions other than Hong Kong in connection with this PAL and any acceptance of it, have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the above warranties and representations. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that doing so would violate the applicable securities legislations or other laws or regulations of any jurisdiction.

SPLITTING

If you wish to accept only part of your provisional allotment or transfer a part of the Nil Paid Rights provisionally allotted to you under this PAL or transfer your Nil Paid Rights to more than one person, the original PAL must be surrendered and lodged for cancellation, together with a covering letter stating clearly the number of split PALs required and the number of Nil Paid Rights to be comprised in each split PAL (which, in aggregate, should be equal to the number of Rights Shares provisionally allotted to you as stated in Box B of Form A), by no later than 4:30 p.m. on 9 June 2014 to the Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, who will then cancel the original PAL and issue new PALs in the denominations required, which will be available for collection at the same place after 9:00 a.m. on the second business day after the surrender of the original PAL.

TRANSFER

If you wish to transfer all of your Nil Paid Rights under this PAL to another person, you must complete and sign the "Form of Transfer" (Form B) and hand the original PAL to the person(s) to or through whom you are transferring your Nil Paid Rights. The transferee(s) must then complete and sign the registration details in this PAL and lodge this PAL intact, together with a remittance for the full amount payable on acceptance as set out in Box C of Form A, with the Registrar by no later than 4:00 p.m. on 17 June 2014. It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of your Nil Paid Rights to the transferee(s) and the acceptance by the transferee(s) of such rights.

The Company reserves the right to refuse to register any transfer in favour of any person in respect of which the Company believes such transfer may violate applicable legal or regulatory requirements.

FRACTIONAL ENTITLEMENTS TO THE RIGHTS SHARES

The Company will not provisionally allot and will not accept application for any fractions of the Rights Shares. No odd-lot matching services will be provided. All fractions of Rights Shares will be aggregated (and rounded down to the nearest whole number). All Nil Paid Rights arising from such aggregation will be provisionally allotted (in nil-paid form) to J.P. Morgan or its nominee/agent, and will be sold in the market for the benefit of the Company if a premium (net of expenses) can be obtained. Any unsold fractions of Rights Shares will be available for excess application by Qualifying Shareholders under the EAFs.

EXCESS RIGHTS SHARES

Qualifying Shareholders may apply, by way of excess application, for (i) any unsold Rights Shares which would have been allotted to Non-Qualifying Shareholders had they been Qualifying Shareholders, (ii) any unsold Rights Shares created by adding together fractions of the Rights Shares, and (iii) any Rights Shares provisionally allotted but not validly accepted by Qualifying Shareholders or otherwise subscribed for by renounees or transferees of Nil Paid Rights. The Directors will allocate any excess Rights Shares at their discretion on a fair and equitable basis and as far as practicable on a pro rata basis by reference to the number of excess Rights Shares applied for under each application. Reference will only be made to the number of excess Rights Shares being applied for, and no reference will be made to Rights Shares comprised in applications under any PAL or the existing number of Shares held by Qualifying Shareholders. If the aggregate number of Rights Shares not taken up by the Qualifying Shareholders under PALs is greater than the aggregate number of excess Rights Shares applied for under EAFs, the Directors will allocate to each Qualifying Shareholder who applies for excess Rights Shares the full number of such excess Rights Shares applied for. No preference will be given to topping up odd lots to whole board lots.

Application for excess Rights Shares can be made only by Qualifying Shareholders. If you wish to apply for excess Rights Shares in addition to your provisional allotment, you must complete and sign an EAF (in accordance with the instructions printed thereon) and lodge the same with a separate remittance for the excess Rights Shares being applied for with the Registrar by no later than 4:00 p.m. on 17 June 2014. All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, and cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "Uni-President China Holdings Ltd. - EAF" and crossed "Account Payee Only". The Company may at its discretion treat an EAF as valid or binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

An EAF is for use only by the person(s) to whom it is addressed and is not transferable.

CHEQUES AND CASHIER'S ORDER

All cheques and cashier's orders will be presented for payment following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of a PAL and/or an EAF together with a cheque or cashier's order will constitute a warranty that the cheque or the cashier's order will be honoured on first presentation. If any cheque or cashier's order accompanying a completed PAL or EAF is dishonoured on first presentation, without prejudice to the other rights of the Company, such PAL or EAF is liable to be rejected, and in that event the relevant provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

SHARE CERTIFICATES AND REFUND CHEQUES

Subject to the fulfilment of the conditions set out in the Rights Issue, it is expected that the certificates for the Rights Shares will be posted by the Registrar to those entitled thereto by ordinary mail at their own risk to their registered addresses on or before 24 June 2014. Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be posted to those entitled by ordinary mail at their own risk on or before 24 June 2014.

You will receive one share certificate for the entitlement to the Rights Shares in full paid form.

QUALIFYING SHAREHOLDERS AND NON-QUALIFYING SHAREHOLDERS

To qualify for the subscription of the Rights Shares, a Shareholder must have been registered as a member of the Company on the Record Date and must not be a Non-Qualifying Shareholder.

Non-Qualifying Shareholders are Overseas Shareholders and Shareholders or Beneficial Owners who are otherwise known by the Company to be residents of places outside Hong Kong and whom the Directors, based on enquiries made by the Directors, consider it necessary or expedient to exclude from the Rights Issue, on account either of the legal restrictions under the laws of the relevant places or the requirements of the relevant regulatory body or stock exchange in those places.

For the purposes of the Rights Issue, the Non-Qualifying Shareholders are:

- (1) Shareholders who are included in the register of members of the Company at the close of business on the Record Date and whose address(es) as shown in such register is/are in any of the Specified Territories, except for those Shareholders who fulfil, to the satisfaction of the Company, the relevant requirements specified in the section headed "Limited categories of persons in the Specified Territories who may be able to take up their Nil Paid Rights to subscribe for the Rights Shares under the Rights Issue" below; and
- (2) any Shareholder(s) or Beneficial Owner(s) at that time who is/are otherwise known by the Company to be resident in any of the Specified Territories, except for those Shareholders who fulfil, to the satisfaction of the Company, the relevant requirements specified in the section headed "Limited categories of persons in the Specified Territories who may be able to take up their Nil Paid Rights to subscribe for the Rights Shares under the Rights Issue" below.

Notwithstanding any other provision in the Rights Issue Documents, the Company reserves the right to permit any Shareholder or Beneficial Owner (including a Shareholder or Beneficial Owner in any of the Specified Territories) to participate in the Rights Issue and take up his/her/its entitlement to Rights Shares if the Company, in its absolute discretion, is satisfied that the transaction in question is exempt from or not subject to the legislation or regulations or requirements giving rise to the restrictions in question. The Company may treat as invalid any acceptance or purported acceptance of the allotment of Rights Shares comprised in, or transfer or purported transfer of, a PAL if it: (a) appears to the Company to have been executed in, or despatched from, any of the Specified Territories in a manner which may involve a breach of the laws of the relevant places or Specified Territories, or the acceptance is otherwise in a manner which may involve a breach of the laws or other regulatory requirements of any jurisdiction, or if it or its agents believe the same may violate any applicable legal or regulatory requirements; or (b) provides an address in any of the Specified Territories for delivery of definitive share certificates for Rights Shares or provides an address for delivery of definitive share certificates in any other jurisdiction outside Hong Kong in which it would violate any applicable legal or regulatory requirements to deliver such certificates.

Receipt of any of the Rights Issue Documents or the crediting of Nil Paid Rights to a stock account in CCASS does not and will not constitute an offer in those jurisdictions where the Directors, based on enquiries made by the Directors, consider it necessary or expedient not to extend the Rights Issue in or any territory in which it would be unlawful to extend the Rights Issue, and, in those circumstances, the Rights Issue Documents must be treated as set for information only and should not be copied or redistributed. Any person (including, without limitation, any agent, custodian, nominee and trustee) who receives a copy of the Prospectus and/or a PAL and/or an EAF or whose stock account in CCASS is credited with Nil Paid Rights should not, in connection with the Rights Issue, distribute or send the same, in, into or from, or transfer Nil Paid Rights to any person in, into or from, any of the Specified Territories or any territory in which it would be unlawful to extend the Rights Issue. If any Rights Issue Document is received by, or Nil Paid Rights are credited to, the stock account in CCASS of any person in any of the Specified Territories or any territory in which it would be unlawful to extend the Rights Issue, he/she should not take up such Nil Paid Rights or transfer the PAL (or apply for any excess Rights Shares under the EAF) or transfer such Nil Paid Rights in CCASS (if applicable) unless such person is able to demonstrate to the satisfaction of the Company or the Company determines at its absolute discretion that such actions would not violate applicable legal or regulatory requirements. Any person (including, without limitation, any custodian, nominee and trustee) who distributes or forwards the Prospectus and/or a PAL and/or an EAF in, into or from any of the Specified Territories (whether under a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of this section.

LIMITED CATEGORIES OF PERSONS IN THE SPECIFIED TERRITORIES WHO MAY BE ABLE TO TAKE UP THEIR NIL PAID RIGHTS TO SUBSCRIBE FOR THE RIGHTS SHARES UNDER THE RIGHTS ISSUE

Notwithstanding what is said in the section headed "Qualifying Shareholders and Non-Qualifying Shareholders" above, the following limited categories of persons in the Specified Territories may be able to take up their rights under the Rights Issue:

- (i) Shareholders and Beneficial Owners in the United States are generally Non-Qualifying Shareholders. However, Shareholders and Beneficial Owners in the United States who the Company reasonably believes are OIBs may be able to take up their Nil Paid Rights and subscribe for the Rights Shares being offered in the Rights Issue in transactions exempt from registration requirements under the US Securities Act, provided that they fulfil the relevant requirements to the satisfaction of the Company; and
- (ii) the Company reserves the absolute discretion in determining whether to allow any participations in the Rights Issue as well as the identity of the persons who may be allowed to participate in any of the Specified Territories. Shareholders and Beneficial Owners in any of the Specified Territories may still participate in the Rights Issue, subject to the Company's absolute discretion, provided that such Shareholders and Beneficial Owners are able to provide the Company with evidence, to the Company's satisfaction, that they fulfil the relevant requirements in the relevant jurisdiction(s).

REPRESENTATIONS AND WARRANTIES

By completing, signing and submitting this PAL, each subscriber of Rights Shares hereby represents and warrants to each of the Company and the Joint Underwriters and to any person acting on their behalf, unless, in their sole discretion, the Company and the Joint Underwriters waive such requirement expressly in writing that:

- (1) he/she/it was a Shareholder as at the Record Date, or he/she/it lawfully acquired or may lawfully acquire the Nil Paid Rights, directly or indirectly, from such a person;
- (2) he/she/it may lawfully be offered, take up, exercise, obtain, subscribe for and receive the Nil Paid Rights and/or the Rights Shares in the jurisdiction in which he/she/it resides or is currently located;
- (3) subject to certain exceptions, he/she/it is not resident or located in, or a citizen of, the United States or any other Specified Territory;
- (4) subject to certain exceptions, he/she/it is not accepting an offer to acquire, take up or exercise the Nil Paid Rights or subscribe for or accept Rights Shares on a non-discretionary basis for a person who is resident or located in, or a citizen of, the United States at the time the instruction to accept was given;
- (5) he/she/it is not doing so for the account of any person who is located in the United States, unless:
 - (a) the instruction to acquire or take up the Nil Paid Rights or to subscribe for or accept Rights Shares was received from a person outside the United States; and
 - (b) the person giving such instruction has confirmed that it (i) has the authority to give such instruction, and (ii) either (x) has investment discretion over such account or (y) is an investment manager or investment company that is acquiring the Rights Shares in an "offshore transaction" within the meaning of Regulation S under the US Securities Act;
- (6) he/she/it is acquiring the Nil Paid Rights and/or the Rights Shares in an "offshore transaction" as defined in Regulation S under the US Securities Act;
- (7) he/she/it has not been offered the Rights Shares by means of any "directed selling efforts" as defined in Regulation S under the US Securities Act;
- (8) he/she/it is not purchasing or taking up the Nil Paid Rights or subscribing for or accepting Rights Shares with a view to the offer, sale, transfer, delivery or distribution, directly or indirectly, of such Nil Paid Rights or Rights Shares into the United States or any other Specified Territory; and
- (9) he/she/it understands that neither the Nil Paid Rights nor the Rights Shares have been or will be registered under the US Securities Act or with any securities regulatory authority of any state, territory, or possession of the United States and the Nil Paid Rights and the Rights Shares are being distributed and offered outside the United States in reliance on Regulation S under the US Securities Act. Consequently he/she/it understands the Nil Paid Rights and the Rights Shares may not be offered, sold, pledged or otherwise transferred in or into the United States, except in reliance on an exemption from, or in transactions not subject to, the registration requirements of the US Securities Act.

Notwithstanding the representations above, the Company may offer the Nil Paid Rights or the Rights Shares in the United States to persons whom the Company reasonably believes to be OIBs in transactions exempt from the registration requirements under the US Securities Act, provided that such persons fulfil the relevant requirements to the satisfaction of the Company. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the above warranties and representations.

GENERAL

Lodgement of this PAL with, where relevant, the form of transfer and nomination purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split PALs and/or the share certificates for Rights Shares.

This PAL and any acceptance of the offer contained in this PAL shall be governed by, and construed in accordance with, the laws of Hong Kong.

Further copies of the Prospectus giving details of the Rights Issue are available from the Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong during normal business hours.

All documents, including refund cheques, will be sent by ordinary mail at the risk of the relevant applicants or other persons entitled thereto. Nil Paid Rights are expected to be traded in board lots of 1,000 (as the existing Shares are currently traded on the Stock Exchange in board lots of 1,000). References in this PAL to time and date are to Hong Kong local time and date unless otherwise stated.

By completing, signing and submitting this PAL, you agree to disclose to the Company and/or the Registrar and their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance provides the holders of securities with rights to ascertain whether the Company or the Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business in Hong Kong at Unit 703A, 7/F Golden Centre, 188 Des Voeux Road Central, Hong Kong, or as notified from time to time in accordance with applicable law, for the attention of the company secretary or (as the case may be) the Registrar.

Yours faithfully,
For and on behalf of
Uni-President China Holdings Ltd.
Lo Chih-Hsien
Chairman



UNI-PRESIDENT CHINA HOLDINGS LTD.

統一企業中國控股有限公司

(於開曼群島註冊成立之有限公司)

(股份代號：220)

敬啟者：

茲提述有關由統一企業中國控股有限公司（「本公司」）發出日期為2014年6月3日供股之供股章程（「**供股章程**」）。除文義另有規定外，供股章程所界定之詞彙在本通知書使用時應具相同涵義。根據供股章程所載之條款及受其條件規限下，董事已向閣下暫定配發供股股份並以其記錄日期（即2014年6月30日營業時間結束時）在本公司之股東名冊上以閣下名義發行之每五股現有股份發一供股股份為基準。閣下於記錄日期持有之股份數目載於本暫定配額通知書甲欄，而閣下獲暫定配發之供股股份數目載於乙欄。

有關不合資格股東倘為合資格股東時原可獲配發之任何未出售供股股份、合併供股股份零碎股而得之任何未出售供股股份、任何已暫定配發惟未獲合資格股東有效接納之供股股份或未繳款供股權之棄權人或承讓人認購之供股股份，可供合資格股東以隨附之額外申請表格申請額外認購。

一經配發並繳足股款，供股股份將與當時已發行之股份在各方面享有同等地位。繳足股款供股股份之持有人將有權收取於配發及發行供股股份之日後所宣派、作出或支付之所有未來股息及分派，惟供股股份持有人將無權享有本公司於日期為2014年6月31日之「2013年末期業績公告」中宣派之本公司截至2013年12月31日止財政年度末期現金股息每股5.092分。

供股文件將不會根據香港以外任何司法權區之適用證券法例登記。本公司並無辦理任何手續，以獲准在香港以外地區公開發售未繳款供股權或供股股份，或在香港以外之任何司法權區派發供股文件。

任何人士如在香港以外任何地區接獲任何供股文件，除非在該有關地區有關於或邀請而毋須辦理任何登記手續或符合該地區之任何法例或其他監管規定，否則不可視作申請供股股份或額外供股股份之要約或邀請，任何身處香港以外地區之人士如有意接納未繳款供股權或申請認購額外供股股份，在接納或未繳款供股權或申請認購額外供股股份前，必須自行遵守所有有關地區之法例及規則，包括在不影響前述者下取得任何政府或其他方面同意及就此繳付該地區必須繳付之任何稅項及徵費。倘本公司相信獲准任何股東接納其未繳款供股權或申請認購額外供股股份會違反任何司法權區之適用證券法例或其他法例或規則，則本公司保留拒絕接納或有關申請之權利。

不合資格股東並無亦將不獲配發供股股份暫定配額，暫定配額通知書或額外申請表格亦不會向彼等寄發。本公司已就原應向不合資格股東暫定配發之供股股份作出安排，以未繳款方式向摩根大通或其代理人／代理暫定配發，並於未繳款供股權開始買賣後，在可行情況下儘快以未繳款的方式於市場出售，惟須取得溢價（扣除開支）。出售該等股份所得款項扣除開支及印花稅後，100港元以上的款項將向記錄日期營業時間結束時成為登記股東的不合資格股東（按於記錄日期後各自之股權比例）以港元分派，惟100港元或以下之款項將撥歸本公司。該等於記錄日期營業時間結束時成為登記股東的不合資格股東原應有權獲得的未售出未繳款供股權將可供合資格股東以額外申請表格額外申請認購。本公司將會在合理可行及法律准許情況下向記錄日期營業時間結束時名列本公司股東名冊之不合資格股東寄發供股章程（不隨附暫定配額通知書及額外申請表格），惟只供彼等參考之用，本公司亦不會向該本公司得悉為居住在美國的不合資格股東交付供股章程。

接納及付款手續

閣下如欲接納全部本暫定配額通知書上所列暫定閣下之供股股份，須按指示將本暫定配額通知書原份連同表格甲內欄所示於接納時須繳付之全部股款，在不遲於**2014年6月17日下午四時正**前送交過戶處。辦妥上述手續即表示閣下已按本暫定配額通知書及供股章程之條款接納暫定配額及享有權。所有股款均須以支票或銀行本票以港元支付。支票及銀行本票須由香港持牌銀行發出，須註明抬頭人為「統一企業中國控股有限公司－暫定配額供股」，並須以劃線「**只准入抬頭人賬戶**」方式開出。繳款將不會獲發收據。所有關於本暫定配額通知書之查詢應致予過戶處，香港中央證券登記有限公司（電話：(852) 2862 8666）。

敬請注意，除非本暫定配額通知書連同適當股款已於2014年6月17日下午四時正前由原獲配發人或任何獲有效轉讓權利認購權之人士送達，否則相關暫定配額及一切有關權利將被視作已遭拒絕而將予註銷，該等供股股份將可供合資格股東透過額外申請表格作出申請。本公司可全權酌情決定暫定配額通知書之有效性，並對自行或由代表遞交表格之人士具約束力（即使該等人士並未依照有關指示填妥表格）。

填妥及交回本暫定配額通知書即表示向本公司作出一項保證及聲明，即其已經或將會就本暫定配額通知書及接納本暫定配額通知書全面遵守香港以外所有有關司法權區之一切登記、法律及監管規定。為免疑生，香港結算及香港中央結算（代理人）有限公司均不受以上保證及聲明所限。倘本公司相信接納任何供股股份之認購申請會違反任何司法權區之適用證券法例或其他法例或規則，則本公司有權拒絕接納有關申請。

分析

閣下欲接納閣下部分暫定配額，或轉讓閣下根據本暫定配額通知書暫定配發予閣下之未繳款供股權之一部份，或轉讓閣下未繳款供股權予一名以上人士，暫定配額通知書原份連同清楚註明所需要之分析暫定配額通知書數目及每份分析暫定配額通知書包含之未繳款供股權數目。倘若未獲合資格股東根據暫定配額通知書內表格甲乙欄所載列予該名持有人之供股股份數目之條件，必須在不遲於2014年6月9日下午四時三十分前，交回及送抵本公司之過戶處，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖，以便註銷原暫定配額通知書及按所要求之數額發出新暫定配額通知書，該等新暫定配額通知書可於閣下交回暫定配額通知書原份後第二個營業日上午九時正後於同一地點領取。

轉讓

閣下如欲轉讓閣下於本暫定配額通知書下之全部未繳款供股權予其他人士，則必須填妥及簽署「轉讓表格」（表格乙），並將本暫定配額通知書原份轉交。閣下之未繳款供股權之承讓人或經手轉讓之人士，承讓人其後須填妥及簽署本暫定配額通知書所載的登記詳情，並將整份本暫定配額通知書連同表格甲內欄所示接納時應付之全部股款於2014年6月17日下午四時正前送交過戶處。敬請留意，於將閣下之未繳款供股權轉讓予受讓人及受讓人接納有關權利時須繳納香港從價印花稅。

倘本公司認為以何人士為受益人之任何轉讓可能違反適用法例或監管規定，則本公司有權拒絕受理該等轉讓登記。

供股股份的碎股

本公司不會暫定配發亦不會接受任何供股股份碎股的申請。本公司不會提供碎股對盤服務。供股股份的所有碎股將予棄集（及下調至最接近的整數）。棄集所產生全數未繳款供股權將以未繳款方式暫定配發予摩根大通或其代理人／代理，並將於市場出售及取得溢價（扣除開支）時就本公司本身利益撥歸本公司所有。任何未售出供股股份碎股將可供合資格股東以額外申請表格額外申請認購。

額外供股股份

合資格股東可以額外申請的方式申請認購：(i)原應向不合資格股東配發的任何未售出供股股份（猶如其為合資格股東）；(ii)透過棄集供股股份碎股產生的任何未售出供股股份，及(iii)暫定配發但不獲合資格股東有效接納或未繳款供股權棄權人或承讓人認購的任何供股股份。

董事將參考各項申請下所申請認購額外供股股份的數目，酌情按公平公允原則，在可行情況下，按比例向合資格股東配發額外供股股份。董事屆時只會參考所申請之額外供股股份數目，及將不會參考於任何暫定配額通知書申請之供股股份或合資格股東所持有之現有股份數目。倘若未獲合資格股東根據暫定配額通知書接納之供股股份總數多於透過額外申請表格申請之額外供股股份總數，董事將會向申請額外供股股份之每名合資格股東分配其可申請之全數額外供股股份。不足一手之零碎股權將不會獲特別優先考慮以補足其至一手完整買賣單位之股權。

申請額外供股股份可由合資格股東作出。倘閣下擬申請認購閣下獲暫定配發以外之額外供股股份，則須填妥及簽署額外申請表格（根據其上市所印的指示）並於2014年6月17日下午四時正前連同所申請額外供股股份的獨立匯款一併遞交過戶處，申請額外供股股份。所有款項均須以港元繳付。支票及銀行本票須由香港持牌銀行發出，註明抬頭人為「統一企業中國控股有限公司－額外供股」，並須以劃線「**只准入抬頭人賬戶**」方式開出。本公司可行使酌情權決定額外申請表格對自行或由代表遞交表格之人士有效及具約束力（即使該等人士並未依照有關指示填妥表格）。

額外申請表格僅供獲寄發有關表格之人士使用及不得轉讓。

支票及匯款本票

全部支票及銀行本票將於收取兌付，而有關款項產生之利息（如有）則將全部撥歸本公司所有。填妥暫定配額通知書及／或額外供股申請表並連同支票或銀行本票一併交回，即表示保證有關支票或銀行本票將於首次兌付時兌現。在不影響本公司其他權利之情況下，倘隨同已填妥之暫定配額通知書或額外申請表格交回之任何支票或銀行本票於首次過戶時不獲兌現，有關暫定配額通知書或額外申請表格將不獲受理，及於此情況下，有關暫定配額及據此賦予之一切權利將被視作已被拒絕而將予註銷。

股票及退款支票

待供股之條件達成後，預期供股股份之股票，將於2014年6月24日或之前由本公司之過戶處以平郵方式寄予有權收取股票之人士之登記地址，郵誤風險概由彼等自行承擔。預期有關全部或部份不獲接納之額外供股股份之申請之退款支票（如有），將於2014年6月24日或之前以平郵方式寄予有權收取退款支票人士，郵誤風險概由彼等自行承擔。

閣下將就繳足股款之供股股份之配額獲發一張股票。

合資格股東及不合資格股東

為符合認購供股股份的資格，股東須於記錄日期登記為本公司股東且屬不合資格股東。不合資格股東指海外股東或據本公司得悉為香港以外地區居民之股東或實益擁有人，且據董事作出查詢，基於有關地區的法例之法律限制或該地區有關監管機構或證券交易所之規定，董事認為無須或不宜向有關股東或實益擁有人提呈供股。就供股而言，不合資格股東為：

- 於記錄日期營業時間結束時名列本公司股東名冊且於該名冊內所示地址位於任何指定地區之股東（惟本公司信納符合下文「指定地區內可接納其於供股中之未繳款供股權以認購供股股份之有限類別人士」一節訂明之有關規定之股東除外）；及
 - 當時據本公司另行得悉為任何指定地區居民之任何股東或實益擁有人（惟本公司信納符合下文「指定地區內可接納其於供股中之未繳款供股權以認購供股股份之有限類別人士」一節訂明之有關規定之股東除外）。
- 不管供股有任何其他規定，倘本公司按其絕對酌情權接納有關交易獲豁免或無須遵守引致有關限制之法例或規則或要求，則本公司有權容許任何股東或實益擁有人（包括任何指定地區之股東或實益擁有人）參與供股及接納其供股股份之配額。倘出現下列情況，本公司可視任何指定地區或實益擁有人之供股股份之配額或聲稱轉讓暫定配額通知書為無效：(a)本公司認為，其為任何指定地區簽立或寄發及接納可能涉及違反有關地方或指定地區之法律，或接納之方式可能涉及違反任何司法權區之法例或其他監管規定，或倘本公司或其代理人相信，上述行為可能違反任何適用法律或監管規定；(b)就交付供股股份正式股票所提供之地址位於任何指定地區，或就交付供股股份正式股票所提供之地址位於香港以外之任何其他司法權區且交付該等股票可能違反任何適用法律或監管規定。

收到任何供股文件或中央結算系統證券賬戶存入未繳款供股權並不（亦將不會）構成在該等司法權區提呈要約，該等司法權區包括董事經查詢後，認為不應當提出供股或提出供股會產生不利的地區，或者提出供股屬違法的地區，該等情況下，供股文件須視為僅供參考處理，亦不應複製或轉發。任何人士（包括但不限於代理人、保管人、代名人及受託人）如收到本供股章程及／或暫定配額通知書及／或額外申請表格或中央結算系統證券賬戶存入未繳款供股權，不應（就供股而言）將其呈、向或由任何指定地區派發或寄發或向任何指定地區之任何人士轉讓未繳款供股權。倘若任何有關地區之任何人士或其代理或代人或收到供股文件或中央結算系統證券賬戶存入未繳款供股權，彼不應接納該未繳款供股權或轉讓暫定配額通知書（或申請認購額外申請表格下任何額外供股股份）或轉讓中央結算系統內之未繳款供股權（如適用），惟有關人士能夠轉讓本公司滿意或本公司酌情決定，有關作為不構成違反適用法律或監管規定，則作別論。任何人士（包括但不限於保管人、代名人及受託人）如將任何供股章程或暫定配額通知書及／或額外申請表格在／或向任何指定地區分派或轉交（無論根據合約或法律責任或其他理由），應促使彼等注意本節內容。

指定地區內可接納其於供股中之未繳款供股權以認購供股股份之有限類別人士

不管上文「合資格股東及不合資格股東」一節如何規定，以下指定地區內之有限類別人士可接納其於供股中之權利：

- 美國股東及實益擁有人一般屬不合資格股東。然而，如本公司合理相信該有關人士之股票及實益擁有人為合資格機構買家，則所涉及及交易可能獲豁免遵守美國證券法的登記規定，該於美國的股東及實益擁有人可能可以接納彼等之未繳款供股權及認購供股股份之供股股份，惟須本公司信納彼等符合相關規定；及
- 本公司保留權利可按其絕對酌情權決定是否准許在指定地區對供股的任何參與以及決定獲准參與的人士身份。任何一個指定地區的股東及實益擁有人仍可按本公司的絕對酌情決定而參與供股，惟該等股東及實益擁有人須能夠向本公司提供證明，使本公司信納彼等符合在相關司法權區的有關規定。

聲明及保證

填妥、簽署及交回本暫定配額通知書，即表示供股股份之每名認購人據此分別向本公司及聯席包銷商及代表彼等行事之任何人士各自作出以下聲明及保證，除非本公司及聯席包銷商全權酌情以書面方式明確決定豁免有關規定：

- 彼於記錄日期為股東，或彼已合法或可合法直接或間接從有關人士取得未繳款供股權；
- 彼可於居住或目前所在司法權區依法獲提呈、接納、行使、取得、認購及收取未繳款供股權及／或供股股份；
- 除若干例外情況之外，彼並非居於或位於美國或任何其他指定地區，或為美國或任何其他指定地區之公民；
- 除若干例外情況之外，彼並非按非全權委託形式給予接納指示時居於或位於美國，或為美國公民之人士收購、接納或行使未繳款供股權或認購或接納供股股份之建議；
- 彼並非代位於美國之任何人士行事，除非：
 - 接到美國以外地區人士之收購或接納未繳款供股權或認購或接納供股股份之指示；及
 - 發出該項指示之人士確認(i)彼有權發出該項指示，及(ii)對該賬戶擁有投資決定權；或(iii)彼為以美國證券法S規例所界定之「離岸交易」方式收購供股股份之投資經理或投資公司；
- 彼乃根據美國證券法S規例所界定之「離岸交易」中收購未繳款供股權及／或供股股份；
- 彼並非以美國證券法S規例所界定之任何「定向銷售行動」方式獲提呈供股股份；
- 彼購買或接納未繳款供股權或認購或接納供股股份之目的並非為直接或間接向美國或任何其他指定地區提呈、出售、轉讓、交付或分派未繳款供股權或供股股份；及
- 彼明白，未繳款供股權及供股股份均無（亦將不會）根據美國證券法或在美國任何州、地區或領地之任何證券監管當局登記，而未繳款供股權及供股股份乃依據美國證券法S規例在美國以外派發及提呈。因此，彼明白，未繳款供股權及供股股份不可在或向美國發售、出售、質押或以其他方式轉讓，惟依據美國證券法登記規定之豁免或在無須遵守美國證券法登記規定之交易除外。

不管上述聲明如何，本公司可於在獲豁免遵守美國證券法的交易中，在美國向本公司合理相信為合資格機構買家之人士提呈未繳款供股權或供股股份，惟須本公司信納該等人士符合相關規定。為免疑生，香港結算及香港中央結算（代理人）有限公司均不受以上保證及聲明所限。

一般事項

將本暫定配額通知書連同（如有關）應已由受讓人簽署之轉讓及提名表格一併交回，即已最終證明交回上述文件之人士有權處理本暫定配額通知書及轉讓及提名表格，並有權收取分拆暫定配額通知書及／或H股供股股份之股票。

本暫定配額通知書及任何接納本暫定配額通知書所載之要約均受香港法例監管，並按其詮釋。

載有供股詳情之供股章程之其他副本，可於一般營業時間於過戶處索取，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

所有文件（包括退款支票）將以平郵方式寄予有關申請人或其他有權收取之人士，郵誤風險概由收件人自行承擔。

預期未繳款供股股份將以1,000股之每手買賣單位進行買賣（現有股份目前以1,000股之每手買賣單位在聯交所進行買賣）。除另有說明者外，本暫定配額通知書內所提及之時間及日期均為香港地方時間及日期。

填妥、簽署及交回本暫定配額通知書，即表示閣下同意向本公司及／或其過戶處及彼等各自之顧問及代理披露個人資料及彼等所需有關閣下或閣下為其利益而接納暫定配發之供股股份之人士之任何資料。（個人資料（私隱）條例）賦予證券持有人權利，可確定本公司或過戶處是否持有其個人資料，索取有關資料之副本及更正任何不準確之資料。根據《個人資料（私隱）條例》，本公司及其過戶處有權就處理任何有關資料要求收取合理費用。有關查詢資料或更正資料或有關政策及慣例以及持有資料種類之資料的所有要求，應寄往本公司之香港主要營業地點（地址為香港德輔道中189號金龍中心7樓703A室）或根據適用法律不時通知之地點並以公司秘書或（視情況而定）過戶處為收件人。

此致
列位合資格股東 台照

代表
統一企業中國控股有限公司
主席
羅智先

日期：2014年6月3日