
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Uni-President China Holdings Ltd. (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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 GRANT OF GENERAL MANDATES
TO REPURCHASE AND TO ISSUE SHARES
PROPOSED RE-ELECTION OF DIRECTORS**

A notice convening the annual general meeting of the Company to be held at the Chatham Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 27 May 2008 at 2:00 p.m. is set out on pages 15 to 17 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting should you so wish.

* For identification purpose only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles of Association”	the articles of association of the Company (as may be amended from time to time)
“AGM”	the annual general meeting of the Company to be held at the Chatham Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 27 May 2008 at 2:00 p.m.
“AGM Notice”	the notice for convening the AGM as set out on pages 15 to 17 of this circular
“Annual Report”	the annual report of the Company for the year ended 31 December 2007
“Board”	the board of Directors
“Cayman President”	Cayman President Holdings Ltd., a company incorporated in the Cayman Islands and the controlling shareholder of the Company
“Company”	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, the issued Shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	23 April 2008, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice
“PRC”	the People’s Republic of China

DEFINITIONS

“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares, details of which are set out in Ordinary Resolution no. 4
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Share Buyback Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies listed on the main board of the Stock Exchange of their own securities
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to issue, allot and deal with further Shares, details of which are set out in Ordinary Resolution no. 5
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Uni-President”	Uni-President Enterprises Corporation* (統一企業股份有限公司), a limited liability company incorporated under the laws of Taiwan on 25 August 1967 whose common shares were listed on the Taiwan Stock Exchange on 28 December 1987 under the stock code 1216, which is the ultimate controlling shareholder of the Company
“US\$”	United States dollars, the lawful currency of the United States

LETTER FROM THE BOARD



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)

Non-executive Directors:

KAO Chin-Yen
LIN Chang-Sheng
LIN Lung-Yi
SU Tsung-Ming

Executive Directors:

LO Chih-Hsien (*Chairman*)
LIN Wu-Chung (*President*)

Independent non-executive Directors:

CHEN Sun-Te
FAN Ren-Da, Anthony
HWANG Jenn-Tai
YANG Ing-Wuu
LO Peter

Registered Office:

P.O. Box 309 GT
Ugland House
South Church Street
George Town
Grand Cayman
Cayman Islands

Principal Place of

Business in Hong Kong:
Suite 803, Sino Plaza
255-257 Gloucester Road
Causeway Bay
Hong Kong

28 April 2008

To the Shareholders

Dear Sir or Madam,

PROPOSED GRANT OF GENERAL MANDATES TO REPURCHASE AND TO ISSUE SHARES AND PROPOSED RE-ELECTION OF DIRECTORS

INTRODUCTION

At the forthcoming AGM, ordinary resolutions will be proposed to seek Shareholders' approval for, among other things, (i) the granting of the Repurchase Mandate and the Share Issue Mandate to the Directors; and (ii) the re-election of the retiring Directors.

The purpose of this circular is to provide you with information regarding the proposed grant of the Repurchase Mandate and the Share Issue Mandate, the proposed re-election of the retiring Directors, and the notice of AGM.

* For identification purpose only

LETTER FROM THE BOARD

REPURCHASE MANDATE AND SHARE ISSUE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders for the granting to the Directors of the Repurchase Mandate and the Share Issue Mandate.

Repurchase Mandate

At the AGM, an ordinary resolution will be proposed that the Directors be given an unconditional general mandate to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and which is recognised by the SFC and the Stock Exchange for such purpose, of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of approval of the Repurchase Mandate. Details of the Repurchase Mandate are set out in Ordinary Resolution no. 4 of the AGM Notice.

As at the Latest Practicable Date, the Company had an aggregate of 3,599,445,000 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 359,944,500 Shares.

An explanatory statement as required under the Share Buyback Rules, giving certain information regarding the Repurchase mandate, is set out in the appendix to this circular.

Share Issue Mandate

At the AGM, an ordinary resolution will also be proposed that the Directors be given an unconditional general mandate to allot, issue and deal with additional Shares of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of approval of the Share Issue Mandate.

An ordinary resolution will also be proposed to authorise the extension of the Share Issue Mandate by an addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the Repurchase Mandate (if granted).

Subject to the passing of the Ordinary Resolutions for the approval of the Share Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Share Issue Mandate to issue, allot and deal with a maximum of 719,889,000 Shares.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in Ordinary Resolution nos. 5 and 6 of the AGM Notice respectively.

The Repurchase Mandate and the Share Issue Mandate shall continue to be in force during the period from the date of passing of the ordinary resolutions for the approval of the Repurchase Mandate and the Share Issue Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next

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annual general meeting of the Company is required by the Articles of Association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable laws to be held; or (iii) the revocation or variation of the Repurchase Mandate or the Share Issue Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

RE-ELECTION OF DIRECTORS

In accordance with Article 114 of the Articles of Association of the Company, Mr. Kao Chin-Yen, Mr. Lin Lung-Yi, Mr. Su Tsung-Ming, Mr. Lo Chih-Hsien, Mr. Lin Wu-Chung, Mr. Chen Sun-Te, Mr. Fan Ren-Da, Anthony, Mr. Hwang Jenn-Tai, Mr. Yang Ing-Wuu and Mr. Lo Peter shall retire at the AGM and, being eligible, offer themselves for re-election at the AGM.

In accordance with Article 130 of the Articles of Association of the Company, Mr. Lin Chang-Sheng shall retire by rotation at the AGM and, being eligible, offer himself for re-election at the AGM.

Ordinary resolutions will be proposed at the AGM to re-elect each of Mr. Kao Chin-Yen, Mr. Lin Chang-Sheng, Mr. Lin Lung-Yi and Mr. Su Tsung-Ming and to appoint them as non-executive Directors, to re-elect each of Mr. Lo Chih-Hsien and Mr. Lin Wu-Chung and to appoint them as executive Directors, and to re-elect each of Mr. Chen Sun-Te, Mr. Fan Ren-Da, Anthony, Mr. Hwang Jenn-Tai, Mr. Yang Ing-Wuu and Mr. Lo Peter and to appoint them as independent non-executive Directors.

The biographical details of each of the proposed Directors are set out below:

Non-Executive Directors

Mr. KAO Chin-Yen (高 清 愿), aged 78, is our non-executive Director. Mr. Kao joined our Group in August 2007. He joined the Uni-President Group in July 1967 and is currently the chairman and director of Uni-President and a director of 14 members of Uni-President Group (excluding our Group). With over 35 years of experience in the food and beverage industry, Mr. Kao is currently a director of Prince Housing and Development Corp. (太子建設開發(股)公司), Tainan Spinning Co., Ltd. (台南紡織(股份)公司), President Chain Store Corp. (統一超商(股)公司), Ton Yi Industrial Corp. (統一實業(股)公司) and TTET Union Corp. (大統益(股)公司), all of which are listed on the Taiwan Stock Exchange. He obtained a doctorate in Business Administration with honours from National Cheng Kung University in 2001. Mr. Kao Chin-Yen is the father-in-law of Mr. Lo Chih-Hsien.

Mr. LIN Chang-Sheng (林 蒼 生), aged 64, is our non-executive Director. Mr. Lin joined our Group in December 1991. He joined the Uni-President Group in January 1968 and is currently a CEO of Uni-President Group and a director of 62 members of the Uni-President Group (excluding our Group). He has over 35 years of experience in the food and beverage industry. Mr. Lin is currently a director of Tong Ren Corp. Limited (統仁實業股份有限公司) and each of our PRC subsidiaries. He is also the director of President Chain Store Corp., Ton Yi Industrial Corp., Prince Housing and Development Corp., TTET Union Corp., Uni-President and Kang Na

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Hsiung Enterprise Co., Ltd. (康那香企業股份有限公司), all of which are listed on the Taiwan Stock Exchange. Mr. Lin graduated from National Cheng Kung University with a bachelor's degree in Electronic Engineering.

Mr. LIN Lung-Yi (林隆義), aged 64, is our non-executive Director. Mr. Lin joined our Group in December 1991. He is currently a director of each of our PRC subsidiaries. He joined the Uni-President Group in March 1971 and has over 36 years of experience in financial and accounting management. Mr. Lin is currently the Vice CEO of Uni-President Group and a director of 40 members of the Uni-President Group (excluding our Group). He is also the director of Prince Housing and Development Corp., Ton Yi Industrial Corp., and President Chain Store Corp., all of which are listed on the Taiwan Stock Exchange. Mr. Lin graduated from National Cheng Kung University with a bachelor's degree in accounting and statistics.

Mr. SU Tsung-Ming (蘇崇銘), aged 50, is our non-executive Director. Mr. Su joined our Group in August 2007. He joined the Uni-President Group in August 2000, and is currently the vice-president of Uni-President and a director of six members of the Uni-President Group (excluding our Group). Mr. Su is currently a director of President Chain Store Corp., which is listed on the Taiwan Stock Exchange. He has over 22 years of experience in banking and financial management. Before joining the Uni-President Group, he was the vice-president of the Taipei branch of Citibank. Mr. Su was the financial specialist of Seibu Department Store in Tokyo in 1988 and the senior specialist of Nortel Networks Asia/Pacific in Tokyo in 1990. Mr. Su holds a Master of Business Administration degree from the University of Iowa.

Executive Directors

Mr. LO Chih-Hsien (alias LO, Alex C.) (羅智先), aged 51, is our chairman and executive Director. Mr. Lo joined our Group in September 1998 and is responsible for overall strategic planning and management of our Group. Except for Sichuan Hongtong Commercial Trading Co., Ltd., he is currently a director of each (四川弘通商貿有限責任公司) of our PRC subsidiaries. He is also a director of Yantai North Andre Juice Co., Ltd. (煙台北方安德利果汁股份有限公司). He has over 21 years of experience in the food and beverage industry. Mr. Lo is a director of President Chain Store Corp., Tait Marketing & Distribution Co., Ltd (德記洋行(股)公司) and Ton Yi Industrial Corp., all of which are listed on the Taiwan Stock Exchange. He is also the president of Uni-President and a director of 43 members of the Uni-President Group (excluding our Group). Mr. Lo was awarded a Master's Degree in Business Administration from the University of California, Los Angeles, U.S.A. in 1993. He is the son-in-law of Mr. Kao Chin-Yen.

Mr. LIN Wu-Chung (林武忠), aged 56, is our president and executive Director. Mr. Lin joined our Group in August 1995 and is primarily responsible for business management. He joined the Uni-President Group in January 1978 and has over 29 years of experience in beverage and instant noodle businesses. He was the head of Uni-President's beverages department from 1991 to July 1995. He has been appointed as the director of President Enterprises (China) Investment Co. Ltd. (統一企業(中國)投資有限公司) since 2004 and the general manager of President Enterprises (China) Investment Co., Ltd. since 2005. He was also appointed as the general manager of Tong Ren Corp. Limited in 2007. Except for

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Nanchang President Enterprises Co., Ltd. (南昌統一企業有限公司), he is currently a director of Tong Ren Corp. Limited and each of our PRC subsidiaries. He is also a director of Beijing President Kirin Beverage Corporation (北京統一麒麟飲料有限公司) and Heilongjiang Wondersun Dairy Co., Ltd. (黑龍江省完達山乳業股份有限公司). Mr. Lin graduated from Tamkang University with a bachelor's degree in international trade in 1975.

Independent Non-executive Directors

Mr. CHEN Sun-Te (陳聖德), aged 53, was appointed as our independent non-executive Director in August 2007. He has over 25 years of experience in the banking and financial industry. He is currently the president of North Asia and Greater China of Fullerton Financial Holdings Pte. Ltd. and an independent director of China Shenhua Group Co., Ltd. Prior to that, Mr. Chen served as the president of Chinatrust Financial Holdings Co., Ltd. in 2005, the chairman of Chinatrust Securities Co., Ltd. between 2003 and 2005, the country officer and country head of the corporate bank in Taiwan of Citigroup between 2001 and 2003, and the regional head of financial market in Asia Pacific of Citigroup between 1998 and 2001. He gained extensive financial management experience from various positions held with Citibank and Citigroup and has acquired general knowledge about the food and beverage industry through dealing with clients from that industry. Mr. Chen holds a Master's degree in Business Administration from University of Missouri and a bachelor's degree in political science from National Chengchi University.

Mr. FAN Ren-Da, Anthony (范仁達), aged 47, was appointed as our independent non-executive Director in August 2007 and is currently a PhD candidate at Shanghai Jiao Tung University. He holds a Master's Degree in Business Administration from the United States of America. Mr. Fan has over 12 years of experience in corporate finance, business management, corporate restructuring, mergers and acquisitions and venture capital. He is currently the chairman and managing director of Asialink Capital Limited and an independent non-executive director of CITIC Resources Holdings Limited, a company listed on the Hong Kong Stock Exchange. He is also an independent non-executive director and a member of the audit committee, nomination committee and remuneration committee of Raymond Industrial Ltd, which is also a company listed on the Hong Kong Stock Exchange. Mr. Fan was an independent non-executive director of Roly International Holdings Limited from July 2002 to August 2007, a company which was voluntarily delisted from the Singapore Exchange Securities Trading Limited in April 2007. He is a member of the All-China Federation of Industry and Commerce. He has previously held senior positions with various international financial institutions and has gained extensive experience in reviewing and analysing financial statements of public and private companies from these positions.

Mr. HWANG Jenn-Tai (黃鎮台), aged 59, was appointed as our independent non-executive Director in August 2007. He holds a Ph.D. in chemical physics from Columbia University and a bachelor's degree in chemistry from National Taiwan University. He is currently a professor at Feng Chia University. Prior to this, Mr. Hwang was Minister of National Science Council, Executive Yuan (行政院國家科學委員會), President of Feng Chia University, Vice Minister of Ministry of Education (教育部) and President of Chinese Chemical Society (中國化學會), President of National Tsing-Hua University.

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Mr. YANG Ing-Wuu (楊英武), aged 63, was appointed as an independent non-executive Director in November 2007. He holds a Bachelor and a Masters degree in Law from National Chengchi University. Mr. Yang is currently the secretary general of Taiwan Vegetable Oil Manufacturers Association (台灣區植物油製煉工業同業公會) and the Executive Counsel of Guangda Cereals Joint Stock Limited Company (光大穀物股份有限公司). Prior to this, Mr. Yang was the executive director of Taiwan Soya Bean Importers Joint Committee (台灣區進口黃豆聯合工作委員會), the chairman of the board of Huanguo International Trade Company (環國國際貿易公司), the secretary general of General Chamber of Commerce of Taiwan, the secretary general of China Food Industry Competitiveness Enhancement Association (中華食品產業競爭策進會) and a part-time lecturer at Chihlee Institute of Commerce and Shih Hsin University. Mr. Yang has over 32 years' experience in the food industry and 3 years' experience in the beverage industry.

Mr. LO, Peter (路嘉星), aged 52, was appointed as our independent non-executive Director in November 2007. He is currently a director of China Enterprise Capital Limited and the chairman and an executive director of Wealthmark International (Holdings) Ltd (a company which was previously engaging in the production and sale of handbags, accessories and dairy products and has recently started its ethanol business), a company listed on the Hong Kong Stock Exchange. Mr. Lo is also an independent non-executive director of Ajisen (China) Holdings Ltd (a company engaging in the operating of a large chain of ramen noodle restaurants across the PRC, Hong Kong and Macau) and China Infrastructure Machinery Holdings Ltd, both of which are listed on the Hong Kong Stock Exchange. Mr. Lo was the chief executive officer and an executive director of Harbin Brewery Group Limited (a company engaging in the production and distribution of beer) from 1998 to 2004. From 1994 to 1997, Mr. Lo was the deputy general manager and a director of Acheng Relay Company Limited, a company listed on the Shenzhen Stock Exchange. Mr. Lo holds a bachelor's degree in Mathematical Economics and Econometrics from the London School of Economics and Political Science and is a member of the China People's Consultative Conference of Harbin City.

Each of the executive Directors, Mr. Lo Chih-Hsien and Mr. Lin Wu-Chung, has entered into an executive service agreement with the Company with a term of three years commencing on 23 November 2007. Each of the non-executive Directors and independent non-executive Directors has signed an appointment letter with the Company with a term of three years. Each of Mr. Kao Chin-Yen, Mr. Lin Lung-Yi and Mr. Su Tsung-Ming commenced his term as a non-executive Director on 8 August 2007. Mr. Lin Chang-Sheng commenced his term as a non-executive Director on 4 July 2007. Each of Mr. Chen Sun-Te, Mr. Fan Ren-Da, Anthony and Mr. Hwang Jenn-Tai commenced his term as an independent non-executive Director on 9 August 2007. Each of Mr. Yang Ing-Wuu and Mr. Lo Peter commenced his term as an independent non-executive Director on 14 November 2007. None of the proposed Directors has entered into any service contract with the Company which does not expire within three years or which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation (other than statutory compensation).

Mr. Kao Chin-Yen, Mr. Lin Chang-Sheng, Mr. Lin Lung-Yi and Mr. Su Tsung-Ming will receive an annual remuneration of US\$13,000, US\$11,000, US\$11,000 and US\$6,000 respectively. Mr. Lo Chih-Hsien and Mr. Lin Wu-Chung will be entitled to an annual

LETTER FROM THE BOARD

remuneration (including salary) of US\$56,000 and US\$117,000, respectively, and will also be entitled to an end of year payment and a discretionary bonus in accordance with the Company policy from time to time. Each of Mr. Chen Sun-Te, Mr. Fan Ren-Da, Anthony, Mr. Hwang Jenn-Tai, Mr. Yang Ing-Wuu and Mr. Lo Peter will receive an annual remuneration of US\$30,000 as independent non-executive Directors. The remuneration of each of the proposed Directors has been determined with reference to their duties, responsibilities and experience, and to prevailing market conditions.

Except as disclosed in the biographical details above, none of the above proposed Directors has held any other directorships in any listed public companies in the last three years.

Save as disclosed above, as of the Latest Practicable Date, none of the above proposed Directors has any interests in the shares of the Company within the meaning of Part XV of the SFO and none of them is connected with any directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed herein, there are no other matters relating to the re-election of the Directors that need to be brought to the attention of the shareholders of the Company nor there is any information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

AGM

A notice convening the AGM to be held at the Chatham Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 27 May 2008 at 2:00 p.m. is set out on pages 15 to 17 of this circular. At the AGM, ordinary resolutions will be proposed to approve, among other things, the proposed grant of the Repurchase Mandate and the Share Issue Mandate and the proposed re-election of the retiring Directors.

The register of members of the Company will be closed from 24 May 2008 to 27 May 2008 (both days inclusive) in order to determine the entitlement of Shareholders to attend the AGM, during which period no transfer of Shares will be effected. In order to be entitled to attend the AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on 23 May 2008.

ACTIONS TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours

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before the time appointed for holding the AGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

PROCEDURES FOR DEMANDING A POLL AT THE AGM

According to the Articles of Association of the Company, a poll may be demanded by:

- (a) the Chairman of the meeting; or
- (b) at least five members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and entitled to vote; or
- (c) any member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
- (d) any member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

A poll shall be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was required or demanded as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is earlier.

RECOMMENDATION

The Directors consider the proposed grant of the Repurchase Mandate and the Share Issue Mandate and the proposed re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant Ordinary Resolutions to be proposed at the AGM.

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FURTHER INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

Yours faithfully
By Order of the Board
Lo Chih-Hsien
Chairman

1. LISTING RULES

The Listing Rules permit listed companies to repurchase their own shares on the Stock Exchange or any other stock exchange on which their shares may be listed and which is recognised by the SFC and the Stock Exchange for such purpose, subject to certain restrictions. This appendix serves as an explanatory statement, as required by the Share Buyback Rules to be sent to Shareholders in connection with the proposed grant of the Repurchase Mandate, to provide the requisite information to Shareholders for their consideration of the Repurchase Mandate.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

3. SHARE CAPITAL

As at the Latest Practicable Date, the Company had an aggregate of 3,599,445,000 Shares in issue. Subject to the passing of the Ordinary Resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 359,944,500 Shares, representing not more than 10% of the issued share capital of the Company as at the date of the AGM.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. It is proposed that repurchases of Shares under the Repurchase Mandate in these circumstances would be financed by available cash flow or working capital facilities of the Group. The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements of the Group for the year ended 31 December 2007 contained in the Annual Report) in the event that the Repurchase Mandate is exercised in full at any time during the period within which the Repurchase Mandate can be exercised. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the

circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices during the period from the date on which the Shares commenced trading on the Stock Exchange until the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2007		
December (from and including 17 December 2007)	6.76	3.97
2008		
January	7.08	3.81
February	5.20	4.03
March	4.78	3.40
April (up to and including the Latest Practicable Date)	4.15	3.93

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE IMPLICATION

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register maintained by the Company under section 336 of the SFO, Uni-President and Cayman President Holdings Ltd. ("**Cayman President**") were both interested in 2,645,090,000 Shares, representing approximately 73.49% of the issued share capital of the Company. Based on such interest and in the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Mandate, the interest of Uni-President, Cayman President and parties acting in concert with it would be increased to approximately 81.65% of the reduced issued share capital of the Company immediately after the exercise in full of the Repurchase Mandate. The public float for the Shares will then be approximately 18.35%, which is below the minimum public float of 25% as required under Rule 8.08 of the Listing Rules.

Although exercise in full of the Repurchase Mandate will not result in Uni-President or Cayman President becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code, the Company will not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%. In exercising the Repurchase Mandate (whether in full or otherwise), the Directors will ensure the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of public float.

The Directors are not aware of any consequences which may arise under the Takeovers Code if the Repurchase Mandate is exercised in full.

8. GENERAL

No connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company, nor have any undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders at the AGM and exercised.

None of the Directors and, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) have any present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders and exercised.

9. SHARE PURCHASES MADE BY THE COMPANY

The Company had not purchased any Shares (whether on the Stock Exchange or otherwise) during the last six months immediately preceding the Latest Practicable Date.

NOTICE OF AGM



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Uni-President China Holdings Ltd. will be held on 27 May 2008 at 2:00 p.m. in the Chatham Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the following purposes:

As Ordinary Business:

1. To receive and consider the audited financial statements and the Reports of the Directors and Auditors of the Company and its subsidiaries for the year ended 31 December 2007.
2. To re-elect Directors.
3. To re-appoint Auditors and authorise the Directors to fix their remuneration.

And as Special Business, to consider and, if thought fit, to pass the following as ordinary resolutions:

ORDINARY RESOLUTIONS

4. **“THAT:**
 - (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to purchase shares of HK\$0.01 each in the capital of the Company including any form of depositary receipt representing the right to receive such shares (“Shares”) be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of Shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange on which securities of the Company may be listed and which is recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited pursuant to the approval in paragraph (a) above shall not exceed or represent more than 10 per cent. of

* For identification purpose only

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the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly;

- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
 - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”

- 5. **“THAT** a general mandate be and is hereby unconditionally given to the Directors to exercise full powers of the Company to allot, issue and deal with additional shares in the Company (including the making and granting of offers, agreements and options which might require shares to be allotted, whether during the continuance of such mandate or thereafter) provided that, otherwise than pursuant to (i) a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares; (ii) the exercise of options granted under any share option scheme adopted by the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend in accordance with the Articles of Association of the Company, the aggregate nominal amount of the shares allotted shall not exceed the aggregate of:
 - (a) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, plus
 - (b) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution).

Such mandate shall expire at the earlier of:

- (1) the conclusion of the next annual general meeting of the Company; or
- (2) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or

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- (3) the date of any revocation or variation of the mandate given under this Resolution by ordinary resolution of the shareholders of the Company at a general meeting.”
6. “**THAT** the Directors be and are hereby authorised to exercise the powers of the Company referred to in the resolution set out in item 5 in the notice of this meeting in respect of the share capital of the Company referred to in paragraph (b) of such resolution.”

By order of the Board
Chan Pei Cheong, Andy
Company Secretary

28 April 2008

Notes:

- 1 Any member entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies (for member holding two or more Shares) to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
- 2 In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no less than 48 hours before the time for holding the above Meeting. Completion and return of a form of proxy will not preclude a member from attending and voting in person if he is subsequently able to be present.
- 3 The register of members of the Company will be closed from 24 May 2008 to 27 May 2008 (both days inclusive) in order to determine the entitlement of shareholders to attend the above Meeting, during which period no transfer of shares in the Company will be effected. In order to be entitled to attend the above Meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on 23 May 2008.

As at the date of this announcement, the executive Directors are Mr. Lo Chih-Hsien and Mr. Lin Wu-Chung; the non-executive Directors are Mr. Kao Chin-Yen, Mr. Lin Chang-Sheng, Mr. Lin Lung-Yi and Mr. Su Tsung-Ming; and the independent non-executive Directors are Mr. Chen Sun-Te, Mr. Fan Ren-Da, Anthony, Mr. Hwang Jenn-Tai, Mr. Yang Ing-Wuu and Mr. Lo Peter.