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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)**

## **ESTABLISHMENT OF JOINT VENTURE COMPANY IN SHANDONG**

The board of directors of Uni-President China Holdings Ltd. (the “**Company**”) is pleased to announce that on 6 February 2009, the Company entered into a memorandum of understanding (the “**MOU**”) with Yantai North Andre Juice Co., Ltd. (“**Andre Juice**”) for the formation of a joint venture company in Shandong, the PRC (the “**Joint Venture Company**”) to engage in the production of beverage products for the Company and other third parties.

The MOU is not legally binding and the establishment of the Joint Venture Company is still subject to the obtaining of the necessary internal approvals of the Company and Andre Juice and the entering into of final agreement. Upon establishment, the Joint Venture Company will be owned as to 50% by each of Andre Juice and the Company (through its wholly-owned subsidiary). Andre Juice and the Company will each contribute RMB50 million to the registered capital of the Joint Venture Company. Andre Juice will also transfer certain land use rights to the Joint Venture Company.

The Company is one of the leading manufacturers of beverages and instant noodles in the PRC. Andre Juice is a joint stock limited company incorporated in the PRC and its H-shares are listed on the GEM board of The Stock Exchange of Hong Kong Limited. The principal activities of Andre Juice are manufacturing and sale of apple juice concentrate, pear juice concentrate, apple essence, feedstuff and related products.

As at the date of this announcement, the Company holds 186,329,594 domestic shares and 2,370,000 H-shares of Andre Juice, representing approximately 4.37% and 0.06%, respectively, of the total issued share capital of Andre Juice. In addition, the Company has agreed on 12 December 2008 to acquire an aggregate of 451,130,807 domestic shares of Andre Juice, representing approximately 10.58% of the total issued share capital in Andre Juice (the “**Acquisition**”). The Acquisition has not been completed as at the date of this announcement. Upon completion of the Acquisition, the Company will have an aggregate interest of approximately 15.00% in the total issued share capital of Andre Juice. Details of the Acquisition are set out in the announcement of the Company dated 12 December 2008. Save as disclosed

above, to the best of the directors' knowledge, information and belief having made all reasonable enquiry, Andre Juice and the ultimate beneficial owner of Andre Juice are third parties independent of the Company and connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")) of the Company.

The establishment of the Joint Venture Company does not constitute a notifiable transaction for the Company under the Listing Rules. This announcement is made for information of Shareholders and other investors only.

**The discussions between the Company and Andre Juice regarding the establishment of the Joint Venture Company are at a preliminary stage which may or may not lead to final agreement. Shareholders and potential investors are cautioned to exercise care in dealing in the shares of the Company.**

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

*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.*

Hong Kong, 6 February 2009

\* *For identification purpose only*