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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 advisers.

**If you have sold or transferred** all your shares in **Yantai North Andre Juice Co., Ltd.\*** (烟台北方安德利果汁股份有限公司), you should at once hand this circular and the enclosed form of proxy and reply slip to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**烟台北方安德利果汁股份有限公司**

**Yantai North Andre Juice Co., Ltd.\***

*(a joint stock limited company incorporated in the People's Republic of China)*

**(Stock code : 02218)**

- (1) PROPOSED EXTENSION OF VALIDITY PERIOD OF THE PROPOSED  
ISSUE OF A SHARES AND RELATED MATTERS  
INCLUDING EXTENSION OF VALIDITY PERIOD OF THE AUTHORIZATION  
TO THE BOARD TO DEAL WITH MATTERS RELATING TO THE  
PROPOSED ISSUE OF A SHARES;**
- (2) PROPOSED AMENDMENTS TO THE ARTICLES (DRAFT);**
- (3) RESIGNATION OF DIRECTOR, PROPOSED RE-ELECTION OF  
DIRECTORS AND SUPERVISORS AND PROPOSED APPOINTMENT OF  
DIRECTOR;**
- (4) DISTRIBUTION OF FINAL DIVIDEND;**
- (5) AMENDMENTS TO RULES OF PROCEDURE FOR GENERAL MEETINGS  
OF THE COMPANY; AND**
- (6) NOTICES OF ANNUAL GENERAL MEETING AND CLASS MEETINGS**

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The notices convening the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and Non-listed Foreign Shares and the Class Meeting for Holders of H Shares to be held at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC on Wednesday, 26 June 2019 are set out on pages 26 to 34 of this circular.

Whether or not you are able to attend the respective meetings, you are strongly urged to complete and sign the enclosed forms of proxy in accordance with the instructions printed thereon. For H Shareholders, please return it to the Company's H Share registrar, Tricor Tengis Limited at 22nd Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; and for Domestic Shareholders and Non-listed Foreign Shareholders, the form of proxy shall be delivered to the registered office of the Company at No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC as soon as possible but in any event not later than 24 hours before the time appointed for the holding of the relevant meeting(s) or any adjourned meeting(s) (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the relevant meeting(s) or any adjourned meeting(s) should you so wish.

10 May 2019

\* For identification purpose only

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## DEFINITIONS

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| “A Share(s)”   | the share(s) with a nominal value of RMB1.00 each in the share capital of the Company proposed to be allotted, issued and listed on the Shanghai Stock Exchange   |
| “Annual General Meeting”   | the annual general meeting of the Company for the year ended 31 December 2018 to be held at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC on Wednesday, 26 June 2019 at 10:00 a.m.                    |
| “Articles (Draft)”   | the proposed adoption of the articles of association of the Company in respect of the Issue of A Shares   |
| “Articles”   | the articles of association of the Company, as amended from time to time  |
| “Board”  | the board of Directors  |
| “Class Meetings”   | the Class Meeting for Holders of H Shares and the Class Meeting for Holders of Domestic Shares and Non-listed Foreign Shares  |
| “Class Meeting for Holders of Domestic Shares and Non-listed Foreign Shares” | the class meeting of the holders of Domestic Shares and Non-listed Foreign Shares of the Company to be held at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC on Wednesday, 26 June 2019 at 11:00 a.m. |
| “Class Meeting for Holders of H Shares”                                      | the class meeting of the holders of H Shares of the Company to be held at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC on Wednesday, 26 June 2019 at 11:30 a.m.                                      |
| “Class Shareholders”   | the Domestic Shareholders, the Non-listed Foreign Shareholders and the H Shareholders   |
| “Company”  | Yantai North Andre Juice Co., Ltd.* (烟台北方安德利果汁股份有限公司), a joint stock limited company incorporated in the PRC with limited liability and whose H shares are listed on the Main Board of the Stock Exchange   |
| “CSRC”   | China Securities Regulatory Commission  |
| “Directors”  | the directors of the Company  |

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## DEFINITIONS

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| “Domestic Shares”                                      | the ordinary shares issued by the Company in the PRC, with a nominal value of RMB1.00 each, which are subscribed for and fully paid up in RMB by PRC natural persons or entities established under the laws of the PRC  |
| “Domestic Shareholder(s)”                              | the holder(s) of the Domestic Shares  |
| “Group”  | the Company and its subsidiaries  |
| “H Shares”   | the overseas-listed foreign invested shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are held and traded in Hong Kong dollars   |
| “H Shareholder(s)”                                     | the holder(s) of the H Shares   |
| “Hong Kong”  | the Hong Kong Special Administrative Region of the PRC  |
| “Latest Practicable Date”                              | 29 April 2019, being the latest practicable date for ascertaining certain information contained in this circular prior to its publication   |
| “Listing Rules”  | the Rules Governing the Listing of Securities on the Stock Exchange   |
| “Shanghai Listing Rules”                               | the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange  |
| “Non-listed Foreign Shares”                            | the ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and fully paid up in currencies other than RMB by persons other than PRC natural persons or entities not established under the laws of the PRC and have not been listed on any stock exchange   |
| “Non-listed Foreign Shareholder(s)”                    | the holder(s) of the Non-listed Foreign Shares  |
| “PRC”  | the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan  |
| “PRC Company Law”                                      | “PRC Company Law”   |
| “Proposed Issue of A Shares” or<br>“Issue of A Shares” | the proposed issue of not more than 20,000,000 A Shares with a nominal value of RMB1.00 each to natural persons, legal persons and other institutional investors, who maintain A Share account with the Shanghai Stock Exchange (except those prohibited by PRC laws and regulatory requirements to which the Company is subject to), details of which are set out in Appendix I to this circular |

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## DEFINITIONS

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|----------------------------|---|
| “RMB”                      | Renminbi, the lawful currency of the PRC                |
| “SAFE”                     | the State Administration of Foreign Exchange of the PRC |
| “Shareholder(s)”           | the shareholder(s) of the Company                       |
| “Shares”                   | Domestic Shares, Non-listed Foreign Shares and H Shares |
| “Hong Kong Stock Exchange” | The Stock Exchange of Hong Kong Limited                 |
| “Supervisor”               | the supervisor of the Company                           |
| “Supervisor Committee”     | the supervisor committee of the Company                 |
| “%”                        | per cent  |

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LETTER FROM THE BOARD

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烟台北方安德利果汁股份有限公司  
**Yantai North Andre Juice Co., Ltd.\***

(a joint stock limited company incorporated in the People's Republic of China)  
(Stock code : 02218)

*Executive Directors:*

Mr. Wang An  
Mr. Zhang Hui  
Mr. Wang Yan Hui

*Non-executive Director:*

Mr. Liu Tsung-Yi

*Independent Non-executive Directors:*

Mr. Jiang Hong Qi  
Mr. Li Wei  
Mr. Li Tong Ning

*Registered Office:*

No. 18 Andre Avenue  
Muping Economic Development Zone  
Yantai City, Shandong Province  
the PRC

*Principal Place of Business in Hong Kong:*

Room 26, 19/F  
West Exchange Tower  
322 Des Voeux Road Central  
Sheung Wan  
Hong Kong

10 May 2019

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED EXTENSION OF VALIDITY PERIOD OF THE PROPOSED  
ISSUE OF A SHARES AND RELATED MATTERS  
INCLUDING EXTENSION OF VALIDITY PERIOD OF THE AUTHORIZATION  
TO THE BOARD TO DEAL WITH MATTERS RELATING TO THE  
PROPOSED ISSUE OF A SHARES;**
- (2) PROPOSED AMENDMENTS TO THE ARTICLES (DRAFT);**
- (3) RESIGNATION OF DIRECTOR, PROPOSED RE-ELECTION OF  
DIRECTORS AND SUPERVISORS AND PROPOSED APPOINTMENT OF  
DIRECTOR;**
- (4) DISTRIBUTION OF FINAL DIVIDEND;**
- (5) AMENDMENTS TO RULES OF PROCEDURE FOR GENERAL MEETINGS  
OF THE COMPANY; AND**
- (6) NOTICES OF ANNUAL GENERAL MEETING AND CLASS MEETINGS**

**1. INTRODUCTION**

The purposes of this circular are to (a) provide you with information regarding the resolutions to be proposed at the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and Non-listed Foreign Shares and the Class Meeting for Holders of H Shares to approve, among other matters, (i) proposed

\* For identification purpose only

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## LETTER FROM THE BOARD

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extension of validity period of the Proposed Issue of A Shares and related matters including extension of validity period of the authorization to the Board to deal with matters relating to the Proposed Issue of A Shares; (ii) proposed amendments to the Articles (Draft); (iii) resignation of Director, proposed re-election of Directors and Supervisors and proposed appointment of Director; (iv) distribution of final dividend; (v) amendments to Rules of Procedure for General Meetings of the Company; and (b) give you notices of the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and Non-listed Foreign Shares and the Class Meeting for Holders of H Shares.

### **2. PROPOSED EXTENSION OF VALIDITY PERIOD OF THE RESOLUTION IN RESPECT OF THE PROPOSED ISSUE OF A SHARES AND RELATED MATTERS INCLUDING EXTENSION OF VALIDITY PERIOD OF THE AUTHORIZATION TO THE BOARD TO DEAL WITH MATTERS RELATING TO THE PROPOSED ISSUE OF A SHARES**

Reference is made to the circular of the Company dated 9 October 2017 regarding, among other things, the Proposed Issue of A Shares, the announcement of the Company dated 1 November 2017 regarding, among other things, the Shareholders' approval of the Proposed Issue of A Shares and the authorization to the Board to deal with, in its absolute discretion, matters relating to the Proposed Issue of A Shares, the circular dated 16 May 2018 and the announcement dated 26 June 2018 of the Company regarding, among other things, the proposed extension of validity period of the resolution in respect of the Proposed Issue of A Shares and related matters including extension of validity period of the authorization to the Board to deal with matters relating to the Proposed Issue of A Shares.

The proposal of the Proposed Issue of A Shares has been approved at the special general meeting, the class meeting for Domestic Shareholders and the class meeting for H Shareholders held on 1 November 2017. The application materials in respect of the Proposed Issue of A Shares have been accepted by the CSRC on 19 December 2018. As at the Latest Practicable Date, the Company is still in the queue for initial public offering applications on the Main Board of the Shanghai Stock Exchange. The Proposed Issue of A Shares' approval status on the CSRC website is shown as "provided response". Under normal circumstances, after the Company has submitted the relevant application materials to the CSRC, the subsequent progress is subject to the decision of the CSRC. Although the CSRC has published the approval process and the progress of approval of each listing applicant on its official website, the Company has no control over time and has no way to estimate the timing. The Company could only continue to extend the validity period of the resolution in respect of the Issue of A Shares and the validity period of the authorization to the Board to deal with matters relating to the Proposed Issue of A Shares before the expiration of the validity period based on the current situation. The Company will continue to wait for the approval from the CSRC to be issued. Given that (i) the relevant works for the Proposed Issue of A shares and related matters are still undergoing; (ii) the Proposed Issue of A Shares is subject to the approval of the CSRC and there are the uncertainties regarding the time required for the approval of the Proposed Issue of A Shares to be obtained from the CSRC; and (iii) the validity period of the Proposed Issue of A Shares and related matters including the authorization to the Board to deal with matters relating to the Proposed Issue of A Shares will expire on 26 June 2019, the Directors are of the view that the extension of the validity period in respect of the Proposed Issue of A Shares for a further 12 months is reasonable and necessary. In order to ensure the effective and smooth implementation of the Proposed Issue of A Shares and related matters, at the fourteenth meeting of the sixth session of the Board, the Board has considered and approved, subject to the Shareholders' approval, to extend the validity period in connection with (i) the resolution in respect of the Proposed Issue of A Shares and related matters; and (ii) the authorization to the Board to deal with matters

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## LETTER FROM THE BOARD

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relating to the Proposed Issue of A shares. The extended validity period will be 12 months commencing from the date of considering and approving the resolutions relating to the extension of the aforementioned validity period at the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and Non-listed Foreign Shares and the Class Meeting for Holders of H Shares.

Save for the above, the other terms of the proposal of the Proposed Issue of A Shares and the other resolutions approved at the special general meeting, the class meeting for Domestic Shareholders and the class meeting for H Shareholders held on 1 November 2017 will remain unchanged and valid. There is no change as to the use of proceeds from the A Share offering and the necessity and feasibility of the proceeds.

As at the Latest Practicable Date, the Company is pending the approval by the CSRC for the application for the Proposed Issue of A Shares. The Company will publish further announcement(s) on the progress of the Proposed Issue of A Shares and the listing of such A Shares as and when appropriate.

The resolution shall be considered and approved at the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and Non-listed Foreign Shares and the Class Meeting for Holders of H Shares. In addition to the approval of Shareholders and the Class Shareholders, the Proposed Issue of A Shares is also subject to the approval by the CSRC.

Details of the Proposed Issue of A Shares are set out in Appendix I to this circular.

### **3. PROPOSED AMENDMENTS TO THE ARTICLES (DRAFT)**

As part of the overall listing arrangement in respect of the issue and listing of A Shares, the Company has formulated the Articles (Draft) based on the existing Articles as required under the applicable laws, regulations and mandatory documentary requirements, including the Company Law, the Securities Law and the Guidelines for the Articles of Association of Listed Companies, to enable the Articles to comply with the requirements of the CSRC and Shanghai Stock Exchange imposing on listed companies. The Articles (Draft) has been approved by the Shareholders at the special general meeting of the Company and the Class Shareholders at the class meetings held on 1 November 2017. In line with the progress of the Issue of A Shares application, the Board proposed to make certain amendments to the Articles (Draft). Please refer to Appendix II of this circular for the full text of the proposed amendments to the Articles (Draft). The proposed amendments to the Articles (Draft) are subject to the approval of the Shareholders by passing a special resolution at the Annual General Meeting and by the Class Shareholders by passing a special resolution at the Class Meetings.

The Articles (Draft) (as amended) shall come into effect on the date when the Issue of A Shares of the Company is approved by the CSRC and the listing of such A Shares on the Shanghai Stock Exchange.



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## LETTER FROM THE BOARD

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#### 4. RESIGNATION OF DIRECTOR, PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS AND PROPOSED APPOINTMENT OF INDEPENDENT EXECUTIVE DIRECTOR

The term of the sixth session of the Board will expire on 26 June 2019 on the date of the convening of the Annual General Meeting. According to the relevant provisions in the Articles, a Director or a Shareholder-approved Director and Supervisor may serve consecutive terms if he/she is re-elected upon the expiration of his/her term subject to the approval by the Shareholders at a general meeting.

Pursuant to applicable laws and regulations of the PRC, the term of office of an independent non-executive Director shall not exceed six consecutive years. As the term of office of Mr. Li Tong Ning will reach six consecutive years in June 2019, Mr. Li Tong Ning has informed the Board that he will resign from his position as independent non-executive Director and will not offer himself for re-election upon the expiration of the term of office of the sixth session of the Board. Mr. Li Tong Ning's resignation shall take effect upon the conclusion of the Annual General Meeting. Mr. Li Tong Ning has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders.

After consultation with the Directors and consideration and approval by the Board on 22 March 2019, it was suggested that at the Annual General Meeting, Mr. Wang An, Mr. Zhang Hui and Mr. Wang Yan Hui shall be re-elected as executive Directors, Mr. Liu Tsung-Yi shall be re-elected as a non-executive Director, Mr. Jiang Hong Qi and Mr. Li Wei shall be re-elected as independent non-executive Directors and Mr. Li Yao shall be newly appointed as an independent non-executive Director. After having consulted with the Supervisors and upon consideration and approval by the Supervisor Committee on 22 March 2019, it was suggested that Mr. Wang Zhi Wu and Mr. Wang Kun shall be re-elected as Supervisors.

Ordinary resolutions in respect of the new appointment of Director or re-elections of Directors and Supervisors will be proposed at the Annual General Meeting. The Director who will be newly appointed and Directors and Supervisors who offered themselves for re-election will be appointed to the seventh session of the Board or the Supervisor Committee, respectively, for a term of three years, which will commence from the date on which their respective appointment is approved by the Shareholders at the Annual General Meeting until the date of the Company's annual general meeting to be held in the year of 2022. Their remuneration will be determined by the remuneration committee of the Board based on their previous experience, qualifications, responsibility to be involved in the Company, the amount of time required to be devoted to the Company's business and the prevailing market benchmarks.

**Mr. Wang An (王安)**, aged 56, is chairman of the Board and an executive Director. Mr. Wang has been a Director since 26 June 2001. Mr. Wang is a well known private entrepreneur in the PRC. Mr. Wang has received the following awards/recognitions: one of the top ten Outstanding Youths Entrepreneurs in Shandong Province, the medal of "Labor Model of the Nation", an Advanced Individual of the United Front (統戰系統先進個人), an Outstanding Contributor to the Development of Socialism with Chinese Characteristics in Shandong Province (山東省優秀中國特色社會主義事業建設者), a Top Ten Outstanding and Influential Individual in the Agricultural Industry of Shandong Province (山東省農業產業化最具影響力十大傑出人物), a Star of Hope in the 30 Years' of Reform and Opening in Yantai (烟台改革開放三十年「希望之星」), an Influential and Outstanding Private Entrepreneur in Yantai to Commemorate the 60th Anniversary of the Establishment of the People's Republic of China (紀念中國成立60週年影響烟

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## LETTER FROM THE BOARD

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台優秀民營企業家), one of the Top Ten Influential Persons of the Time Among the Top 60 Advanced Individuals in the Development of Socialism in Yantai of Shandong Province (山東(烟台)社會主義建設六十佳先進人物之十佳經濟風雲人物), and is a representative of Shandong Province to the National People's Congress (人大代表). Mr. Wang graduated from the Institute of the PRC Central Communist Party (中共中央黨校函授學院) in June 1994. He was the general manager of Yangma Resort (養馬島渡假村) for four years before joining the Group. Mr. Wang has the following social services appointments: member of China Business Advisory Council (中國工商理事會理事), member of the 1st Session of the Council of Yantai Charity Federation (烟台市慈善總會第一屆理事會理事). Mr. Wang An is a director of China Pingan Investment Holdings Limited and Shandong Andre Group Co., Ltd.\* (山東安德利集團有限公司), which are substantial shareholders of the Company. He joined the Company in March 1996 and has since involved in the concentrated apple juice production industry. Mr. Wang is responsible for the overall management of the Group.

As at the Latest Practicable Date, Mr. Wang An controlled (a) 90% interest in China Pingan Investment Holdings Limited, which held 46,351,961 Non-listed Foreign Shares of the Company, representing 12.95% interest in the total issued share capital of the Company; and (b) 90% interest in Andre Group Co., Ltd., which held 54,658,540 Domestic Shares of the Company, representing 15.27% interest in the total issued share capital of the Company. Mr. Wang An was deemed to be interested in the abovementioned shares through his interests in China Pingan Investment Holdings Limited and Andre Group Co., Ltd.

**Mr. Zhang Hui (張輝)**, aged 46, is an executive Director and chief executive officer of the Company. Mr. Zhang has been a Director since 26 June 2001. He was the deputy general manager of Muping Foodstuff Industrial Company Limited (牟平食品工業有限公司) and Muping Material\* (牟平物資) before joining the Group. Mr. Zhang joined the Company in December 1998 and has been involving in the concentrated apple juice production industry since then. Mr. Zhang has been supervisor of the production department, general manager of a subsidiary of the Company and the executive president of the Company. Mr. Zhang has received the following awards: Outstanding Member of the Communist Party (優秀共產黨員) of Muping District, the 9th Session Top Ten Outstanding Youth Entrepreneurs of Yantai city (第九屆烟台市十大傑出青年企業家) and the "May 1st Labor Award" of Yantai city. In March 2007, he was appointed as a member of the standing committee of the fruit and vegetable processing division (果蔬加工分會) of the Chinese Institute of Food Science and Technology. During his tenure as general manager of Baishui Andre Juice Co., Ltd.\* (白水安德利果蔬汁有限公司), he was appointed as a representative of the Communist Party in Weinan city (中共渭南市黨代表) and was a standing member of the Chinese People's Political Consultative Committee of Baishui County. Currently, Mr. Zhang assists Mr. Wang An in the overall management of the Group. Mr. Zhang graduated from Shandong Agriculture University with a bachelor's degree in economics and management (majoring in corporate management) in July 1997. Mr. Zhang is an engineer.

As at the Latest Practicable Date, Mr. Zhang Hui held 20,000,000 Domestic Shares, representing 5.59% interests in the total issued share capital of the Company. As at the Latest Practicable Date, Mr. Zhang Hui held 20% interest in Yantai Xingan Investment Centre (Limited Partnership) (烟台興安投資中心(有限合夥)), which held 20,000,000 Domestic Shares of the Company, representing approximately 5.59% of the total issued share capital of the Company. Mr. Zhang Hui was deemed to be interested in the abovementioned Domestic Shares through his interest in Yantai Xingan Investment Centre (Limited Partnership) (烟台興安投資中心(有限合夥)).

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## LETTER FROM THE BOARD

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**Mr. Wang Yan Hui (王艷輝)**, aged 42, has been an executive Director since 27 June 2012. Mr. Wang is a postgraduate and a certified public accountant in the PRC. Mr. Wang formerly worked as an accountant in Yantai Yangma North Hotel (烟台養馬島北方大酒店). Mr. Wang joined the Company in February 2001 and worked as accountant, chief accountant, deputy manager, manager in various subsidiaries of the Company. Mr. Wang is also the financial controller of the Group and the secretary to the Board.

As at the Latest Practicable Date, Mr. Wang Yan Hui held 20,000,000 Domestic Shares, representing 5.59% interests in the total issued share capital of the Company. As at the Latest Practicable Date, Mr. Wang Yan Hui held 20% interest in Yantai Xingan Investment Centre (Limited Partnership) (烟台興安投資中心(有限合夥)), which held 20,000,000 Domestic Shares, representing 5.59% of the total issued share capital of the Company. Mr. Wang Yan Hui was deemed to be interested in the abovementioned Domestic Shares through his interest in Yantai Xingan Investment Centre (Limited Partnership) (烟台興安投資中心(有限合夥)).

**Mr. Liu Tsung-Yi (劉宗宜)**, aged 52, is a non-executive Director. He has been a non-executive Director of the Company since 22 June 2009. Mr. Liu is the vice president of the Business Integration Division of Uni-President Enterprises Corp., a company listed on the Taiwan Stock Exchange. He joined Uni-President Enterprises Corp. in July 1996, and was subsequently appointed as the head of its Investment Analysis Section. In 2000, he was transferred to President International Development Corporation, and was responsible for its investments. He has also been the manager of the treasury division of Uni-President Enterprises Corp. since 2004. Currently, Mr. Liu is also the president/director of certain member companies of Uni-President Enterprises Corp., amongst which Tait Marketing and Distribution Co., Ltd. is a company listed on the Taipei Exchange. Mr. Liu Tsung-Yi has over 20 years of experience in banking, corporate finance, merger and acquisition, private equity, and business strategy. Before joining Uni-President Enterprises Corp., he was the head of the Credit and Loan Unit of Taipei branch of Cosmos Commercial Bank. Mr. Liu obtained a Bachelor of Law degree (majoring in Economics) from National Chengchi University in 1989, and a Master of Business Administration degree from National Taiwan University in 1991.

As at the Latest Practicable Date, Mr. Liu Tsung-Yi held 195,400 H Shares, representing 0.05% interests in the total issued share capital of the Company.

**Mr. Jiang Hong Qi (姜洪奇)**, aged 52, has been an independent non-executive Director since 25 May 2016. Mr. Jiang is a member of the Communist Party of the PRC. Mr. Jiang obtained a master degree in economics from Hangzhou Institution of Electronic Technology in March 1997. He is a certified public accountant in the PRC. From March 1997 to December 2002, Mr. Jiang served as a business manager and a senior manager of Shandong International Trust and Investment Corporation. Mr. Jiang joined the Company in 2003 and served as the chief financial officer of the Company from May 2003 to May 2010. From May 2007 to June 2010, he served as an executive Director and from July 2010 to June 2012 he served as a non-executive Director. Since May 2010, he has served as the vice president of the Creat Group Co., Ltd..

**Mr. Li Wei (李煒)**, aged 64, is an independent non-executive Director since 25 May 2016. Mr. Li has approximately 15 years of working experience in corporate management. Mr. Li graduated from Beijing Institute for Foreign Trade in July 1980. From July 1986 to October 1989, Mr. Li Wei served as the general manager of the import department at China North Industries Corporation. From October 1989 to October 1995, he served as the managing director of Silverkey Development Ltd. From October 1995 to October

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## LETTER FROM THE BOARD

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1999, he served as the managing director of Silvercity International Development Ltd., and also served as a director of Raymond Industrial Ltd., a company listed on the Stock Exchange. Since February 2002, Mr. Li has successively been a commentator or host at several broadcasting stations and television stations in Hong Kong, Beijing and Shenzhen. Since August 2007, he served as an independent non-executive director of VST Holdings Ltd., a company listed on the Stock Exchange.

**Mr. Li Yao (李堯)**, aged 56, obtained an MBA degree at the Open University of Hong Kong in June 2005. Mr. Li worked at the chief engineer office of Committee of Construction of Nanchang City from July 1986 to August 1988; and at the project office of World Bank Highway Loan Project in Jiangxi Province from September 1989 to June 1993; from August 1995 to July 2003, Mr. Li served as the deputy general manager of the Investment Division of Creat Group Corporation; and from September 2003 to August 2013, he served as the executive director and vice president of Creat Tiancheng Investment Holdings Company; Mr. Li served as the chairman of Jiangxi Jiuhua Pharmaceutical Company Limited from October 2014 to May 2017; and he served as the executive director of Shanghai Ruisong Investment Company Limited since November 2009; Since March 2015, he served as the chairman of Ningbo TCM Material Company Limited. Mr. Li served as the supervisor of Shanghai Raas Blood Products Company Limited since June 2007. He served as the supervisor of Shanghai Pine Power Biotech Company Limited in June 2013.

**Mr. Wang Zhi Wu (王志武)**, aged 48, has been the shareholder-approved supervisor since 25 May 2016. He is a member of the Communist Party of the People's Republic of China. He held high school diploma. From May 1990 to June 1997, he worked at Muping District Aquatic Products Supplying and Marketing Company. He joined the Company in July 1997. From January 2002 to February 2012, he held various positions at the Company successively, including the deputy supervisor of the production department of the Company, the supervisor of production department of the Company, the deputy general manager of a subsidiary of the Company and the vice president of the Company. He served as the general manager of Binzhou Andre from March 2012 to March 2017. Since April 2017, he served as the general manager of Yongji Andre Juice Co., Ltd., a subsidiary of the Company.

**Mr. Wang Kun (王坤)**, aged 38, has been an independent representative of the Supervisor Committee of the Company since 26 June 2018. Mr. Wang is a member of the Communist Party of the People's Republic of China. Mr. Wang Kun held high school diploma. Mr. Wang Kun joined the Company in August 2000. From July 2005 to July 2015, Mr. Wang Kun served successively as the vice director of the production department of a subsidiary of the Company, the director of the production department, assistant to the chairman of the Company and then as the vice general manager of a subsidiary of the Company. From March 2015 to March 2017, Mr. Wang Kun served as the general manager of Baishui Andre Juice Co., Ltd.\* (白水安德利果蔬汁有限公司), a subsidiary of the Company. Since April 2017, he has been serving as the general manager of Liquan Yitong Juice Co., Ltd.\* (禮泉億通果蔬汁有限公司), a subsidiary of the Company.

Each of the Directors who offered themselves for re-election or are to be newly appointed is entitled to a remuneration of RMB50,000 per annum plus discretionary bonus for his directorship in the Company. The emolument was determined by the remuneration committee of the Board with reference to their respective experience, qualification, duties, responsibilities and expected time commitment to the Company's affairs, as well as the prevailing market standards.

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## LETTER FROM THE BOARD

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Each of Mr. Wang Zhi Wu and Mr. Wang Kun is entitled to a remuneration of RMB30,000 per annum plus discretionary bonus for his supervisorship in the Company. The emolument was determined with reference to their respective experience, qualification, duties, responsibilities and expected time commitment to the Company's affairs, as well as the prevailing market standards. As far as the Directors are aware and save as disclosed above, none of the Directors and Supervisors who offered themselves for re-election or is to be newly appointed (i) holds any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) holds any other major appointment and professional qualification; (iii) has any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company; (iv) has any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules in respect of each of the aforesaid Directors and Supervisors who offered themselves for re-election or is to be newly appointed.

The Board, with the assistance and recommendation from the nomination committee of the Company, has reviewed the structure, size, composition and diversity of the Board from a number of aspects, and the professional experience, skills and expertise Mr. Jiang Hong Qi, Mr. Li Wei and Mr. Li Yao can provide. The Board is of the view that the educational qualifications, background and experiences of Mr. Jiang Hong Qi, Mr. Li Wei and Mr. Li Yao can create valuable and relevant visions and hence contribute to the diversity of the Board. The Board also considers that, Mr. Jiang Hong Qi and Mr. Li Wei have made positive contributions to the Company's development, strategies and performance during their tenure as independent non-executive Directors with their independent advice and suggestions coupled with their general understanding of business of the Group. The nomination committee of the Company had assessed and reviewed the written confirmations of independence of Mr. Jiang Hong Qi, Mr. Li Wei and Mr. Li Yao based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that Mr. Jiang Hong Qi, Mr. Li Wei and Mr. Li Yao remain independent. In view of the above factors, the Board would recommend Mr. Jiang Hong Qi and Mr. Li Wei for re-election at the Annual General Meeting and recommend Mr. Li Yao for appointment as an independent non-executive Director.

### 5. DISTRIBUTION OF FINAL DIVIDEND

The Board has resolved to recommend a final dividend of approximately RMB35,800,000 (inclusive of tax), or RMB0.10 per share for 2018. The Company proposed an ordinary resolution to declare and pay such final dividend at the Annual General Meeting. Final dividend for Domestic Shareholders and Non-listed Foreign Shareholders will be distributed and paid in RMB whereas final dividend for H Shares will be declared in RMB and paid in Hong Kong dollars. The relevant exchange rate will be the closing price of RMB to Hong Kong dollars published by the People's Bank of China one day before the Annual General Meeting. The final dividend will be distributed to those Shareholders whose names appear on the Company's register of members at the close of business on 7 July 2019 (the "**Record Date**"). To determine the identity of the Shareholders entitled to receive the final dividend, the register of holders of H Shares will be closed from 3 July 2019 to 7 July 2019 (both days inclusive) during which no transfer of H Shares will be registered. In order to qualify for entitlement to the final dividend, all transfers of H Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's H Share Registrar,

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## LETTER FROM THE BOARD

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Tricor Tengis Limited at 22/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 2 July 2019. The final dividend is expected to be distributed on 22 July 2019.

Pursuant to the Corporate Income Tax Law of the PRC and its implementing regulations (collectively referred to as the “**Corporate Income Tax Law**”) which took effect on 1 January 2008, the tax rate of the corporate income tax applicable to the income of non-resident enterprise deriving from the PRC is 10%. Pursuant to the Corporate Income Tax Law, any Chinese domestic enterprise (including our Company) which pays dividend to a non-resident enterprise Shareholder shall withhold corporate income tax at 10% for and pay by the Company on behalf of such Shareholder.

Pursuant to the Notice on Issues Concerning Individual Income Tax Collection and Management after the Repeal of Guo Shui Fa [1993] No. 45 (No. 348, Guo Shui Han [2011]), where the non-resident individual shareholders obtain dividend and bonuses from the shares issued in Hong Kong by non-foreign-invested enterprise, individual income tax shall be withheld and remitted by the withholding agent according to the domain of “interest, dividends and bonuses”. The non-resident individual shareholders of domestic non-foreign-invested enterprise which issued shares in Hong Kong, shall enjoy the taxation preferences in accordance with the agreements between countries of their origins and China and the regulation on taxation arrangement between the Mainland and Hong Kong (Macau). The related tax rate of dividend as provided by taxation agreement and taxation arrangement regulations is generally at a rate of 10%. In order to simplify the collection and management of taxation, the individual income tax with a rate of 10% in general will be withheld when dividend is paid by the domestic non-foreign-invested enterprise which issued shares in Hong Kong without making applications. Where the dividend tax rate is not 10%, it will be handled according to the following requirements: (1) for residents of countries which have entered into an agreement with China in respect of a tax rate lower than 10%, the withholding agent may apply for the relevant entitlements hereunder on their behalf. Upon examination and approval by the competent tax authorities, the additional amount of tax withheld will be refunded; (2) for residents of countries which have entered into an agreement with China in respect of a tax rate of 10% or more but less than 20%, the withholding agent shall withhold individual income tax at the agreed tax rate when distributing dividends or bonuses, and no application for approval is needed; (3) for residents of a country or which has not entered into any tax treaties with the PRC and in any other circumstances, the withholding agent shall withhold individual income tax at the tax rate of 20% when distributing dividends and bonuses.

Pursuant to the Notice of Withholding and Payment of Enterprise Income Tax Regarding China Resident Enterprise Paying Dividend to Non-Resident Enterprise Holders of Overseas H-Share (No. 897, Guo Shui Han[2008]) issued by the State Administration of Taxation, any domestic enterprise of PRC which pays dividends to non-resident enterprise shareholders (as defined in the Tax Law) for the year of 2008 and subsequent years shall withhold and pay enterprise income tax at the tax rate of 10%.

For this purpose, any holders of H Shares registered under the name of non-natural persons in the H Share register of members of the Company on Tuesday, 2 July 2019, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations, will be treated as non-resident enterprise shareholders.

Shareholders are recommended to consult their taxation advisors for advice on the PRC, Hong Kong and other tax effects with respect to the holding and disposing of H Shares.

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## LETTER FROM THE BOARD

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The Company will have no liability in respect of any claims arising from any delay in, or inaccurate determination of the status of the Shareholders or any disputes over the mechanism of withholding and payment.

### **6. PROPOSED AMENDMENTS TO RULES OF PROCEDURE FOR GENERAL MEETINGS OF THE COMPANY**

The Company amended the Rules for General Meetings of the Company according to laws, regulations and mandatory documentary requirements, including the Company Law, the Securities Law, the Guidance for the Procedures for General Meetings of Listed Companies (2014 Revision) and Shanghai Listing Rules, so as to enable the Rules for General Meetings of the Company to comply with the requirements of the CSRC and Shanghai Stock Exchange for listed companies. Details of the proposed amendments to the Rules for General Meetings are set out in Appendix III of this circular.

### **7. ANNUAL GENERAL MEETING, THE CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES AND NON-LISTED FOREIGN SHARES AND THE CLASS MEETING FOR HOLDERS OF H SHARES**

Resolutions will be proposed at the Annual General Meeting to approve, among other matters, (i) proposed extension of validity period of the Proposed Issue of A Shares and related matters including extension of validity period of the authorization to the Board to deal with matters relating to the Proposed Issue of A Shares; (ii) proposed amendments to the Articles (Draft); (iii) resignation of Director, proposed re-election of Directors and Supervisors and proposed appointment of Director; (iv) distribution of final dividend; and (v) amendments to Rules of Procedure for General Meetings of the Company. The resolutions in respect of the (i) proposed extension of validity period of the Proposed Issue of A Shares and related matters including extension of validity period of the authorization to the Board to deal with matters relating to the Proposed Issue of A Shares; and (ii) proposed amendments to the Articles (Draft) will also be proposed at each of the Class Meetings for approval. No Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting or the Class Meetings.

The notices regarding the convening of the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and Non-listed Foreign Shares and the Class Meeting for Holders of H Shares at which the resolutions mentioned above will be proposed are set out on pages 26 to 34 of this circular.

The relevant forms of proxy for use at the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and Non-listed Foreign Shares and the Class Meeting for Holders of H Shares are enclosed. Whether or not you are able to attend the respective meetings, you are strongly urged to complete and sign the enclosed forms of proxy in accordance with the instructions printed thereon. For H Shareholders, please return it to the Company's H Share registrar, Tricor Tengis Limited, 22nd Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; and for Domestic Shareholders and Non-listed Foreign Shareholders, the form of proxy shall be delivered to the registered office of the Company at No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC as soon as possible but in any event not later than 24 hours before the time appointed for the holding of the relevant meeting (s) or any adjourned meeting(s) (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting(s) or any adjourned meeting(s) should you so wish.

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## LETTER FROM THE BOARD

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If you intend to attend the Annual General Meeting in person or by proxy, you are required to complete and return the reply slip to the principal place of business of the Company in Hong Kong (for holders of H Shares) or to the registered office of the Company (for Domestic Shareholders or Non-listed Foreign Shareholders) on or before Wednesday, 5 June 2019.

### **8. CLOSURE OF H SHARE REGISTER OF MEMBERS OF THE COMPANY**

The register of holders of H Shares will be closed from Monday, 27 May 2019 to Wednesday, 26 June 2019 (both days inclusive) during which period no transfer of H Shares will be registered. In order to qualify to attend and vote at the Annual General Meeting and the Class Meeting for Holders of H Shares, all transfers of H Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's H Share registrar, Tricor Tengis Limited, at 22nd Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 24 May 2019.

### **9. VOTING BY POLL**

In accordance with the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notices relating to the convening of the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and Non-listed Foreign Shares and the Class Meeting for Holders of H Shares will be voted by poll.

### **10. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### **11. RECOMMENDATION**

The Directors consider that the resolutions to be put forward at the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and Non-listed Foreign Shares and the Class Meeting for Holders of H Shares are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Domestic Shareholders and Non-listed Foreign Shareholders and H Shareholders to vote in favour of all the aforesaid resolutions to be proposed at the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and Non-listed Foreign Shares and the Class Meeting for Holders of H Shares (as the case may be).



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## LETTER FROM THE BOARD

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### 12. ADDITIONAL INFORMATION

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

By order of the Board  
**Yantai North Andre Juice Co., Ltd.\***  
**Wang An**  
*Chairman*

10 May 2019

The Company proposed to apply to the relevant regulatory authorities in the PRC for the allotment and issue of not more than 20,000,000 A Shares with a nominal value of RMB1.00 each to natural persons, legal persons and other institutional investors, who maintain A share accounts with the Shanghai Stock Exchange (except those prohibited by the PRC laws and regulations and other regulatory requirements to which the Company is subject to), and apply to the Shanghai Stock Exchange for the listing of, and permission to deal in, the A Shares. The Issue of A Shares will be subject to, among other things, the approval by the CSRC.

#### **DETAILS OF THE ISSUE OF A SHARES**

##### **1. Class and nominal value of new Shares to be issued**

A Shares with a nominal value of RMB1.00 each.

##### **2. Proposed stock exchange for listing**

The Shanghai Stock Exchange.

##### **3. Number of A Shares to be issued**

Not more than 20,000,000 A Shares. The final amount of share issuance will be determined by the Board through negotiation with the lead underwriter(s) with the authorization of general meeting of the Company and the Class Meetings, the confirmed approval of the CSRC and the amount of the proceeds from the new share issuance (after deducting the corresponding issuance expenses) over the total amount of funds required for the investment project, with such factors as the market conditions taken into consideration.

##### **4. Target subscribers**

The target subscribers for the Issue of A Shares are qualified natural persons or legal person investors (other than those prohibited by the PRC laws and regulations) within the territory of the PRC who maintain A share accounts with the Shanghai Stock Exchange or other persons as prescribed by the CSRC. As at the Latest Practicable Date, it is expected that none of the target subscribers for the Issue of A Shares is or will become a connected person of the Company. If any of the subscribers is or will become a connected person of the Company, the Company will take all reasonable steps to comply with the relevant provisions of the Hong Kong Listing Rules.

##### **5. Method of issue**

Through online subscription based on market capitalization, or such other method(s) as approved by the CSRC will be arranged.

Pursuant to the currently applicable regulations on method of issue (i.e. the Administrative Measures for Securities Issuance and Underwriting (《證券發行與承銷管理辦法》) promulgated by the CSRC), since the number of A Shares to be publicly issued is less than 20,000,000 (inclusive) and there is no old share transfer scheme, the issue price of A Shares shall be determined by direct pricing; where the method of direct pricing is adopted for an initial public offering, all A Shares shall be issued to online investors, and no

offline enquiry and placement of shares shall be made. The CSRC may, from time to time, approve any other method of issue in the future and the Company will comply with the relevant requirements in this regard.

#### **6. Basis for determination of the issue price**

Subject to the approval of the CSRC for the Issue of A Shares, the issue price range of the A Shares will be determined after considering the interests of the existing Shareholders as a whole and on the basis of market conditions prevailing in the PRC securities market at the time of the issue of A Shares and will be determined by the Board after negotiation with the lead underwriter(s).

The Company is required to comply with Article 127 of the Company Law in relation to the determination of the actual issue price for the A Shares, which provides that the share may be issued at a price equal to or in excess of nominal value, but not below nominal value. As the nominal value of the A Shares is RMB1.00, the actual issue price of the A Shares should not be lower than RMB1.00 per share. For illustrative purposes only, the minimum issue price of the A Shares (i.e. RMB1.00) represents a discount of approximately 80.77% to the closing price of H Shares on 29 April 2019, being the Latest Practicable Date, i.e. HK\$5.20 (equivalent to approximately RMB4.466). The exchange rate adopted for the above figures is HK\$1.00 = RMB0.86. No representation is made that any amount in HK\$ or RMB is or could have been or could be converted at such rate or at any other rate or at all.

When determining the actual issue price of the A Shares, the Company and the lead underwriter(s) will take into consideration various factors, including the basic circumstances of the Company, the prevailing market conditions, the valuation of comparable listed companies in the same industry (including the price-to-earnings ratio), the market price of the H Shares, the demand for the proceeds from the Issue of A Shares and the underwriting risks.

#### **7. Project invested with proceeds from the Issue of A Shares**

As at the Latest Practicable Date, the amount of proceeds from the Issue of A Shares is yet to be determined. The Company intends to use the proceeds from the Issue of A Shares for the construction of production line for multi-type fruit juice concentrate, with an estimated total investment of approximately RMB175,000,000, and the proposed investment with proceeds from the Issue of A Shares amounted to approximately RMB122,500,000.

Prior to the receipt of the proceeds raised, the Company may finance the project with its own funds in accordance with the actual conditions and progress of the project. Upon receipt of the proceeds raised, the proceeds from the Issue of A Shares will then be used to replace the Company's own funds invested in the project and pay for the remaining amount of the project. In case the proceeds from the Issue of A Shares are inadequate to finance the proposed investment for the project, the shortfall shall be covered by the Company with its own funds and/or bank loans. The balance of the proceeds (if any) from the Issue of A Shares after payment of proposed investment in the project will be used to supplement the Company's working capital. In case the Issue of A Shares will not proceed, the Company may consider postponing the project; or subject to the discussion and approval from the Board, the project will be funded by the Company with bank loans.

The Board is authorized to make appropriate adjustment to the amount invested in the project according to the actual progress of the project and the actual amount of proceeds raised.

**8. Conversion into a joint stock company with limited liability with domestic and overseas listed Shares**

In accordance with the plan for the Issue of A Shares and taking into account that the H Shares are listed on the Main Board of the Hong Kong Stock Exchange, the Company will make an application to convert into a joint stock company with limited liability with domestic and overseas listed Shares.

**VALIDITY PERIOD OF THE ISSUE OF A SHARES**

The extended validity period for the resolution in respect of the Issue of A Shares and related matters was approved at the Annual General Meeting and the Class Meetings of the Company held on 26 June 2018 and will expire at the date of the Annual General Meeting and Class Meetings. The Board has considered and approved the extension of validity period of the Issue of A Shares for a further period of 12 months at the fourteenth meeting of the sixth session of the Board. The approval to the extension of validity period for the resolution in respect of the validity period of the Issue of A Shares and related matters shall remain valid for 12 months from the date of approval by the Shareholders at the Annual General Meeting and by the Class Shareholders at the Class Meetings.

**REASONS FOR THE ISSUE OF A SHARES**

The Directors believe that the Issue of A Shares will further broaden the Company's funding channels in addition to the alternative fund raising activity of bank loans, and thereby improve its capital structure and debt financing capacity. In addition, the Issue of A Shares will provide the Company with financial resources for the specific needs as stipulated in the section headed "7. Project invested with proceeds from the Issue of A Shares" above and improve the competitiveness of the Group. The Directors believe that the Issue of A Shares will enhance the profile and corporate image of the Group in the PRC, and is beneficial to the long term development of the Group.

The Directors consider that the Issue of A Shares is in the interests of the Group and the Shareholders as a whole.

**FUND RAISING ACTIVITIES IN THE PAST 12 MONTHS**

The Company has not conducted any fund raising activities involving the issue of equity securities in the 12 months immediately prior to the Latest Practicable Date.

**PROGRESS OF ISSUE OF A SHARES**

The proposal of the Proposed Issue of A Shares have been approved at the special general meeting, the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares held on 1 November 2017. The application materials in respect of the Proposed Issue of A Shares have been accepted by the CSRC on 19 December 2018. As at the Latest Practicable Date, the Company is still in the queue for initial public offering applications on the Main Board of the Shanghai Stock Exchange. The Proposed Issue

of A Shares' approval status on the CSRC website is shown as "provided response". Under normal circumstances, after the Company has submitted the relevant application materials to the CSRC, the subsequent progress is subject to the decision of the CSRC. Although the CSRC has published the approval process and the progress of approval of each listing applicant on its official website, the Company has no control over time and has no way to estimate the timing. The Company could only continue to extend the validity period of the resolution in respect of the Issue of A Shares and the validity period of the authorization of the Board to deal with matters relating to the Proposed Issue of A Shares before the expiration of the validity period based on the current situation. The Company will continue to wait for the approval from the CSRC to be issued.

### EFFECTS OF THE ISSUE OF A SHARES ON SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming that a total of 20,000,000 A Shares are to be issued, the shareholding structure of the Company as at the Latest Practicable Date and immediately after the completion of the Issue of A Shares is as follows (assuming no other H Shares, Domestic Shares, Non-listed Foreign Shares or A Shares are to be issued by the Company from the Latest Practicable Date up to and including the date of the completion of the Issue of A Shares):

|   | As at the Latest<br>Practicable Date |                           | Immediately after the<br>completion of the Issue of A<br>Shares |                           |
|---|--------------------------------------|---------------------------|---|---------------------------|
|   | Number of<br>Shares                  | Approximate %<br>(note 4) | Number of<br>Shares   | Approximate %<br>(note 4) |
| <b>Domestic Shares and Non-listed<br/>Foreign Shares</b>                                | <b>250,536,000</b>                   | <b>69.98%</b>             | <b>270,536,000</b>  | <b>71.57%</b>             |
| – existing Domestic<br>Shareholders and Non-<br>listed Foreign<br>Shareholders (note 1) | 250,536,000                          | 69.98%                    | 250,536,000   | 66.28%                    |
| – holders of Domestic<br>Shares   | 138,404,580                          | 38.66%                    | 138,404,580   | 36.61%                    |
| – holders of Non-listed<br>Foreign Shares   | 112,131,420                          | 31.32%                    | 112,131,420   | 29.66%                    |
| – holders of A Shares to be<br>issued (note 2)  | –                                    | –                         | 20,000,000  | 5.29%                     |
| <b>H Shares</b>   | <b>107,464,000</b>                   | <b>30.02%</b>             | <b>107,464,000</b>  | <b>28.43%</b>             |
| – public H Shareholders   | 89,808,720                           | 25.09%                    | 89,808,720  | 23.76%                    |
| – other H Shareholders<br>(note 3)  | 17,655,280                           | 4.93%                     | 17,655,280  | 4.67%                     |
| <b>Total</b>  | <b>358,000,000</b>                   | <b>100%</b>               | <b>378,000,000</b>  | <b>100%</b>               |

*Note 1* The existing Domestic Shareholders and Non-listed Foreign Shareholders comprise Donghua Fruit Industry Co., Ltd. (“**Donghua Fruit**”) which holds 65,779,459 Non-listed Foreign Shares, representing approximately 18.37% interests in the total issued share capital of the Company; Shandong Andre Group Co., Ltd.\* which holds 54,658,540 Domestic Shares, representing approximately 15.27% interests in the total issued share capital of the Company; China Pingan Investment Holdings Limited which holds 46,351,961 Non-listed Foreign Shares, representing approximately 12.95% interests in the total issued share capital of the Company; Chengdu President Enterprises Food Co., Ltd. which holds 42,418,360 Domestic Shares, representing approximately 11.85% interests in the total issued share capital of the Company; Guangzhou President Enterprises Co., Ltd. which holds 21,327,680 Domestic Shares, representing approximately 5.96% interests in the total issued share capital of the Company; Yantai Xing’an Investment Center (Limited Partnership) which holds 20,000,000 Domestic Shares, representing approximately 5.59% interests in the total issued share capital of the Company. The existing Domestic Shares will be converted into A Shares immediately after completion of the Issue of A Shares.

*Note 2* The Shares listed on the stock markets in the PRC shall be referred to as domestic listed ordinary shares, short for A Shares. As such, the A Shares to be issued are grouped under the Domestic Shares and Non-listed Foreign Shares. It is expected that the A Shares to be issued will be held by independent third parties and therefore will be counted as part of the public float.

*Note 3* As at the Latest Practicable Date, Donghua Fruit directly holds 65,779,459 Non-listed Foreign Shares, representing approximately 18.37% interests in the total issued share capital of the Company. Based on the information provided by Donghua Fruit, Ms. Wang Meng indirectly holds 100% of the total issued share capital of Donghua Fruit and directly holds 100% of the total issued share capital of Hongan International Investment Co., Ltd. (“**Hongan International**”). Ms. Wang Meng and Hongan International were deemed to be interested in these 65,779,459 Non-listed Foreign Shares and they are core connected persons of the Company. As at the Latest Practicable Date, Ms. Wang Meng through Hongan International holds 17,222,880 H Shares, and these H Shares shall not be considered as being in public hands.

As at the Latest Practicable Date, Uni-President China Holdings Ltd., a non wholly-owned subsidiary of Uni-President Enterprises Corp. (統一企業股份有限公司), through its two wholly-owned subsidiaries, holds 63,746,040 Domestic Shares, representing approximately 17.81% of the total issued share capital of the Company. Uni-President Enterprises Corp. and Uni-President China Holdings Ltd. are core connected persons of the Company. As at the Latest Practicable Date, Uni-President Enterprises Corp. through Uni-President China Holdings Ltd. holds 237,000 H Shares, and these H Shares shall not be considered as being in public hands.

As at the Latest Practicable Date, Mr. Liu Tsung-Yi, a non-executive Director, is interested in 195,400 H Shares, representing approximately 0.05% interests in the total issued share capital of the Company. Since Mr. Liu Tsung-Yi is a core connected person of the Company, these H Shares held by him shall not be considered as being in public hands.

*Note 4* Any discrepancies in this table between totals and sums of amounts listed herein are due to rounding.

Based on the information publicly available to the Company and to the best knowledge of the Directors, the Company has a public float of approximately 25.09% of the Shares as at the Latest Practicable Date, which complies with the public float requirement under the Hong Kong Listing Rules. Based on the information publicly available to the Company and to the best knowledge of the Directors, as a result of the Issue of A Shares and assuming a maximum of 20,000,000 A Shares are issued which are expected to be all held by independent third parties, the Company will have a public float of approximately 29.05% of the Shares upon completion of the Issue of A Shares, which would still be able to comply with the public float requirement under the Hong Kong Listing Rules.

**AUTHORIZATION TO THE BOARD TO DEAL WITH MATTERS RELATING TO THE PROPOSED ISSUE OF A SHARES**

For the purposes of the Issue of A Shares, a resolution will be proposed by the Board at the Annual General Meeting and the Class Meetings to extend the period of the authorization to the Board to determine and to deal with the matters relating to the Issue of A Shares.

It is proposed that the Board be authorized to take all such necessary actions for and on behalf of the Company for all matters relating to the issue and listing of A Shares. The authorization proposed to be granted to the Board and its authorized persons/company secretary shall include without limitation:

- (1) to adjust and determine the matters relating to the listing of A Shares in accordance with the relevant rules and the conditions of the securities market within the ambit granted by the Shareholders and the Class Shareholders, which include but not limited to the number of A Shares to be issued, target persons for the issue, issuing method, issuing price and the timing of commencing and terminating the issue;
- (2) subject to the actual situation of the investment projects before the listing of A Shares and the approvals from the competent authorities, to carry out necessary and appropriate adjustments to the projects which intended to be invested by the proceeds from the Issue of A Shares and approved by the Shareholders and the Class Shareholders, which include but not limited to the projects proposed to be invested, the investment amount, implementation plans and implementation methods;
- (3) to implement all procedures relating to the listing of A Shares, which include the application of the Issue of A Shares to the CSRC and other relevant authorities, the signing of the relevant documents which include but not limited to the prospectus of A Shares and other relevant documents;
- (4) to engage the listing intermediates and other professional parties, determine their respective engagement fees and enter into the agreements relating to the Issue of A Shares on behalf of the Company which include the underwriting agreement and sponsor agreement;
- (5) to make adjustments and changes to the matters involved in the issue and listing of A Shares based on the implementation situations, market conditions, policy adjustments and the opinion of the government and regulatory authorities involved in the issue and listing of A Shares; if there are changes in the policy relating to the issue of new shares, then continue to handle the matters of the issue and listing of A Shares according to the new policy;
- (6) to make necessary or appropriate amendments to and adoption of the Articles, rules of procedures and internal rules in relation to the issue and listing of A Shares, and apply to the competent government authorities for approval and registration of industrial and commercial changes and to the relevant authorities for registration;

- (7) to make necessary or appropriate amendments to and adoption of the Articles, rules of procedures and internal rules in accordance with the opinions of the CSRC and/or the relevant stock exchange in the event of a conflict with the regulatory rules or documents promulgated by the CSRC and/or relevant stock exchange;
- (8) to apply to the Company's registration authorities for change of registration and apply to the stock registration and settlement authorities for registration and settlement and circulation lock-up in accordance with the results of the Issue of A Shares;
- (9) to fill in the blanks in the Articles (Draft) of the Company in accordance with the results of issue and listing of A Shares, e.g. the final number of A Shares for public offering and the announcement media, without further consultation of the shareholders' opinions on the amendments to the Articles (Draft) of the Company;
- (10) to handle, modify, sign, execute, submit, publish and bulk print such relevant documents as the announcements, circulars, proxy forms, notices in relation to the Issue of A Shares;
- (11) to communicate on behalf of the Company with regulatory authorities such as the Hong Kong Stock Exchange and the Hong Kong Securities and Futures Commission (if necessary);
- (12) to sign, execute, modify, complete and submit in a timely manner all the necessary documents in respect of the Issue of A Shares which must be submitted to the relevant departments of the governments domestic and abroad, the Hong Kong Stock Exchange and the regulatory authorities in accordance with the Issue of A Shares plan adopted by the Shareholders and Class Shareholders;
- (13) other issues relating to the issue and listing of A Shares; and
- (14) to delegate the above authorities to the authorized Directors.

The extended authorization to the Board to deal with matters relating to the Proposed Issue of Shares shall remain valid for 12 months from the date of approval by the Shareholders at the Annual General Meeting and by the Class Shareholders at the Class Meetings, on the condition that the relevant special resolution be approved by the Shareholders at the Annual General Meeting and by the Class Shareholders at the Class Meetings, respectively.



| Before Amendment  | After Amendment   |
|---|---|
| <p><b>Article 11</b> The Company's scope of business shall be subject to items approved by the registration authority.</p> <p>The Company's scope of business covers:</p> <p>Production and sales of various virgin pulp juice, fruit and vegetable juice, compound fruit and vegetable juice and edible fruit and vegetable essence; processing and sales of iron packaging; biological and comprehensive utilization of pomace; wholesale and import and export of various virgin pulp juice, fruit and vegetable juice, compound fruit and vegetable juice, fruit pulp and edible fruit and vegetable essence; lease of office premises; lease of commercial premises (for projects subject to approval according to laws, business activities may only be carried out after obtaining approval from relevant authorities, and the validity is subject to the permit granted)</p> <p>According to domestic and international market trends, domestic and overseas business development needs as well as the self-development abilities and performance requirements of the Company, upon the approval of relevant government departments, the Company may adjust its investment policy, scope of business and mode of business operation, and establish branches and offices at home and abroad as well as in the regions such as Hong Kong, Macao and Taiwan in due time.</p> | <p><b>Article 11</b> The Company's scope of business shall be subject to items approved by the registration authority.</p> <p>The Company's scope of business covers:</p> <p>Production and sales of various virgin pulp juice, fruit and vegetable juice, compound fruit and vegetable juice and edible fruit and vegetable essence, <b>and food flavouring</b>; processing and sales of iron packaging; biological and comprehensive utilization of pomace; wholesale and import and export of various virgin pulp juice, fruit and vegetable juice, compound fruit and vegetable juice, fruit pulp, edible fruit and vegetable essence, <b>and food flavouring; lease of proprietary premises</b> (for projects subject to approval according to laws, business activities may only be carried out after obtaining approval from relevant authorities, and the validity is subject to the permit granted)</p> <p>According to domestic and international market trends, domestic and overseas business development needs as well as the self-development abilities and performance requirements of the Company, upon the approval of relevant government departments, the Company may adjust its investment policy, scope of business and mode of business operation, and establish branches and offices at home and abroad as well as in the regions such as Hong Kong, Macao and Taiwan in due time.</p> |

| Before Amendment  | After Amendment  |
|---|--|
| <p><b>Article 106</b> The candidates' name list of directors and supervisors shall be submitted to the Shareholders' Meeting in proposal for voting.</p> <p>When the Shareholders' Meeting takes a vote to elect directors and supervisors, the cumulative voting system may be adopted according the Articles of Association or the resolutions of the Shareholders' Meeting.</p> <p>For the purpose of the above paragraph, the term "cumulative voting system" means that when the Shareholders' Meeting elects a director or supervisor, each share shall have the voting power equal to the number of the director' s candidates or the supervisor's candidates. Shareholders may use their voting power cumulatively. The Board of Directors shall make an announcement about the resume and basic information of the candidates of the director or supervisor to the shareholders.</p> | <p><b>Article 106</b> The candidates' name list of directors and supervisors shall be submitted to the Shareholders' Meeting in proposal for voting.</p> <p>When the Shareholders' Meeting takes a vote to elect directors and supervisors, the cumulative voting system <b>shall</b> be adopted according the Articles of Association or the resolutions of the Shareholders' Meeting.</p> <p>For the purpose of the above paragraph, the term "cumulative voting system" means that when the Shareholders' Meeting elects a director or supervisor, each share shall have the voting power equal to the number of the director' s candidates or the supervisor's candidates. Shareholders may use their voting power cumulatively. The Board of Directors shall make an announcement about the resume and basic information of the candidates of the director or supervisor to the shareholders.</p> |

*Notes:* The English version of the Articles of Association is an unofficial translation and is for reference only. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

| Before Amendment  | After Amendment   |
|---|---|
| <p><b>Article 53</b> The candidates’ name list of directors and supervisors shall be submitted to the Shareholders’ Meeting in proposal for voting. The Board of Directors shall make an announcement about the resume and basic information of the candidates of the director or supervisor to the shareholders.</p> <p>The director candidates other than independent director candidates shall be proposed by the Board of Directors, the Supervisor Committee and the shareholders separately or jointly holding over 3% shares of the Company and independent director candidates shall be proposed by the Board of Directors, the Supervisor Committee and the shareholders separately or jointly holding over 1% shares of the Company. The shareholder representatives among the supervisor candidates shall be proposed by the Board of Directors, the Supervisor Committee and the shareholders separately or jointly holding over 3% shares of the Company.</p> <p>For election of directors and supervisors, upon the approval of ordinary resolutions at the Shareholders’ Meeting, the election may adopt cumulative voting system, and the contents and procedures of such system shall be as follows:</p> <p>(1) When voting on the election of directors or supervisors at a shareholders’ general meeting, each share held by a shareholder shall carry the same number of votes as the number of directors or supervisors to be elected. The shareholder can exercise his voting rights by focusing his votes on one candidate;</p> <p>.....</p> | <p><b>Article 53</b> The candidates’ name list of directors and supervisors shall be submitted to the Shareholders’ Meeting in proposal for voting. The Board of Directors shall make an announcement about the resume and basic information of the candidates of the director or supervisor to the shareholders.</p> <p>The director candidates other than independent director candidates shall be proposed by the Board of Directors, the Supervisor Committee and the shareholders separately or jointly holding over 3% shares of the Company and independent director candidates shall be proposed by the Board of Directors, the Supervisor Committee and the shareholders separately or jointly holding over 1% shares of the Company. The shareholder representatives among the supervisor candidates shall be proposed by the Board of Directors, the Board of Supervisor Committee and the shareholders separately or jointly holding over 3% shares of the Company.</p> <p>For election of directors and supervisors, upon the approval of ordinary resolutions at the Shareholders’ Meeting, the election <b>shall</b> adopt cumulative voting system, and the contents and procedures of such system shall be as follows:</p> <p>(1) When voting on the election of directors or supervisors at a shareholders’ general meeting, each share held by a shareholder shall carry the same number of votes as the number of directors or supervisors to be elected. The shareholder can exercise his voting rights by focusing his votes on one candidate;</p> <p>.....</p> |

Notes: The English version of the Articles of Association is an unofficial translation and is for reference only. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

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## NOTICE OF ANNUAL GENERAL MEETING

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# 烟台北方安德利果汁股份有限公司 Yantai North Andre Juice Co., Ltd.\*

(a joint stock limited company incorporated in the People's Republic of China)  
(Stock code : 02218)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Yantai North Andre Juice Co., Ltd.\* (烟台北方安德利果汁股份有限公司) (the “Company”) will be held at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC at 10:00 a.m. on Wednesday, 26 June 2019 to consider and, if though fit, pass the following resolutions (unless otherwise specified, capitalized terms used in this notice shall have the same meanings as defined in the circular dated 10 May 2019 (the “Circular”)).

### ORDINARY RESOLUTIONS

1. To consider and approve the annual report of the Company for the year ended 31 December 2018.
2. To consider and approve the report of the Board for the year ended 31 December 2018.
3. To consider and approve the report of the Supervisor Committee for the year ended 31 December 2018.
4. To consider and approve the profit distribution plan for the year ended 31 December 2018 and authorization to the Board to distribute to the Shareholders a total cash dividend of RMB35,800,000 (tax inclusive) or cash dividend of RMB0.10 for each share (tax inclusive).
5. To consider and approve (if appropriate) the resolution in relation to the remuneration of Directors and Supervisors for the year ending 31 December 2019.
6. To consider and approve the resolution in relation to re-appointment of KPMG Huazhen LLP as the external auditors of the Company for the year ending 31 December 2019 and authorization to the Board to determine their remuneration.
7. To consider and approve the re-election of Directors and the appointments of independent non-executive Directors;
  - 7.1 To consider and approve the re-election of Mr. Wang An as an executive Director;
  - 7.2 To consider and approve the re-election of Mr. Zhang Hui as an executive Director;
  - 7.3 To consider and approve the re-election of Mr. Wang Yan Hui as an executive Director;

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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- 7.4 To consider and approve the re-election of Mr. Liu Tsung-Yi as a non-executive Director;
  - 7.5 To consider and approve the re-election of Mr. Jiang Hong Qi as an independent non-executive Director;
  - 7.6 To consider and approve the re-election of Mr. Li Wei as an independent non-executive Director; and
  - 7.7 To consider and approve the appointment of Mr. Li Yao as an independent non-executive Director.
- 8. To consider and approve the re-election of Supervisors;
    - 8.1 To consider and approve the re-election of Mr. Wang Zhi Wu as a Supervisor; and
    - 8.2 To consider and approve the re-election of Mr. Wang Kun as a Supervisor.
  - 9. To consider and approve the amendments to the rules of procedures of the general meeting of the Company.

### SPECIAL RESOLUTIONS

- 10. To consider and pass the following resolution:

**THAT** the extension of validity period of resolutions in respect of the proposed issue of not more than 20,000,000 A shares of the Company with a nominal value of RMB1.00 each (the “**Proposed Issue of A Shares**”) and related matters (the resolution was approved as a resolution by Shareholders, the holders of domestic shares of the Company (the “**Domestic Shareholders**”) and the holders of H shares of the Company (the “**H Shares**”) at the special general meeting, the class meeting for Domestic Shareholders and the class meeting for holders of H Shares of the Company held on 1 November, 2017, respectively) be and are hereby approved, including the extension of validity period of the authorization to the board of directors to deal with matters relating to the Proposed Issue of A Shares. The above validity period shall be extended for a period of 12 months from the date on which the resolution is approved by the Shareholders at the annual general meeting of the Company and approved by the class shareholders at the class meetings of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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11. To consider and pass the following resolution:

**THAT** the amendments to the relevant Articles (draft) of the Company be approved.

By order of the Board  
**Yantai North Andre Juice Co., Ltd.\***  
**Wang An**  
*Chairman*

Yantai, the PRC  
10 May 2019

*As at the date of this notice, the executive Directors of the Company are Mr. Wang An, Mr. Zhang Hui and Mr. Wang Yan Hui, the non-executive Director is Mr. Liu Tsung-Yi, and the independent non-executive Directors are Mr. Jiang Hong Qi, Mr. Li Wei and Mr. Li Tong Ning.*

*Notes:*

1. For the purpose of determining who may attend the AGM to be held on Wednesday, 26 June 2019, the register of holders of H Shares of the Company will be closed from Monday, 27 May 2019 to Wednesday, 26 June 2019 (both dates inclusive), during which no transfer of H Shares will be registered. In order to qualify for entitlement to attending and voting in the AGM, all transfers of H Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's H Share registrar, Tricor Tengis Limited for registration not later than 4:30 p.m. on Friday, 24 May 2019.

For the purpose of determining who may be entitled to receive the final dividend of the Company (subject to approval by the Shareholders at the AGM), the register of holders of H Shares will be closed from Wednesday, 3 July 2019 to Sunday, 7 July 2019 (both dates inclusive), during which no transfer of H Shares will be registered. In order to qualify for entitlement to the final dividend, all transfers of H Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's H Share Registrar, Tricor Tengis Limited for registration not later than 4:30 p.m. on Tuesday, 2 July 2019.

The address of Tricor Tengis Limited is as follows:

22nd Floor,  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong  
Fax No.: (852) 2810 8185

Pursuant to the Corporate Income Tax Law of the PRC and its implementing regulations (collectively referred to as the "Corporate Income Tax Law") which took effect on 1 January 2008, the tax rate of the corporate income tax applicable to the income of non-resident enterprise deriving from PRC is 10%. Pursuant to the Corporate Income Tax Law, any Chinese domestic enterprise (including our Company) which pays dividend to a non-resident enterprise Shareholder shall withhold corporate income tax at 10% for and pay by the Company on behalf of such Shareholder.

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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2. In accordance with the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notice of AGM will be voted by poll. Results of the poll voting will be published on the Company's website at [www.andre.com.cn](http://www.andre.com.cn) and the website of the Stock Exchanges at [www.hkexnews.hk](http://www.hkexnews.hk) after the AGM.
3. Any Shareholder entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a Shareholder.
4. 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 notarially certified copy of such power of attorney or authority, must be completed and deposited at the Company's H Share registrar, Tricor Tengis Limited (for H Shareholders) or the registered office of the Company (for Domestic Shareholders or Non-listed Foreign Shareholders), at least 24 hours before the AGM or any adjourned meeting thereof. The Company's registered office is located at No. 18 Andre Avenue, Muping Economic Development Zone Yantai City, Shandong Province, the PRC (Fax no. (86-535) 421-8858). The Company's H Share registrar, Tricor Tengis Limited, is located at 22nd Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (Fax no. (852) 2810 8185).
5. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting thereof if you so wish.
6. In the case of joint registered holders of any Share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of holders in respect of the joint holding.
7. Shareholders who intend to attend the AGM in person or by proxy should return the reply slip for the AGM to the registered office of the Company (for Domestic Shareholders or Non-listed Foreign Shareholders) or the principal place of business of the Company in Hong Kong (for H Shareholders), by hand, by post or by fax on or before Wednesday, 5 June 2019. The Company's registered office is located at No. 18 Andre Avenue, Muping Economic Development Zone Yantai City, Shandong Province, the PRC (Fax no. (86-535) 421-8858). The principal place of business of the Company in Hong Kong, is located at Room 26, 19/F, West Exchange Tower, 322 Des Voeux Road Central, Sheung Wan, Hong Kong (Fax no. (852) 2587 9166).
8. The AGM is expected to last for about half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the AGM.

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**NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES  
AND NON-LISTED FOREIGN SHARES**

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**烟台北方安德利果汁股份有限公司  
Yantai North Andre Juice Co., Ltd.\***

*(a joint stock limited company incorporated in the People's Republic of China)*

**(Stock code : 02218)**

**NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES AND  
NON-LISTED FOREIGN SHARES**

**NOTICE IS HEREBY GIVEN** that a class meeting for the holders of Domestic Shares and Non-listed Foreign Shares (the “**Class Meeting**”) of Yantai North Andre Juice Co., Ltd.\* (烟台北方安德利果汁股份有限公司) (the “**Company**”) will be held at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the People’s Republic of China (the “**PRC**”) at 11:00 a.m. on Wednesday, 26 June 2019 for the purpose of considering and passing the following special resolution (unless otherwise specified, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 10 May 2019):

**SPECIAL RESOLUTIONS**

1. To consider and pass the following resolution:

**THAT** the extension of validity period of resolutions in respect of the proposed issue of not more than 20,000,000 A shares of the Company with a nominal value of RMB1.00 each (the “**Proposed Issue of A Shares**”) and related matters (the resolution was approved as a resolution by Shareholders, the holders of domestic shares of the Company (the “**Domestic Shareholders**”) and the holders of H shares of the Company (the “**H Shares**”) at the special general meeting, the class meeting for Domestic Shareholders and the class meeting for holders of H Shares of the Company held on 1 November, 2017, respectively) be and are hereby approved, including the extension of validity period of the authorization to the board of directors of the Company to deal with matters relating to the Proposed Issue of A Shares. The above validity period shall be extended for a period of 12 months from the date on which the resolution is approved by the Shareholders at the annual general meeting of the Company and approved by the class shareholders at the class meetings of the Company.

\* For identification purpose only



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## NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES AND NON-LISTED FOREIGN SHARES

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2. To consider and pass the following resolution:

**THAT** the amendments to the relevant Articles (draft) of the Company be approved.

By order of the Board  
**Yantai North Andre Juice Co., Ltd.\***  
**Wang An**  
Chairman

Yantai, the PRC  
10 May 2019

*As at the date of this notice, the executive Directors of the Company are Mr. Wang An, Mr. Zhang Hui and Mr. Wang Yan Hui, the non-executive Director is Mr. Liu Tsung-Yi, and the independent non-executive Directors are Mr. Jiang Hong Qi, Mr. Li Wei and Mr. Li Tong Ning.*

*Notes:*

1. In accordance with the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolution set out in this notice of Class Meeting will be voted by poll.
2. Any Shareholder entitled to attend and vote at the Class Meeting is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the Class Meeting.
3. To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the registered office of the Company at No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC, not less than 24 hours before the time for holding the Class Meeting or any adjournment thereof in order for such documents to be valid.
4. Completion and return of the form of proxy will not preclude you from attending and voting at the Class Meeting or any adjourned meeting thereof should you so wish.
5. In the case of joint registered holders of any share of the Company, any one of such persons may vote at the Class Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the Class Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of holders in respect of the joint holding.
6. Shareholders who intend to attend the Class Meeting in person or by proxy should return the reply slip for the Class Meeting to the registered office of the Company at No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC (Fax no. (86-535) 421-8858) on or before Wednesday, 5 June 2019.
7. The Class Meeting is expected to last for less than half a day. Shareholders and their proxies attending the Class Meeting are responsible for their own transportation and accommodation expenses. Shareholders and their proxies attending the Class Meeting must produce their identity documents.

\* For identification purpose only

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## NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

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# 烟台北方安德利果汁股份有限公司 Yantai North Andre Juice Co., Ltd.\*

(a joint stock limited company incorporated in the People's Republic of China)  
(Stock code : 02218)

## NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

**NOTICE IS HEREBY GIVEN** that the class meeting for the holders of H shares (the “**Class Meeting**”) of Yantai North Andre Juice Co., Ltd.\* (烟台北方安德利果汁股份有限公司) (the “**Company**”) will be held at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC at 11:30 a.m. on Wednesday, 26 June 2019 to consider and, if though fit, pass the following special resolution (unless otherwise specified, capitalized terms used in this notice shall have the same meanings as defined in the circular dated 10 May 2019):

### SPECIAL RESOLUTIONS

1. To consider and pass the following resolution:

**THAT** the extension of validity period of resolutions in respect of the proposed issue of not more than 20,000,000 A shares of the Company with a nominal value of RMB1.00 each (the “**Proposed Issue of A Shares**”) and related matters (the resolution was approved as a resolution by Shareholders, the holders of domestic shares of the Company (the “**Domestic Shareholders**”) and the holders of H shares of the Company (the “**H Shares**”) at the special general meeting, the class meeting for Domestic Shareholders and the class meeting for holders of H Shares of the Company held on 1 November, 2017, respectively) be and are hereby approved, including the extension of validity period of the authorization to the board of directors to deal with matters relating to the Proposed Issue of A Shares. The above validity period shall be extended for a period of 12 months from the date on which the resolution is approved by the Shareholders at the annual general meeting of the Company and approved by the class shareholders at the class meetings of the Company.

\* For identification purpose only

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## NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

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2. To consider and pass the following resolution:

**THAT** the amendments to the relevant article of Articles (draft) of the Company be approved.

By order of the Board  
**Yantai North Andre Juice Co., Ltd.\***  
**Wang An**  
Chairman

Yantai, the PRC  
10 May 2019

*As at the date of this notice, the executive Directors of the Company are Mr. Wang An, Mr. Zhang Hui and Mr. Wang Yan Hui, the non-executive Director is Mr. Liu Tsung-Yi, and the independent non-executive Directors are Mr. Jiang Hong Qi, Mr. Li Wei and Mr. Li Tong Ning.*

*Notes:*

1. Closure of Register of Members in Determining Shareholders' Entitlement for Attending the Class Meeting

The register of holders of H Shares will be closed from Monday, 27 May 2019 to Wednesday, 26 June 2019 (both days inclusive) during which period no transfer of H Shares will be registered. Any holder of the H Shares and whose name appears in the Company's register of holders of H Shares with Tricor Tengis Limited by 4:30 p.m. on Friday, 24 May 2019 and have completed the registration process, will be entitled to attend and vote at the Class Meeting.

The address of Tricor Tengis Limited is as follows:

22nd Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong  
Fax No.: (852) 2810 8185

2. In accordance with the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolution set out in this notice of Class Meeting will be voted by poll.
3. Each holder of H Shares entitled to attend the Class Meeting and having voting rights is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the Class Meeting.
4. To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H Share registrar, Tricor Tengis Limited at 22nd Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time for holding the Class Meeting or any adjournment thereof in order for such documents to be valid.
5. Completion and return of the form of proxy will not preclude you from attending and voting at the Class Meeting or any adjourned meeting thereof should you so wish.

\* For identification purpose only

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## NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

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6. In the case of joint registered holders of any share of the Company, any one of such persons may vote at the Class Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the Class Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of holders in respect of the joint holding.
7. Shareholders who intend to attend the Class Meeting in person or by proxy should return the reply slip for the Class Meeting to the principal place of business in Hong Kong at Room 26, 19/F, West Exchange Tower, 322 Des Voeux Road Central, Sheung Wan, Hong Kong (Fax No.: (852) 2587-9166) on or before Wednesday, 5 June 2019.
8. The Class Meeting is expected to last for less than half a day. Shareholders and their proxies attending the Class Meeting are responsible for their own transportation and accommodation expenses. Shareholders and their proxies attending the Class Meeting must produce their identity documents.