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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 Tuesday, 26 May 2020 to consider and, if though fit, pass the following special resolutions (unless otherwise specified, capitalized terms used in this notice shall have the same meanings as defined in the circular of the Company dated 8 April 2020):

### **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.

2. To consider and pass the following resolution:

**THAT** the amendments to the Articles be approved.

\* *For identification purpose only*

3. To consider and pass the following resolution:

**THAT** the amendments to the Articles (Draft) be approved.

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

Yantai, the PRC  
8 April 2020

*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 Yao.*

*Notes:*

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

The register of holders of H Shares of the Company will be closed from Friday, 24 April 2020 to Tuesday, 26 May 2020 (both dates 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 Thursday, 23 April 2020 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:

54th 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 54th 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.

\* *For identification purpose only*

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.
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 Tuesday, 5 May 2020.
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.