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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.

* *For identification purpose only*

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;
 - 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.

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 announcement, 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

* *For identification purpose only*

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.

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 and the website of the Stock Exchanges at 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.