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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)

ANNOUNCEMENT

(A) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND (B) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (DRAFT)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Yantai North Andre Juice Co., Ltd. (the “**Company**”) announces that, in line with the Company’s needs for business development, the board of directors (the “**Board**”) of the Company at the Board meeting held on 6 March 2020 proposed to revise the details of the profit distribution policies and the discussion procedures of the Company and accordingly, amend the articles of association of the Company (the “**Articles**”).

The Board proposed to make amendments to Article 229 and Article 230 of the Articles as follows:

Existing provision	Amended provision (proposed amendments being underlined)
Article 229 The details of the profit distribution policies of the Company are as follows: (I) Form of profit distribution: The Company may distribute profits in cash, stock or the combination of cash and stock. If possible, the Company may implement medium-term profit distribution.	Article 229 The details of the profit distribution policies of the Company are as follows: (I) Form of profit distribution: The Company may distribute profits in cash, stock or the combination of cash and stock. If possible, the Company may implement medium-term profit distribution.

* For identification purpose only

Existing provision	Amended provision (proposed amendments being underlined)
<p>(II) Specific conditions and proportion of cash dividends of the Company: Except for special circumstances, the Company shall distribute dividends in cash when the Company makes a profit in that year and the accumulated undistributed profits are positive. The profits distributed in cash each year shall not be less than 10% of the distributed profits of the current year.</p> <p>Specific circumstances refer to repurchase of shares and major investments.</p> <p>The following standards shall be adopted for the amount required by repurchasing shares and major investments:</p>	<p>(II) Specific conditions and proportion of cash dividends of the Company: Except for special circumstances, the Company shall distribute dividends in cash when the Company makes a profit in that year and the accumulated undistributed profits are positive. The profits distributed in cash each year shall not be less than 10% of the distributed profits of the current year.</p> <p>Specific circumstances refer to repurchase of shares, and major investments, <u>and other specific events considered and approved by the Shareholders' Meeting of the Company.</u></p> <p>The following standards shall be adopted for the amount required by repurchasing shares and major investments:</p>

Existing provision	Amended provision (proposed amendments being underlined>
<p>1. The total assets related to the transaction (If the total assets related to the transaction have book value and assessed value, the higher will prevail) in the total assets upon the latest auditing of the Company shall be over 50%;</p> <p>2. The main business revenue of object of transaction (such as stock right) in the latest fiscal year in the main business revenue upon auditing in the latest fiscal year of the Company shall be over 50% with the absolute amount over RMB50 million yuan;</p> <p>3. The net profit of object of transaction (such as stock right) in the latest fiscal year in the net profit upon auditing in the latest fiscal year of the Company shall be over 50% with the absolute amount over RMB5 million yuan;</p> <p>4. The amount of transaction (including debts and expenses payable) in the net assets upon auditing in the latest fiscal year of the Company shall be over 50% with the absolute amount over RMB50 million yuan; and</p>	<p>1. The total assets related to the transaction (If the total assets related to the transaction have book value and assessed value, the higher will prevail) in the total assets upon the latest auditing of the Company shall be over 50%;</p> <p>2. The main business revenue of object of transaction (such as stock right) in the latest fiscal year in the main business revenue upon auditing in the latest fiscal year of the Company shall be over 50% with the absolute amount over RMB50 million yuan;</p> <p>3. The net profit of object of transaction (such as stock right) in the latest fiscal year in the net profit upon auditing in the latest fiscal year of the Company shall be over 50% with the absolute amount over RMB5 million yuan;</p> <p>4. The amount of transaction (including debts and expenses payable) in the net assets upon auditing in the latest fiscal year of the Company shall be over 50% with the absolute amount over RMB50 million yuan; and</p>

Existing provision	Amended provision (proposed amendments being underlined>
<p>5. The profit arising from transaction in the net profit upon auditing in the latest fiscal year of the Company shall be over 50% with the absolute amount over RMB5 million yuan.</p> <p>If the data in the above index calculation is negative, the absolute value shall prevail.</p> <p>(III) Conditions of issuing stocks and dividends of the Company: Provided the Company meets the above conditions of cash dividends, it shall draft a preliminary plan for stock dividend distribution.</p>	<p>5. The profit arising from transaction in the net profit upon auditing in the latest fiscal year of the Company shall be over 50% with the absolute amount over RMB5 million yuan.</p> <p>If the data in the above index calculation is negative, the absolute value shall prevail.</p> <p>(III) Conditions of issuing stocks and dividends of the Company: Provided the Company meets the above conditions of cash dividends, it shall draft a preliminary plan for stock dividend distribution.</p>
<p>Article 230</p> <p>The discussion procedures of the profit distribution plan of the Company are as follows:</p> <p>(I) The Board of Directors of the Company shall fully discuss the rationality of the profit distribution plan and make the detailed meeting minutes. The independent directors shall express their opinions on the profit distribution plan explicitly. After a special resolution of the profit distribution plan is passed, it shall be submitted to the Shareholders' Meeting for examination.</p> <p>(II) When the Company makes a profit in that year and the accumulated undistributed profits are positive, and the dividends aren't distributed in cash or the proposed cash dividend proportion doesn't reach the regulations in Article 230, the Company shall provide the network voting for the shareholders during the examination of the profit distribution plan by the Shareholders' Meeting.</p>	<p>Article 230</p> <p>The discussion procedures of the profit distribution plan of the Company are as follows:</p> <p>(I) The Board of Directors of the Company shall fully discuss the rationality of the profit distribution plan and make the detailed meeting minutes. The independent directors shall express their opinions on the profit distribution plan explicitly. After a special resolution of the profit distribution plan is passed, it shall be submitted to the Shareholders' Meeting for examination.</p> <p>(II) When the Company makes a profit in that year and the accumulated undistributed profits are positive, and the dividends aren't distributed in cash or the proposed cash dividend proportion doesn't reach the regulations in Article <u>229</u>, the Company shall provide the network voting for the shareholders during the examination of the profit distribution plan by the Shareholders' Meeting.</p>

Existing provision	Amended provision (proposed amendments being underlined)
<p>(III) Provided the Company doesn't distribute dividends in cash for the above-mentioned special circumstances in Article 230, the Board of Directors shall make a special explanation for the reason of such action, accurate purpose of retained earnings of the Company, predicted income from investment and other matters. After the independent directors express their opinions, such matters shall be submitted to the Shareholders' Meeting for examination and disclosed on the media designated by the Company.</p>	<p>(III) Provided the Company doesn't distribute dividends in cash for the above-mentioned special circumstances in Article <u>229</u>, the Board of Directors shall make a special explanation for the reason of such action, accurate purpose of retained earnings of the Company, predicted income from investment and other matters. After the independent directors express their opinions, such matters shall be submitted to the Shareholders' Meeting for examination <u>and approved by 2/3 of the voting rights held by Shareholders attending the Shareholders' Meeting</u>, and disclosed on the media designated by the Company.</p>

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (DRAFT)

The Company announces that, in line with the Company's needs for business development, the Board of the Company at the Board meeting held on 6 March 2020 proposed to revise the details of the profit distribution policies and the discussion procedures of the Company and accordingly, amend the Articles of Association (Draft) of the Company. The Articles of Association (Draft) will be implemented from the date the A Shares issued by the Company are approved by the China Securities Regulatory Commission to be listed and traded on the Shanghai Stock Exchange.

The Board proposed to make amendments to Article 229 and Article 230 of the Articles of Association (Draft) as follows:

Existing provision	Amended provision (proposed amendments being underlined)
<p>Article 229</p> <p>The details of the profit distribution policies of the Company are as follows:</p> <p>(I) Form of profit distribution: The Company may distribute profits in cash, stock or the combination of cash and stock. If possible, the Company may implement medium-term profit distribution.</p> <p>(II) Specific conditions and proportion of cash dividends of the Company: Except for special circumstances, the Company shall distribute dividends in cash when the Company makes a profit in that year and the accumulated undistributed profits are positive. The profits distributed in cash each year shall not be less than 10% of the distributed profits of the current year.</p>	<p>Article 229</p> <p>The details of the profit distribution policies of the Company are as follows:</p> <p>(I) Form of profit distribution: The Company may distribute profits in cash, stock or the combination of cash and stock. If possible, the Company may implement <u>medium-term</u> profit distribution.</p> <p>(II) Specific conditions and proportion of cash dividends of the Company: Except for special circumstances, the Company shall distribute dividends in cash when the Company makes a profit in that year and the accumulated undistributed profits are positive. The profits distributed in cash each year shall not be less than 10% of the distributed profits of the current year.</p>

Existing provision	Amended provision (proposed amendments being underlined)
<p>Specific circumstances refer to repurchase of shares and major investments.</p> <p>The following standards shall be adopted for the amount required by repurchasing shares and major investments:</p> <ol style="list-style-type: none"> 1. The total assets related to the transaction (If the total assets related to the transaction have book value and assessed value, the higher will prevail) in the total assets upon the latest auditing of the Company shall be over 50%; 2. The main business revenue of object of transaction (such as stock right) in the latest fiscal year in the main business revenue upon auditing in the latest fiscal year of the Company shall be over 50% with the absolute amount over RMB50 million yuan; 3. The net profit of object of transaction (such as stock right) in the latest fiscal year in the net profit upon auditing in the latest fiscal year of the Company shall be over 50% with the absolute amount over RMB5 million yuan; 4. The amount of transaction (including debts and expenses payable) in the net assets upon auditing in the latest fiscal year of the Company shall be over 50% with the absolute amount over RMB50 million yuan; and 	<p>Specific circumstances refer to repurchase of shares, <u>and</u> major investments, <u>and other specific events considered and approved by the Shareholders' Meeting of the Company.</u></p> <p>The following standards shall be adopted for the amount required by repurchasing shares and major investments:</p> <ol style="list-style-type: none"> 1. The total assets related to the transaction (If the total assets related to the transaction have book value and assessed value, the higher will prevail) in the total assets upon the latest auditing of the Company shall be over 50%; 2. The main business revenue of object of transaction (such as stock right) in the latest fiscal year in the main business revenue upon auditing in the latest fiscal year of the Company shall be over 50% with the absolute amount over RMB50 million yuan; 3. The net profit of object of transaction (such as stock right) in the latest fiscal year in the net profit upon auditing in the latest fiscal year of the Company shall be over 50% with the absolute amount over RMB5 million yuan; 4. The amount of transaction (including debts and expenses payable) in the net assets upon auditing in the latest fiscal year of the Company shall be over 50% with the absolute amount over RMB50 million yuan; and

Existing provision	Amended provision (proposed amendments being underlined>
<p>5. The profit arising from transaction in the net profit upon auditing in the latest fiscal year of the Company shall be over 50% with the absolute amount over RMB5 million yuan.</p> <p>If the data in the above index calculation is negative, the absolute value shall prevail.</p> <p>(III) Conditions of issuing stocks and dividends of the Company: Provided the Company meets the above conditions of cash dividends, it shall draft a preliminary plan for stock dividend distribution.</p>	<p>5. The profit arising from transaction in the net profit upon auditing in the latest fiscal year of the Company shall be over 50% with the absolute amount over RMB5 million yuan.</p> <p>If the data in the above index calculation is negative, the absolute value shall prevail.</p> <p>(III) Conditions of issuing stocks and dividends of the Company: Provided the Company meets the above conditions of cash dividends, it shall draft a preliminary plan for stock dividend distribution.</p>
<p>Article 230</p> <p>The discussion procedures of the profit distribution plan of the Company are as follows:</p> <p>(I) The Board of Directors of the Company shall fully discuss the rationality of the profit distribution plan and make the detailed meeting minutes. The independent directors shall express their opinions on the profit distribution plan explicitly. After a special resolution of the profit distribution plan is passed, it shall be submitted to the Shareholders' Meeting for examination.</p> <p>(II) When the Company makes a profit in that year and the accumulated undistributed profits are positive, and the dividends aren't distributed in cash or the proposed cash dividend proportion doesn't reach the regulations in Article 230, the Company shall provide the network voting for the shareholders during the examination of the profit distribution plan by the Shareholders' Meeting.</p>	<p>Article 230</p> <p>The discussion procedures of the profit distribution plan of the Company are as follows:</p> <p>(I) The Board of Directors of the Company shall fully discuss the rationality of the profit distribution plan and make the detailed meeting minutes. The independent directors shall express their opinions on the profit distribution plan explicitly. After a special resolution of the profit distribution plan is passed, it shall be submitted to the Shareholders' Meeting for examination.</p> <p>(II) When the Company makes a profit in that year and the accumulated undistributed profits are positive, and the dividends aren't distributed in cash or the proposed cash dividend proportion doesn't reach the regulations in Article <u>229</u>, the Company shall provide the network voting for the shareholders during the examination of the profit distribution plan by the Shareholders' Meeting.</p>

Existing provision	Amended provision (proposed amendments being underlined)
<p>(III) Provided the Company doesn't distribute dividends in cash for the above-mentioned special circumstances in Article 230, the Board of Directors shall make a special explanation for the reason of such action, accurate purpose of retained earnings of the Company, predicted income from investment and other matters. After the independent directors express their opinions, such matters shall be submitted to the Shareholders' Meeting for examination and disclosed on the media designated by the Company.</p>	<p>(III) Provided the Company doesn't distribute dividends in cash for the above-mentioned special circumstances in Article <u>229</u>, the Board of Directors shall make a special explanation for the reason of such action, accurate purpose of retained earnings of the Company, predicted income from investment and other matters. After the independent directors express their opinions, such matters shall be submitted to the Shareholders' Meeting for examination <u>and approved by 2/3 of the voting rights held by Shareholders attending the Shareholders' Meeting</u>, and disclosed on the media designated by the Company.</p>

The proposed amendments to the Articles and Articles of Association (Draft) are prepared in Chinese and the English version is therefore a translation only. In the event of any discrepancy between the English translation and the Chinese version of the Articles and Articles of Association (Draft), the Chinese version shall prevail.

The above proposed amendments to the Articles and Articles of Association (Draft) shall be subject to the Company's shareholders' approval at the general meeting of the Company by way of a special resolution. A circular containing details of the proposed amendments to the Articles and Articles of Association (Draft) will be despatched to the shareholders of the Company in due course.

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

Yantai, the PRC, 6 March 2020

As at the date of this announcement, the executive Directors 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 Yao.

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