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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Uni-President China Holdings Ltd. (the “**Company**”) will be held on Thursday, 17 May 2012 at 3:00 p.m. (and immediately after the annual general meeting of the Company convened to be held on the same day shall have been concluded or adjourned) at Falcon Room, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong for the purposes of considering and, if thought fit, passing (with or without modifications), each of the following resolutions (each a “**Resolution**”) as an ordinary resolution of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the entering into of the 2012 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) and the Continuing Connected Transactions contemplated thereunder are hereby approved, ratified and confirmed and the Annual Caps set out in the circular to shareholders of the Company dated 25 April 2012 be and are hereby approved (terms as defined in the circular to the shareholders of the Company dated 25 April 2012 having the same meanings when used in this resolution); and
- (b) the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorized to take all steps necessary on behalf of the Company whatever he or they may, in his/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 2012 Framework Purchase Agreement and the Continuing Connected Transactions contemplated thereunder.”

2. “**THAT:**

- (a) the entering into of the 2012 Framework Sales 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 are hereby approved, ratified and confirmed and the Annual Caps set out in the circular to shareholders of the Company dated 25 April 2012 be and are hereby approved (terms as defined in the circular to the shareholders of the Company dated 25 April 2012 having the same meanings when used in this resolution); and
- (b) the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorized to take all steps necessary on behalf of the Company whatever he or they may, in his/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 2012 Framework Sales Agreement and the Continuing Connected Transactions contemplated thereunder.”

By order of the Board
Uni-President China Holdings Ltd.
LO Chih-Hsien
Chairman

Hong Kong, 25 April 2012

Registered office:
P.O. Box 309 GT
Ugland House
Grand Cayman
KY-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. Any member (who is a holder of two or more shares) of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxy(ies) to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the instrument appointing a proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof, must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting thereof.
3. A form of proxy for use at the Meeting is enclosed with the circular of the Company dated 25 April 2012. Completion and return of the form of proxy shall not preclude any member from attending and voting in person at the Meeting or any adjourned meeting thereof.
4. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint registered holders are present at the Meeting personally or by proxy, then one of the registered holders so present whose name stands first on the register of members of the Company in respect of such share, or his proxy, shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holders in respect thereof.
5. The votes at the Meeting will be taken by poll.

As at the date of this notice, the board of directors of the Company comprised Mr Lo Chih-Hsien and Mr Hou Jung-Lung as executive directors; Mr Kao Chin-Yen, Mr Lin Chang-Sheng, 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.