

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

*This announcement is for information purposes only and is not an offer to sell or the solicitation of an offer to buy securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever. Neither this announcement nor any copy hereof may be taken into or distributed in the United States. The Notes and the securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the Company and management, as well as financial statements. No public offer of securities is to be made by the Company in the United States.*



**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)**

**ISSUE OF CNY500,000,000 3.50% NOTES DUE 2017**

**ISSUE OF CNY500,000,000 3.90% NOTES DUE 2019**

Reference is made to the announcement of the Company dated 10 August 2014 in relation to the proposed issue of the Notes.

The Board is pleased to announce that on 19 August 2014, the Company and CTBC Bank Co., Ltd. entered into a subscription agreement in relation to the issue of the Notes. At the closing of the issue of the Notes, the Company is expected to enter into a trust deed with the Trustee and an agency agreement with the Trustee and the Agents.

The Company currently intends to apply the net proceeds from the issue of the Notes for general working capital purposes.

Application has been made to the GreTai for the listing and trading of the Notes on the GreTai and such permission from GreTai is expected to become effective on or about 28 August 2014. Listing of the Notes on the GreTai is not to be taken as an indication of the merits of the Notes or the Company.

The Company is offering the Notes only outside of the United States in reliance on Regulation S under the Securities Act. The Notes have not been and will not be registered under the Securities Act. None of the Notes will be offered to the public in Hong Kong or to any connected person of the Company.

**The completion of the subscription agreement is subject to certain conditions precedent which may or may not be satisfied and the subscription agreement may be terminated upon the occurrence of certain events.**

## **Introduction**

Reference is made to the announcement of the Company dated 10 August 2014 in relation to the proposed issue of the Notes.

The Board is pleased to announce that on 19 August 2014, the Company and CTBC Bank Co., Ltd. entered into a subscription agreement in relation to the issue of the Notes. At the closing of the issue of the Notes, the Company is expected to enter into a trust deed with the Trustee and an agency agreement with the Trustee and the Agents.

The Company is offering the Notes only outside of the United States in reliance on Regulation S under the Securities Act. The Notes have not been and will not be registered under the Securities Act. None of the Notes will be offered to the public in Hong Kong or to any connected person of the Company.

## **The Subscription Agreement**

### **Date**

19 August 2014

### **Parties**

- (a) the Company;
- (b) CTBC Bank Co., Ltd.

In connection with the issue of the Notes, CTBC Bank Co., Ltd. acts as the lead manager. To the best of the Directors' knowledge, information and belief after having made all the reasonable enquiry, the lead manager is a third party independent of the Company and is not a connected person of the Company.

### **Notes Offered**

Subject to certain conditions to completion as provided in the subscription agreement, the Company will issue the 2017 Notes in the principal amount of CNY500,000,000 which will mature on 28 August 2017 and the 2019 Notes in the principal amount of CNY500,000,000 which will mature on 28 August 2019, unless either of them are earlier redeemed pursuant to the terms thereof.

### **Issue Price**

The issue price of the Notes will be 100% of the principal amount of the Notes.

### **Interest**

The 2017 Notes will bear interest from and including 28 August 2014 at the rate of 3.50% per annum, and the 2019 Notes will bear interest from and including 28 August 2014 at the rate of 3.90% per annum, each payable annually in arrears.

### **Reason for the Notes Issue**

The Directors believe that the issue of the Notes will be beneficial to the Company since it will allow the Company to obtain long-term financing from investors and to improve its capital structure.

The Company currently intends to apply the net proceeds from the issue of the Notes for general working capital purposes.

## Listing

Application has been made to the GreTai for the listing and trading of the Notes on the GreTai and such permission from GreTai is expected to become effective on or about 28 August 2014. Listing of the Notes on the GreTai is not to be taken as an indication of the merits of the Notes or the Company.

## DEFINITIONS

“2017 Notes”	the CNY500,000,000 3.50% notes due 2017
“2019 Notes”	the CNY500,000,000 3.90% notes due 2019
“Agents”	The Bank of New York Mellon, London Branch as principal paying agent and The Bank of New York Mellon (Luxembourg) S.A. as registrar and transfer agent
“Board”	the board of Directors
“Company”	Uni-president China Holdings Ltd., an exempted company incorporated with limited liability in the Cayman Islands, the issued shares of which are listed on the Main Board of the Hong Kong Stock Exchange
“CNY”	the lawful currency of the People’s Republic of China
“connected person”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“GreTai”	the GreTai Securities Market of the Republic of China
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Notes”	the 2017 Notes and the 2019 Notes
“PRC”	the People’s Republic of China
“Trustee”	The Bank of New York Mellon, London Branch
“Securities Act”	the United States Securities Act of 1933, as amended
“U.S.” or “United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction

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

Hong Kong, 27 August 2014

*As at the date of this announcement, the Board comprised Mr Lo Chih-Hsien, Mr Hou Jung-Lung and Mr Chen Kuo-Hui as executive directors; 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.*