



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)

PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting to be held at 10:00 a.m. (Hong Kong time) on Friday, 2 June 2023 (and immediately after the annual general meeting of the Company, which is convened to be held on the same day, having been concluded or adjourned) at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong (or any adjournment thereof)

I/We ^(note a) _____
of _____
being the registered holder(s) of _____ share(s) ^(note b) of HK\$0.01 each
in the capital of Uni-President China Holdings Ltd. (“Company”) hereby appoint the Chairman of the extraordinary general meeting of the Company
 (“Meeting”) or _____
of _____
to act as my/our proxy ^(note c) to attend for me/us at the Meeting to be held at 10:00 a.m. (Hong Kong time) on Friday, 2 June 2023 (and immediately after the annual general meeting of the Company, which is convened to be held on the same day, having been concluded or adjourned) at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice (“Notice”) convening the Meeting and at the Meeting (or any adjournment thereof) to vote on my/our behalf and in my/our name(s) in respect of the said resolutions as indicated below or, if no indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ^(note d)	AGAINST ^(note d)
1.	To approve the proposed revised estimated maximum aggregate annual transaction value in respect of the continuing connected transactions contemplated under the framework purchase agreement dated 25 March 2020 entered into between the Company and 統一企業股份有限公司 (Uni-President Enterprises Corporation*) (“UPE”) for the year ending 31 December 2023		
2.	To approve, ratify and confirm the framework purchase agreement dated 8 March 2023 entered into between the Company and UPE (“2023 Framework Purchase Agreement”) and the continuing connected transactions contemplated thereunder and to approve the proposed estimated maximum aggregate annual transaction values in respect of the continuing connected transactions contemplated under the 2023 Framework Purchase Agreement for the three years ending 31 December 2024, 31 December 2025 and 31 December 2026		

Date this _____ day of _____, 2023.

Shareholder’s signature _____ ^(notes e, f, g, h and i)

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITAL LETTERS**. The names of all joint registered holders should be stated.
- Please insert the number of shares in the Company (“Shares”) registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint a person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the extraordinary general meeting of the Company (“Meeting”) or” and insert the name and address of the person appointed in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any of the resolutions set out above, please tick (“✓”) the boxes marked “Against”. If the form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the Notice.
- Where there are joint registered holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Share shall alone be entitled to vote in respect thereof.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notariarily certified copy of such power or authority must be deposited at the office of the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 10:00 a.m. (Hong Kong time) on Wednesday, 31 May 2023 or not less than 48 hours before the time appointed for holding the adjourned meeting (if any).
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) if you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.
- Any alteration made to this form of proxy should be initialled by the person who signs the form.**