

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Yantai North Andre Juice Co., Ltd. (the “**Company**”) announces that, in view of the changes in the Company’s share capital and registered capital and in compliance with the requirements of the Company Law of the People’s Republic of China, the Guidelines on Articles of Association of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and other relevant laws, regulations and regulatory documents, (i) the board of directors of the Company (the “**Board**”) proposed to amend the Articles of Association of the Company (the “**Articles**”) (including the Rules of Procedure of the Shareholders’ Meeting and the Rules of Procedure of the Board of Directors which are appendixes thereto) at the Board meeting held on 12 October 2020; and (ii) the board of supervisors of the Company (the “**Supervisory Board**”) proposed to amend the Rules of Procedure of the Board of Supervisors (which is an appendix to the Articles) at the Supervisory Board meeting held on the same day. Details of the proposed amendments to the Articles are set out in the Appendix to this announcement.

The proposed amendments to the Articles are subject to the approval of the shareholders of the Company (“**Shareholders**”) at a general meeting of the Company by way of a special resolution.

A special general meeting (the “**SGM**”) will be held by the Company for the Shareholders to consider, among others, the resolution on the proposed amendments to the Articles. A notice of the SGM and a circular containing the relevant details will be dispatched to the Shareholders as and when appropriate.

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

Yantai, the PRC, 12 October 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.

* *For identification purposes only*

APPENDIX

Note 1: “/” means that the corresponding provision has been removed from the amended Articles or there is no corresponding provision in the Articles before amendment. The adjustments to the numbering due to provisions added into or removed from the amended Articles are not separately reflected in the tables below.

Note 2: If there is any inconsistency between the English and Chinese versions of the Articles, the Chinese version shall prevail.

(I) PROPOSED AMENDMENTS TO THE MAIN BODY OF ARTICLES

The Board proposed to make the following amendments to the main body of Articles:

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
1.	<p>Article 1 To safeguard the lawful rights and interests of Yantai North Andre Juice Co., Ltd. (hereinafter referred to as “the Company”), the shareholders as well as the creditors and to regulate the organizations and acts of the Company, in accordance with the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “<i>Company Law</i>”) and <i>Securities Law of the People’s Republic of China</i> (hereinafter referred to as the “<i>Securities Law</i>”), the Articles of Association are hereby made.</p> <p>The Company is a Sino-foreign joint venture stock limited company established in accordance with the <i>Company Law, Securities Law, Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies</i> (hereinafter referred to as “<i>Special Provisions</i>”), <i>Provisional Regulations of the Ministry of Foreign Trade and Economic Cooperation on Certain Issues Concerning the Establishment of Companies Limited by Shares with Foreign Investment</i> (hereinafter referred to as “<i>Provisional Regulations</i>”), <i>Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</i> (hereinafter referred to as “<i>Listing Rules of SEHK</i>”) and other relevant laws and administrative regulations of the state.</p>	<p>Article 1 To safeguard the lawful rights and interests of Yantai North Andre Juice Co., Ltd. (hereinafter referred to as “the Company”), the shareholders as well as the creditors and to regulate the organizations and acts of the Company, in accordance with the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “<i>Company Law</i>”), <i>Securities Law of the People’s Republic of China</i> (hereinafter referred to as the “<i>Securities Law</i>”), <u><i>Guidelines for Articles of Association of Listed Companies, the Articles of Association of Companies Seeking a Listing Outside the PRC Prerequisite Clauses, Letter of Opinion on Supplemental Amendment to Articles of Association of Companies Listing in Hong Kong, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</i></u> (hereinafter referred to as “<u><i>Listing Rules of SEHK</i>”)), <u><i>Rules Governing the Listing of Stocks on the Shanghai Stock Exchange</i></u> (hereinafter referred to as “<u><i>Listing Rules of the Company’s Share Listing Place</i>” collectively with <i>Listing Rules of SEHK</i>), and <u>provisions of other laws, administrative regulations, departmental rules, regulatory documents and relevant regulatory authorities</u>, the Articles of Association are hereby made.</u></u></p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
	<p>Upon the approval of the Ministry of Foreign Trade and Economic Cooperation with Wai Jing Mao Zi Er Han [2001] No. 535 document, the Company was established from a Sino-foreign joint venture on June 14, 2001. The number of Certificate of Approval for Establishment of Enterprises with Foreign Investment is: Wai Jing Mao Zi Shen Zi [2001] No. 0067. The Company was registered in Shandong Administration for Industry and Commerce on June 26, 2001, which has obtained the Corporation Legal Person Business License (Unified Social Credit Code: 91370000613431903J).</p> <p>Upon the approval of China Securities Regulatory Commission (hereinafter referred to as “CSRC”), the Company issued 20,000,000 RMB ordinary shares to the public on August 21, 2020, which were listed on Shanghai Stock Exchange on September 18, 2020.</p>	<p>The Company is a Sino-foreign joint venture stock limited company established in accordance with the <i>Company Law, Securities Law, Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies</i> (hereinafter referred to as “<i>Special Provisions</i>”), <i>Provisional Regulations of the Ministry of Foreign Trade and Economic Cooperation on Certain Issues Concerning the Establishment of Companies Limited by Shares with Foreign Investment (hereinafter referred to as “Provisional Regulations”), Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “Listing Rules of SEHK”)</i> and other relevant laws and administrative regulations of the state.</p> <p>Upon the approval of the Ministry of Foreign Trade and Economic Cooperation with Wai Jing Mao Zi Er Han [2001] No. 535 document, the Company was established from a Sino-foreign joint venture on June 14, 2001. The number of Certificate of Approval for Establishment of Enterprises with Foreign Investment is: Wai Jing Mao Zi Shen Zi [2001] No. 0067. The Company was registered in Shandong Administration for Industry and Commerce on June 26, 2001, which has obtained the Corporation Legal Person Business License (Unified Social Credit Code: 91370000613431903J).</p> <p>Upon the approval of China Securities Regulatory Commission (hereinafter referred to as “CSRC”), the Company issued 20,000,000 RMB ordinary shares to the public on August 21, 2020, which were listed on Shanghai Stock Exchange on September 18, 2020.</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
2.	<p>Article 8 The Articles of Association shall be legally binding upon the Company and its shareholders, directors, supervisors, President, Vice President, chief financial officer and other senior management personnel. All the above persons may make claims concerning all matters of the Company in accordance with the Articles of Association.</p> <p>Shareholders may sue the Company in accordance with the Articles of Association. The Company may sue the shareholders in accordance with the Articles of Association. Shareholders may sue shareholders in accordance with the Articles of Association. Shareholders may sue directors, supervisors, President, Vice President, chief financial officer and other senior management personnel of the Company in accordance with the Articles of Association.</p> <p>For the purpose of the preceding paragraph, the term “sue” shall include the initiation of proceedings in a court or the filing of an arbitration application to an arbitration organization.</p> <p>Other senior management personnel referred to in the Articles of Association means the secretary of the Board.</p>	<p>Article 8 The Articles of Association shall be legally binding upon the Company and its shareholders, directors, supervisors, President, Vice President, chief financial officer and other senior management personnel. All the above persons may make claims concerning all matters of the Company in accordance with the Articles of Association.</p> <p>Shareholders may sue the Company in accordance with the Articles of Association. The Company may sue the shareholders, <u>directors, supervisors, senior management personnel</u> in accordance with the Articles of Association. Shareholders may sue shareholders in accordance with the Articles of Association. Shareholders may sue directors, supervisors, President, Vice President, chief financial officer and other senior management personnel of the Company in accordance with the Articles of Association.</p> <p>For the purpose of the preceding paragraph, the term “sue” shall include the initiation of proceedings in a court or the filing of an arbitration application to an arbitration organization.</p> <p>Other senior management personnel referred to in the Articles of Association means the secretary of the Board.</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
3.	/	<u>Article 16</u> The total shares of the Company is <u>378,000,000</u> shares: <u>378,000,000</u> ordinary shares, of which <u>270,536,000</u> shares are held by shareholders of domestic shares and <u>107,464,000</u> shares are held by shareholders of overseas listed foreign shares.
4.	Article 18 The registered capital of the Company shall be RMB[•••] yuan.	Article 18 9 The registered capital of the Company shall be <u>RMB[•••]378,000,000</u> yuan.
5.	Article 25 The Company may, in the following circumstances, acquire the outstanding shares in accordance with laws, administrative regulations, departmental rules and the Articles of Association: (I) Cancellation of shares in order to reduce its capital; (II) Merger with other companies holding stocks in the Company; (III) Granting shares to the staff of the Company as a reward; (IV) Shareholders' shares to be acquired by the Company due to Shareholders' objection to the merger and dissolution resolutions adopted by the Shareholders' Meeting; and (V) Other circumstances approved by laws and administrative regulations.	Article 25 6 The Company may, in the following circumstances, <u>report to relevant competent state-level authorities for approval, and</u> acquire the outstanding shares in accordance with laws, administrative regulations, departmental rules and the Articles of Association: (I) Cancellation of shares in order to reduce its capital; (II) Merger with other companies holding stocks in the Company; (III) Granting shares to the staff of the Company as a reward; <u>Shares to be used for employee stock ownership plan or stock ownership incentive;</u> (IV) Shareholders' shares to be acquired by the Company due to Shareholders' objection to the merger and dissolution resolutions adopted by the Shareholders' Meeting; (V) <u>Shares to be used for converting corporate bonds issued by listed companies that can be converted into shares;</u> (VI) <u>Necessity for the listed company to maintain corporate value and shareholders' interests;</u> (V) (VII) Other circumstances approved by laws and administrative regulations.

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
	<p>The Company shall not purchase or sell its shares except for the above cases.</p> <p>When the Company acquires its shares due to the reasons in the above Items (I), (II) and (III), it shall be approved by the Shareholders' Meeting.</p> <p>When the Company purchases its shares in accordance with the preceding paragraph, in case of (I), the shares shall be cancelled within 10 days from the date of purchase; and in case of (II) and (IV), the shares shall be transferred or cancelled within 6 months.</p> <p>When the Company purchases its shares in according with the preceding (III), the shares shall not be over 5% of the total shares issued by the Company. The fund for acquiring shall be paid from the after-tax profit of the Company. The acquired shares shall be transferred to the staff within 1 year.</p>	<p>The Company shall not purchase or sell acquire its shares except for the above cases.</p> <p><u>Although provisions of the Articles of Associations in respect of acquisition of its shares by the Company have been amended, when the Company acquires its shares, it must still proceed in accordance with the relevant requirements and restrictions of the Listing Rules of SEHK, including but not limited to the relevant provisions of Chapter 10 and Chapter 19A. In particular, in accordance with Rule 10.06(5) and Rule 19A.24 of the Listing Rules of SEHK, the listing of all H shares acquired by the Company will be automatically cancelled upon acquisition, and the Company shall apply for listing of any further issues of H shares in the normal way. The Company must ensure that the documents of title of the acquired H shares are cancelled and destroyed as soon as possible after the settlement of the acquisition of its H shares.</u></p> <p><u>The Company may acquire its shares through public centralized trading or other methods permitted by laws, regulations and CSRC.</u></p> <p><u>When the Company acquires its shares due to the circumstances in the Items (III), (V) and (VI) of the first paragraph, it shall be conducted through public centralized trading.</u></p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
		<p>When the Company acquires its shares due to the reasons in the above Items (I), (II) and (III) of the first paragraph, it shall be approved by the Shareholders' Meeting. <u>When the Company acquires its shares due to the circumstances in the Items (V) and (VI) of the first paragraph, it may be approved by the Board Meeting attended by more than two-thirds of the directors according to the provisions of the Articles of Association or the authorization of the Shareholders' Meeting.</u></p> <p>When the Company purchases its shares in accordance with the preceding paragraph, in case of (I), the shares shall be cancelled within 10 days from the date of purchase; and in case of (II) and (IV), the shares shall be transferred or cancelled within 6 months.</p> <p>When the Company purchases its shares in accordance with the preceding (III), (V) and (VI) of the first paragraph, the shares shall not be over 5%10% of the total shares issued by the Company. The fund for acquiring shall be paid from the after-tax profit of the Company. The acquired shares shall be transferred to the staff or cancelled within 13 years.</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
6.	<p>Article 38 The stocks shall be signed by the chairman of the Board of Directors. Provided the signature of other senior management personnel of the Company is required by the stock exchange on which the Company's shares are listed, the stocks shall also be signed by such other senior management personnel. The stocks shall become effective after the seal of the Company (or the securities seal of the Company) is affixed thereon or printed thereon. The seal of the Company (or the securities seal of the Company) shall be affixed on the stocks with the authorization of the Board of Directors. The signature of the chairman of the Board of Directors or of other senior management personnel on the stocks may also be in printed form. Under the condition of the paperless issuance and trading of the stocks of the Company, the requirements otherwise provided by the securities regulatory agency in the place where the stocks of the Company are listed shall be applicable.</p>	<p>Article 389 The stocks shall be signed by the chairman of the Board of Directors. Provided the signature of other senior management personnel of the Company is required by <u>the securities regulatory agency and</u> the stock exchange on which the Company's shares are listed, the stocks shall also be signed by such other senior management personnel. The stocks shall become effective after the seal of the Company (or the securities seal of the Company) is affixed thereon or printed thereon. The seal of the Company (or the securities seal of the Company) shall be affixed on the stocks with the authorization of the Board of Directors. The signature of the chairman of the Board of Directors or of other senior management personnel on the stocks may also be in printed form. Under the condition of the paperless issuance and trading of the stocks of the Company, the requirements otherwise provided by the securities regulatory agency <u>and the stock exchange</u> in the place where the stocks of the Company are listed shall be applicable.</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
7.	<p>Article 66 The Shareholders’ Meeting shall include Annual Shareholders’ Meeting and Interim Shareholders’ Meeting. Generally, the Shareholders’ Meetings shall be convened by the Board of Directors. The Annual Shareholders’ Meeting shall be convened once a year and shall be held within six months following the preceding fiscal year.</p> <p>The Board of Directors shall convene an Interim Shareholders’ Meeting within two months in case of occurrence of any of the following circumstances:</p> <p>(I) The number of directors is less than the number specified in the <i>Company Law</i> or less than two thirds required by the Articles of Association;</p> <p>(II) The losses of the Company that have not been made up reach one third of the total share capital of the Company;</p> <p>(III) Shareholders individually or jointly holding over 10% of the Company’s voting shares require in writing an Interim Shareholders’ Meeting to be convened;</p> <p>(IV) The Board of Directors considers that there is a need or the Board of Supervisors proposes a meeting; and</p> <p>(V) Other conditions specified by laws, administrative regulations, department rules or the Articles of Association.</p>	<p>Article 667 The Shareholders’ Meeting shall include Annual Shareholder Meeting <u>Annual General Meeting</u> and Interim Shareholders’ Meeting. Generally, the Shareholders’ Meetings shall be convened by the Board of Directors. The Annual Shareholder Meeting <u>Annual General Meeting</u> shall be convened once a year and shall be held within six months following the preceding fiscal year.</p> <p>The Board of Directors shall convene an Interim Shareholders’ Meeting within two months in case of occurrence of any of the following circumstances:</p> <p>(I) The number of directors is less than the number specified in the <i>Company Law</i> or less than two thirds required by the Articles of Association;</p> <p>(II) The losses of the Company that have not been made up reach one third of the total share capital of the Company;</p> <p>(III) Shareholders individually or jointly holding over 10% of the Company’s voting shares require in writing an Interim Shareholders’ Meeting to be convened;</p> <p>(IV) The Board of Directors considers that there is a need or the Board of Supervisors proposes a meeting; and</p> <p>(V) Other conditions specified by laws, administrative regulations, department rules or the Articles of Association.</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
8.	<p>Article 93 The Shareholders’ Meeting shall be presided over by the chairman of the Board of Directors as the presider of the meeting. If the chairman can not fulfill or doesn’t fulfill his duties, the deputy chairman shall preside over the meeting as the presider. If the deputy chairman can not fulfill or doesn’t fulfill his duties, the shareholders present at the meeting may elect one person as the presider. If the shareholders fail to elect a presider due to any reason, the shareholder (including the shareholder’s proxy) present at the meeting with the most voting shares shall be the presider of the meeting.</p> <p>The Shareholders’ Meeting convened by the Board of Supervisors shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors can not fulfill or doesn’t fulfill his duties, the meeting shall be presided over by one supervisor elected by over half of the supervisors.</p> <p>The Shareholders’ Meeting convened by shareholders themselves shall be presided over by the representative elected by conveners.</p> <p>During the Shareholders’ Meeting, if the meeting can not be continued due to violation of the rules of procedure by the meeting presider, upon consent of over half of the present shareholders with voting power, one person can be elected as the presider by the Shareholders’ Meeting to continue the meeting.</p>	<p>Article 93 The Shareholders’ Meeting shall be presided over by the chairman of the Board of Directors as the presider of the meeting. If the Shareholders’ Meeting is convened by the Board of Directors, the chairman shall preside over the meeting as the presider. If the chairman can not fulfill or doesn’t fulfill his duties, the deputy chairman shall serve as the presider and preside over the meeting. If the deputy chairman can not fulfill or doesn’t fulfill his duties, <u>the meeting shall be presided over by one director collectively elected by more than half of the directors.</u> <u>If no presider is elected,</u> the shareholders present at the meeting may elect one person as the presider. If the shareholders fail to elect a presider due to any reason, the shareholder (including the shareholder’s proxy) present at the meeting with the most voting shares shall be the presider of the meeting.</p> <p>The Shareholders’ Meeting convened by the Board of Supervisors shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors can not fulfill or doesn’t fulfill his duties, the meeting shall be presided over by one supervisor elected by over half of the supervisors.</p> <p>The Shareholders’ Meeting convened by shareholders themselves shall be presided over by the representative elected by conveners.</p> <p>During the Shareholders’ Meeting, if the meeting can not be continued due to violation of the rules of procedure by the meeting presider, upon consent of over half of the present shareholders with voting power, one person can be elected as the presider by the Shareholders’ Meeting to continue the meeting.</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
9.	<p>Article 98 The secretary of the Board of Directors shall be in charge of the minutes of the Shareholders' Meeting, including the following contents:</p> <p>(I) The time, location, agenda, name or title of the convener of the meeting;</p> <p>(II) Name of the meeting presider and directors, supervisors, President and other senior management personnel present at the meeting or attending the meeting as non-voting delegates;</p> <p>(III) The number of shareholders and proxies present at the meeting, total voting shares held by them and the proportion of the total shares of the Company;</p> <p>(IV) The examination procedure, key points of the speech and voting result of each proposal;</p> <p>(V) Inquiries or suggestions of the shareholders and corresponding answers or explanations;</p> <p>(VI) Name of the lawyer, vote counter and counting witness; and</p> <p>(VII) Other content that should be recorded into the meeting minutes specified by the Articles of Association.</p>	<p>Article 989 The secretary of the Board of Directors shall be in charge of the minutes of the Shareholders' Meeting, including the following contents:</p> <p>(I) The time, location, agenda, name or title of the convener of the meeting;</p> <p>(II) Name of the meeting presider and directors, supervisors, President and other senior management personnel present at the meeting or attending the meeting as non-voting delegates;</p> <p>(III) The number of shareholders and proxies present at the meeting, total voting shares held by them and the proportion of the total shares of the Company;</p> <p>(IV) The examination procedure, key points of the speech and voting result of each proposal;</p> <p>(V) Inquiries or suggestions of the shareholders and corresponding answers or explanations;</p> <p>(VI) Name of the lawyer, vote counter and counting witness; and</p> <p><u>(VII) The number of voting shares held by shareholders of domestic shares (including shareholder proxies) and shareholders of overseas listed foreign shares (including shareholder proxies) present at the meeting, and their respective proportions of the total shares of the Company;</u></p> <p><u>(VIII) When recording the voting results, the voting results of each resolution by shareholders of domestic shares and shareholders of overseas listed foreign shares;</u></p> <p>(VII)(IX) Other content that should be recorded into the meeting minutes specified by the Articles of Association.</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
10.	<p>Article 121 The Shareholders' Meeting shall be convened and presided over by the chairman of the Board of Directors as the presider of the meeting. If the chairman of the Board of Directors can't attend such a meeting for any reason, the meeting shall be convened and presided over by the deputy chairman of the Board of Directors as the presider of the meeting. If neither the chairman nor the deputy chairman of the Board of Directors is unable to attend the meeting, the chairman of the Board of Directors may designate a director of the Company to convene and preside over the meeting on his behalf as the presider of the meeting. If no presider is designated, the shareholders attending the meeting may elect one person to preside over the meeting. If the shareholders are unable to elect a presider due to any reason, the shareholder (including the shareholder's proxy) present at the meeting with the most voting shares shall be the presider of the meeting.</p>	/
11.	<p>Article 122 The presider of the meeting shall be responsible for deciding whether or not a resolution of the Shareholders' Meeting has been passed. His decision shall be final and shall be announced at the meeting and recorded in the minutes of the meeting.</p>	/
12.	<p>Article 127 If the Company intends to change or abrogate the rights of shareholders of different categories, it may do so only after such change or abrogation has been approved by way of a special resolution of the Shareholders' Meeting and by a separate Shareholders' Meeting convened by the affected shareholders of different categories in accordance with Articles 128 to 132.</p>	<p>Article 1276 If the Company intends to change or abrogate the rights of shareholders of different categories, it may do so only after such change or abrogation has been approved by way of a special resolution of the Shareholders' Meeting and by a separate Shareholders' Meeting convened by the affected shareholders of different categories in accordance with Articles 1287 to 1321.</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
13.	<p>Article 129 Shareholders of the affected category, whether or not otherwise having the right to vote at Shareholders’ Meeting, shall have the right to vote at meetings of shareholders of different categories in respect of matters referred to in Items (II) to (VIII), (XI) and (XII) of Article 128, except that interested shareholders shall not have the right to vote at meetings of shareholders of different categories.</p> <p>For the purposes of the preceding paragraph, the term interested shareholders shall have the following meanings:</p> <p>(I) If the Company has made an acquisition offer to all shareholders in the same proportion or has acquired its own shares through open transactions on a stock exchange in accordance with Article 30 hereof, the controlling shareholders as defined in Article 61 hereof shall be “interested shareholders”;</p> <p>(II) If the Company has acquired its own shares by an agreement outside a stock exchange in accordance with Article 30 hereof, holders of share in relation to such agreement shall be “interested shareholders”; or</p> <p>(III) Under a restructuring proposal of the Company, shareholders who will bear liability in a proportion smaller than that of the liability borne by other shareholders of the same category, or shareholders who have an interest in a restructuring proposal of the Company that is different from the interest in such restructuring proposal of other shareholders of the same category shall be “interested shareholders”.</p>	<p>Article 1298 Shareholders of the affected category, whether or not otherwise having the right to vote at Shareholders’ Meeting, shall have the right to vote at meetings of shareholders of different categories in respect of matters referred to in Items (II) to (VIII), (XI) and (XII) of Article 1287, except that interested shareholders shall not have the right to vote at meetings of shareholders of different categories.</p> <p>For the purposes of the preceding paragraph, the term interested shareholders shall have the following meanings:</p> <p>(I) If the Company has made an acquisition offer to all shareholders in the same proportion or has acquired its own shares through open transactions on a stock exchange in accordance with Article 3027 hereof, the controlling shareholders as defined in Article 61 hereof shall be “interested shareholders”;</p> <p>(II) If the Company has acquired its own shares by an agreement outside a stock exchange in accordance with Article 3027 hereof, holders of share in relation to such agreement shall be “interested shareholders”; or</p> <p>(III) Under a restructuring proposal of the Company, shareholders who will bear liability in a proportion smaller than that of the liability borne by other shareholders of the same category, or shareholders who have an interest in a restructuring proposal of the Company that is different from the interest in such restructuring proposal of other shareholders of the same category shall be “interested shareholders”.</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
14.	<p>Article 130 Resolutions of a meeting of shareholders of different categories may be passed only by more than two thirds of the voting rights of that category represented at the meeting in accordance with Article 129 hereof.</p> <p>In accordance with the Listing Rules, if the shareholders of different categories shall abandon the rights to vote regarding to any special resolutions at the meeting of shareholders of different categories or be limited to vote for or against any special resolutions at the meeting of shareholders of different categories, any decisive votes violating the above regulations or the limited votes made by the shareholders or the shareholder representatives shall not be counted.</p>	<p>Article 130<u>29</u> Resolutions of a meeting of shareholders of different categories may be passed only by more than two thirds of the voting rights of that category represented at the meeting in accordance with Article <u>1298</u> hereof.</p> <p>In accordance with the Listing Rules, if the shareholders of different categories shall abandon the rights to vote regarding to any special resolutions at the meeting of shareholders of different categories or be limited to vote for or against any special resolutions at the meeting of shareholders of different categories, any decisive votes violating the above regulations or the limited votes made by the shareholders or the shareholder representatives shall not be counted.</p>
15.	<p>Article 140 If the resignation of a director takes effect or the term of office expires, such director shall complete all turnover procedures with the Board of Directors and his faithful obligations to the Company and the shareholders shall not be released after the term of office expires, which shall still be effective within the reasonable duration specified by the Articles of Association.</p> <p>After the director leaves his post, he shall keep the commercial secrets of the Company until they are public. Except for the above-mentioned obligation of confidentiality, the director shall perform other faithful obligations to the Company in Article 136 of this Articles of Association after the resignation for two years.</p>	<p>Article 140<u>39</u> If the resignation of a director takes effect or the term of office expires, such director shall complete all turnover procedures with the Board of Directors and his faithful obligations to the Company and the shareholders shall not be released after the term of office expires, which shall still be effective within the reasonable duration specified by the Articles of Association.</p> <p>After the director leaves his post, he shall keep the commercial secrets of the Company until they are public. Except for the above-mentioned obligation of confidentiality, the director shall perform other faithful obligations to the Company in Article <u>1365</u> of this Articles of Association after the resignation for two years.</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
16.	<p>Article 144 The Board of Directors shall be accountable to the Shareholders' Meeting and shall exercise the following functions and powers:</p> <p>(I) To be responsible for convening Shareholders' Meeting and to report on its work to the Shareholders' Meeting;</p> <p>(II) To implement the resolutions of the Shareholders' Meeting;</p> <p>(III) To decide on the business plans and investment plans of the Company;</p> <p>(IV) To formulate the proposed annual financial budgets and final accounts of the Company;</p> <p>(V) To formulate the plans for profit distribution and making up losses of the Company;</p> <p>(VI) To formulate the plans for increasing or decreasing the registered capital of the Company and plans for issuing bonds or other securities of the Company and plans for the listing;</p> <p>(VII) To formulate the plans for the material acquisition and acquisition of shares of the Company, or for the merger, division, dissolution and changing corporate form of the Company;</p> <p>(VIII) To decide upon external investment, purchase and sale of assets, assets mortgage, external guaranty issues, entrustment of financing, associated transaction and other matters within the scope set forth by the Shareholders' Meeting;</p> <p>(IX) To decide on the establishment of the Company's internal management organization;</p>	<p>Article 1443 The Board of Directors shall be accountable to the Shareholders' Meeting and shall exercise the following functions and powers:</p> <p>(I) To be responsible for convening Shareholders' Meeting and to report on its work to the Shareholders' Meeting;</p> <p>(II) To implement the resolutions of the Shareholders' Meeting;</p> <p>(III) To decide on the business plans and investment plans of the Company;</p> <p>(IV) To formulate the proposed annual financial budgets and final accounts of the Company;</p> <p>(V) To formulate the plans for profit distribution and making up losses of the Company;</p> <p>(VI) To formulate the plans for increasing or decreasing the registered capital of the Company and plans for issuing bonds or other securities of the Company and plans for the listing;</p> <p>(VII) To formulate the plans for the material acquisition and acquisition of shares of the Company, or for the merger, division, dissolution and changing corporate form of the Company;</p> <p>(VIII) To decide upon external investment, purchase and sale of assets, assets mortgage, external guaranty issues, entrustment of financing, associated transaction and other matters within the scope set forth by the Shareholders' Meeting;</p> <p>(IX) To decide on the establishment of the Company's internal management organization;</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
	<p>(X) To engage or dismiss the President and the secretary of the Board of Directors; and, upon the recommendation of the President, to engage or dismiss the deputy President, chief financial officer of the Company, and to decide upon matters concerning their remuneration, rewards and punishment;</p> <p>(XI) To formulate the basic management system of the Company;</p> <p>(XII) To formulate proposals for amendment of the Articles of Association;</p> <p>(XIII) To manage the disclosure of information of the Company;</p> <p>(XIV) To submit to the Shareholders' Meeting a recommendation regarding the engagement or change of the accounting firm;</p> <p>(XV) To listen to and evaluate the work reports prepared by the President and to examine the work of the President;</p> <p>(XVI) To determine the matters in relation to bank loans of the Company;</p> <p>(XVII) Other rights specified by laws, administrative regulations, department rules or the Articles of Association.</p> <p>Resolutions by the Board of Directors on matters referred to in the preceding paragraph may be passed by the affirmative vote of more than half of the directors with the exception of resolutions on matters referred to in Items (VI), (VII) and (XII), which shall require the affirmative vote of more than two thirds of all the directors. The related transactions of the Company shall take effect after being signed by the independent directors.</p>	<p>(X) To engage or dismiss the President and the secretary of the Board of Directors; and, upon the recommendation of the President, to engage or dismiss the deputy President, chief financial officer of the Company, and to decide upon matters concerning their remuneration, rewards and punishment;</p> <p>(XI) To formulate the basic management system of the Company;</p> <p>(XII) To formulate proposals for amendment of the Articles of Association;</p> <p>(XIII) To manage the disclosure of information of the Company;</p> <p>(XIV) To submit to the Shareholders' Meeting a recommendation regarding the engagement or change of the accounting firm;</p> <p>(XV) To listen to and evaluate the work reports prepared by the President and to examine the work of the President;</p> <p>(XVI) To determine the matters in relation to bank loans of the Company;</p> <p>(XVII) Other rights specified by laws, administrative regulations, department rules or the Articles of Association.</p> <p>Resolutions by the Board of Directors on matters referred to in the preceding paragraph may be passed by the affirmative vote of more than half of the directors with the exception of resolutions on matters referred to in Items (VI), (VII) and (XII), which shall require the affirmative vote of more than two thirds of all the directors. The related transactions of the Company shall take effect after being signed by the independent directors.</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
		<p><u>The Board of Directors of the Company establishes an Audit Committee and, as necessary, establishes a Nomination Committee, a Remuneration and Assessment Committee, a Strategy Committee and other related special committees. Special committees shall report to the Board of Directors, and perform their duties in accordance with the Articles of Association and authorization of the Board of Directors. Proposals shall be submitted to the Board of Directors for deliberation and decision. The members of special committees shall be all composed of directors. Among them, independent directors shall account for the majority in Audit Committee, Nomination Committee and Remuneration and Assessment Committee, and serve as the convener. The convener of Audit Committee shall be an accounting professional. The Board of Directors shall be responsible for formulating the working procedures of special committees and regulating the operation of special committees.</u></p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
17.	<p>Article 155 The Board Meeting can be held only when the present directors (including the entrusted directors present at the meeting in accordance with Article 157 of the Articles of Association) are more than a half.</p> <p>Each director shall be entitled to one vote. Resolutions of the Board of Directors must be adopted by the affirmative vote of more than half of all the directors unless otherwise specified in the Articles of Association. The resolutions made by the Board of Directors regarding the related transactions shall take effect after being signed by the independent (non-executive) directors.</p> <p>If directors have associated relationship with enterprises involved in issues to be determined in the Board Meeting, such directors shall not exercise the voting power on the resolution or exercise the voting power on behalf of other directors. The Board Meeting may be held with over one-half directors without associated relationship, and the resolutions of the Board Meeting shall be adopted by over one-half directors without associated relationship. If the unassociated directors attending the Board Meeting are less than 3 people, the issues shall be submitted to the Shareholders' Meeting for examination.</p> <p>When over one-fourth directors or over two external directors believe that the documents for the decision items are inadequate or the proof is indefinite, they can jointly propose to postpone the Board Meeting or part of the items discussed at the Board Meeting, and the Board of Directors shall accept the proposal.</p>	<p>Article 155<u>54</u> The Board Meeting can be held only when the present directors (including the entrusted directors present at the meeting in accordance with Article 157<u>76</u> of the Articles of Association) are more than a half.</p> <p>Each director shall be entitled to one vote. Resolutions of the Board of Directors must be adopted by the affirmative vote of more than half of all the directors unless otherwise specified in the Articles of Association. The resolutions made by the Board of Directors regarding the related transactions shall take effect after being signed by the independent (non-executive) directors.</p> <p>If directors have associated relationship with enterprises involved in issues to be determined in the Board Meeting, such directors shall not exercise the voting power on the resolution or exercise the voting power on behalf of other directors. The Board Meeting may be held with over one-half directors without associated relationship, and the resolutions of the Board Meeting shall be adopted by over one-half directors without associated relationship. If the unassociated directors attending the Board Meeting are less than 3 people, the issues shall be submitted to the Shareholders' Meeting for examination.</p> <p>When over one-fourth directors or over two external directors believe that the documents for the decision items are inadequate or the proof is indefinite, they can jointly propose to postpone the Board Meeting or part of the items discussed at the Board Meeting, and the Board of Directors shall accept the proposal.</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
18.	<p>Article 158 In terms of the items need to be passed upon the resolutions of the Interim Board Meeting, if the Board of Directors has dispatched the contents of the proposed voting proposal to all the directors, and the number of the directors signed to agree the voting proposal has reached the numbers needed to make decisions regulated in the Article 155 of this Chapter, an effective resolutions shall be formed without convening the Board Meeting.</p>	<p>Article 158<u>7</u> In terms of the items need to be passed upon the resolutions of the Interim Board Meeting, if the Board of Directors has dispatched the contents of the proposed voting proposal to all the directors, and the number of the directors signed to agree the voting proposal has reached the numbers needed to make decisions regulated in the Article 155<u>4</u> of this Chapter, an effective resolutions shall be formed without convening the Board Meeting.</p>
19.	<p>Article 163 Directors or other senior management personnel (excluding President) of the Company may concurrently hold the office as the secretary of the Board of Directors. No accountant of the accounting firm hired by the Company may concurrently hold the office as secretary of the Board of Directors.</p> <p>If the office of the secretary of the Board of Directors is held by a director of the Company and a certain act is to be done by a director and the secretary of the Board of Directors separately, the person who concurrently holds the offices as director and secretary of the Board of Directors may not perform such act in both capacities.</p>	<p>Article 163<u>2</u> Directors or other senior management personnel (excluding President) of the Company may concurrently hold the office as the secretary of the Board of Directors, <u>but the supervisors of the Company shall not serve concurrently.</u> No accountant of the accounting firm hired by the Company may concurrently hold the office as secretary of the Board of Directors.</p> <p>If the office of the secretary of the Board of Directors is held by a director of the Company and a certain act is to be done by a director and the secretary of the Board of Directors separately, the person who concurrently holds the offices as director and secretary of the Board of Directors may not perform such act in both capacities.</p>
20.	<p>Article 165 The regulations on the faithful obligations in Article 136 and assiduous obligations in Article 137 (IV)~(VI) of the Articles of Association are also applicable to senior management personnel.</p>	<p>Article 165<u>4</u> The regulations on the faithful obligations in Article 136<u>5</u> and assiduous obligations in Article 137<u>6</u> (IV)~(VI) of the Articles of Association are also applicable to senior management personnel.</p>
21.	<p>Article 166 The people who hold posts except for directors in the controlling shareholder unit and actual controller unit of the Company shall not hold the post of senior management personnel.</p>	<p>Article 166<u>5</u> The people who hold posts (except for directors <u>and supervisors</u>) in the controlling shareholder unit and actual controller unit of the Company shall not hold the post of senior management personnel.</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
22.	<p>Article 235 For the shareholder who is not contacted, if he exercises the right to stop sending the dividend warrant by mail and such dividend warrant is not withdrawn, this right shall be effective after such dividend warrant has not been withdrawn for two consecutive times. However, if such dividend warrant is returned for not being sent to the recipient at the first time, he shall also exercise the right.</p> <p>For the right to sell the shares of the shareholder who is not contacted, unless specified in the following regulations, this right shall not be exercised:</p> <p>(I) Relevant shares shall have been distributed the dividends for three times in 12 years, however, no person claims for the dividends during such a period; and</p> <p>(II) The Company has published an advertisement in the newspaper after the expiration of such 12 years, indicating its intention to sell the shares, and reported to SEHK.</p>	<p>Article <u>235</u>4 For the shareholder who is not contacted, if he exercises the right to stop sending the dividend warrant by mail and such dividend warrant is not withdrawn, this right shall be effective after such dividend warrant has not been withdrawn for two consecutive times. However, if such dividend warrant is returned for not being sent to the recipient at the first time, he shall also exercise the right.</p> <p>For the right to sell the shares of the shareholder who is not contacted, unless specified in the following regulations, this right shall not be exercised:</p> <p>(I) Relevant shares shall have been distributed the dividends for three times in 12 years, however, no person claims for the dividends during such a period; and</p> <p>(II) The Company has published an advertisement in the newspaper after the expiration of such 12 years, indicating its intention to sell the shares, and reported to SEHK.</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
23.	<p>Article 239 The Company shall employ an independent accounting firm with “qualification to business related to securities” that complies with relevant national regulations to audit the financial statements, verify the net assets, carry out other relevant consultations, etc.</p> <p>The first accounting firm of the Company may be employed by the Shareholders’ Meeting. Such accounting firm shall hold office until the end of the first Annual Shareholders’ Meeting.</p> <p>The Shareholders’ Meeting shall decide upon the employment of an accounting firm while the Board of Directors shall not appoint an accounting firm before the resolution made by the Shareholders’ Meeting.</p>	<p>Article 2398 The Company shall employ an independent accounting firm with “qualification to business related to securities” that complies with relevant national regulations to audit the financial statements, verify the net assets, carry out other relevant consultations, etc.</p> <p>The first accounting firm of the Company may be employed by the Shareholders’ Meeting. Such accounting firm shall hold office until the end of the first Annual Shareholders’ Meeting <u>Annual General Meeting</u>.</p> <p>The Shareholders’ Meeting shall decide upon the employment of an accounting firm while the Board of Directors shall not appoint an accounting firm before the resolution made by the Shareholders’ Meeting.</p>
24.	<p>Article 240 The term of employment of an accounting firm employed by the Company shall be between the end of the Annual Shareholders’ Meeting of the Company and the end of the next Annual Shareholders’ Meeting, which shall be further extended.</p>	<p>Article 24039 The term of employment of an accounting firm employed by the Company shall be between the end of the Annual Shareholders’ Meeting <u>Annual General Meeting</u> of the Company and the end of the next Annual Shareholders’ Meeting <u>Annual General Meeting</u>, which shall be further extended.</p>
25.	<p>Article 260 When any of the circumstances prescribed in Item (I) of Article 260 of the Articles of Association occurs, the Company may continue to exist by modifying the Articles of Association.</p> <p>It shall be approved by over two thirds of voting powers held by shareholders present at the Shareholders’ Meeting to modify the Articles of Association according to the provisions of the preceding paragraph.</p>	<p>Article 26059 When any of the circumstances prescribed in Item (I) of Article 25860 of the Articles of Association occurs, the Company may continue to exist by modifying the Articles of Association.</p> <p>It shall be approved by over two thirds of voting powers held by shareholders present at the Shareholders’ Meeting to modify the Articles of Association according to the provisions of the preceding paragraph.</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
26.	<p>Article 261 When the Company is to be dissolved pursuant to Items (I), (II), (IV) and (V) of Article 272, it shall establish a liquidation group within fifteen days. The members of such liquidation group shall be determined by the Shareholders' Meeting by way of an ordinary resolution. The liquidation group shall comprise directors or other people determined by the Shareholders' Meeting. If no liquidation group is formed within the time limit, the creditors may request the People's Court to designate relevant persons to form a liquidation group to carry out liquidation.</p> <p>When the Company is to be dissolved pursuant to Item (VI) of Article 260, the People's Court shall, in accordance with relevant laws, arrange for the shareholders, relevant authorities and relevant professionals to establish a liquidation group to carry out liquidation.</p>	<p>Article 261<u>265</u> When the Company is to be dissolved pursuant to Items (I), (II), (IV) and (V) of Article 272<u>258</u>, it shall establish a liquidation group within fifteen days. The members of such liquidation group shall be determined by the Shareholders' Meeting by way of an ordinary resolution. The liquidation group shall comprise directors or other people determined by the Shareholders' Meeting. If no liquidation group is formed within the time limit, the creditors may request the People's Court to designate relevant persons to form a liquidation group to carry out liquidation.</p> <p>When the Company is to be dissolved pursuant to Item (VI) of Article 260<u>58</u>, the People's Court shall, in accordance with relevant laws, arrange for the shareholders, relevant authorities and relevant professionals to establish a liquidation group to carry out liquidation.</p>

(II) Proposed Amendments to the Rules of Procedure of the Shareholders’ Meeting

The Board proposed to make the following amendments to the Rules of Procedure of the Shareholders’ Meeting:

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
1.	<p>Article 1 In accordance with the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “<i>Company Law</i>”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “<i>Securities Law</i>”), <i>Articles of Association of Yantai North Andre Juice Co., Ltd.</i> (hereinafter referred to as “Articles of Association”) and other relevant provisions of laws and regulations, with reference to the <i>Code of Corporate Governance for Listed Companies</i> and the listing rules of the listing places, the Rules is formulated to protect the legitimate rights and interests of all shareholders of Yantai North Andre Juice Co., Ltd. (hereinafter referred to as “the Company”), and to guarantee that the Shareholders’ Meeting can exercise its functions and powers according to law.</p>	<p>Article 1 In accordance with the provisions of <u>relevant laws and regulations</u> such as the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “<i>Company Law</i>”) and the <i>Securities Law of the People’s Republic of China</i> (hereinafter referred to as the “<i>Securities Law</i>”) and the <i>Articles of Association of Yantai North Andre Juice Co., Ltd.</i> (hereinafter referred to as “Articles of Association”) and other relevant provisions of laws and regulations, with reference to the <i>Code of Corporate Governance for Listed Companies</i> and the listing rules of the listing places, the Rules is formulated to protect the legitimate rights and interests of all shareholders of Yantai North Andre Juice Co., Ltd. (hereinafter referred to as “the Company”), and to guarantee that the Shareholders’ Meeting can exercise its functions and powers according to law.</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
2.	<p>Article 5 In case the Company intends to hold the Shareholders' Meeting after the A shares are listed, it shall engage lawyers to render legal opinions and make announcement on the following issues:</p> <p>(1) Whether the procedures by which the meeting is convened and held conform to the provisions of the laws, administrative regulations, the Rules and the <i>Articles of Association</i>;</p> <p>(2) Whether the qualification of the participants present at the meeting and that of the convener are legitimate and valid;</p> <p>(3) Whether the voting procedure and voting result of the meeting are legal and valid; and</p> <p>(4) Legal opinions rendered on other relevant issues upon request of the Company.</p>	<p>Article 5 In case the Company intends to hold the Shareholders' Meeting after the A shares are listed, it shall engage lawyers to render legal opinions and make announcement on the following issues:</p> <p>(1) Whether the procedures by which the meeting is convened and held conform to the provisions of the laws, administrative regulations, the Rules and the <i>Articles of Association</i>;</p> <p>(2) Whether the qualification of the participants present at the meeting and that of the convener are legitimate and valid;</p> <p>(3) Whether the voting procedure and voting result of the meeting are legal and valid; and</p> <p>(4) Legal opinions rendered on other relevant issues upon request of the Company.</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
3.	<p>Article 13 In case the Board of Supervisors or the shareholders decide to convene the Shareholders' Meeting independently, it shall notify the Board of Directors in the written form, and relevant supporting data must be filed with the resident agency of the CSRC where the Company is located and listing stock exchange after the A shares are listed.</p> <p>Before the announcement of the resolutions of the Shareholders' Meeting, the share proportion of convening shareholders shall not be less than 10%.</p> <p>After the A shares are listed, the convening shareholders shall submit relevant supporting data to the resident agency of the CSRC where the Company is located and listing stock exchange when sending the notice of the Shareholders' Meeting and the announcement of resolutions of the Shareholders' Meeting.</p>	<p>Article 13 In case the Board of Supervisors or the shareholders decide to convene the Shareholders' Meeting independently, it shall notify the Board of Directors in the written form, and relevant supporting data must be filed with the resident agency of the CSRC where the Company is located and listing stock exchange <u>after the A shares are listed</u>.</p> <p>Before the announcement of the resolutions of the Shareholders' Meeting, the share proportion of convening shareholders shall <u>not</u> be less than 10%.</p> <p><u>After the A shares are listed,</u> The convening shareholders shall submit relevant supporting data to the resident agency of the CSRC where the Company is located and listing stock exchange when sending the notice of the Shareholders' Meeting and the announcement of resolutions of the Shareholders' Meeting.</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
4.	<p>Article 35 The Shareholders’ Meeting shall be convened by the chairman of the Board of Directors who acts as the meeting presider. In case the chairman cannot or fails to perform his or her duties, the deputy chairman shall convene the meeting and act as the meeting presider; in case the deputy chairman cannot or fails to perform his or her duties, the shareholders present at the meeting may elect one person to act as the meeting presider; if the shareholders cannot elect the chairman due to any reason, the shareholder (including the proxy) holding most voting shares present at the meeting shall act as the meeting presider.</p> <p>The Shareholders’ Meeting which is convened by the Board of Supervisors independently is chaired by the chairman of Board of Supervisors. When the chairman of Board of Supervisors is unable to or fails to perform duty, the meeting will be chaired by a supervisor who is jointly elected by over half of supervisors.</p> <p>The Shareholders’ Meeting which is convened by shareholders independently is chaired by the representative who is elected by the convener.</p> <p>If the Shareholders’ Meeting cannot keep going due to the chairman’s violating the Rules, after being approved by over half of the shareholders with the voting right present at the meeting, the Shareholders’ Meeting can choose a meeting presider.</p>	<p>Article 35 The Shareholders’ Meeting shall be convened by <u>the Board of Directors</u>, the chairman of the Board of Directors who acts <u>shall act</u> as the meeting presider <u>to preside over the meeting</u>. In case the chairman cannot or fails to perform his or her duties, the deputy chairman shall convene the meeting and act as the meeting presider <u>to preside over the meeting</u>; in case the deputy chairman cannot or fails to perform his or her duties, <u>the meeting will be chaired by a director who is jointly elected by over half of directors; if no meeting presider is elected</u>, the shareholders present at the meeting may elect one person to act as the meeting presider; if the shareholders cannot elect the chairman due to any reason, the shareholder (including the proxy) holding most voting shares present at the meeting shall act as the meeting presider.</p> <p>The Shareholders’ Meeting which is convened by the Board of Supervisors independently is chaired by the chairman of Board of Supervisors. When the chairman of Board of Supervisors is unable to or fails to perform duty, the meeting will be chaired by a supervisor who is jointly elected by over half of supervisors.</p> <p>The Shareholders’ Meeting which is convened by shareholders independently is chaired by the representative who is elected by the convener.</p> <p>If the Shareholders’ Meeting cannot keep going due to the chairman’s violating the Rules, after being approved by over half of the shareholders with the voting right present at the meeting, the Shareholders’ Meeting can choose a meeting presider.</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
5.	<p>Article 39 The convener shall ensure that the Shareholder’s Meeting to be held successively until the final resolution comes out. If the Shareholders’ Meeting is stopped or fails to make resolutions due to special reasons such as force majeure, necessary measures should be taken as soon as possible to restore the Shareholders’ Meeting or directly terminate the Shareholders’ Meeting, and announce to the shareholders timely; the convener must report to the resident agency of the CSRC where the Company is located and listing stock exchange after the A shares are listed.</p>	<p>Article 39 The convener shall ensure that the Shareholder’s Meeting to be held successively until the final resolution comes out. If the Shareholders’ Meeting is stopped or fails to make resolutions due to special reasons such as force majeure, necessary measures should be taken as soon as possible to restore the Shareholders’ Meeting or directly terminate the Shareholders’ Meeting, and announce to the shareholders timely; the convener must, and report to the resident agency of the CSRC where the Company is located and listing stock exchange <u>after the A shares are listed.</u></p>
6.	<p>Article 47 The meeting presider shall decide whether the resolutions at the Shareholders’ Meeting have been passed. The decision is final, and shall be announced at the meeting and recorded into the meeting minutes.</p>	/

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
7.	<p>Article 66 There shall be meeting minutes of the Shareholders' Meeting, which is the responsibility of the secretary of the Board of Directors. The contents of the meeting minutes are as follows:</p> <ol style="list-style-type: none"> (1) The time, place, agenda and the name or title of convener of the meeting; (2) The names of the meeting presider, the directors, the supervisors, president and other senior management personnel present at the meeting or attending the meeting as non-voting delegates; (3) The number of the shareholders and proxies who attend the meeting, the total number of the voting shares held by them and the proportion in the total shares of the Company; (4) The deliberation process, the main points of the speech and the voting result of each proposal; (5) Inquiries or suggestions of the shareholders and corresponding answers or explanations; (6) The names of the lawyer, vote counter and the counting witness; and (7) Other contents to be recorded into the meeting minutes according to the <i>Articles of Association</i>. 	<p>Article 665 There shall be meeting minutes of the Shareholders' Meeting, which is the responsibility of the secretary of the Board of Directors. The contents of the meeting minutes are as follows:</p> <ol style="list-style-type: none"> (1) The time, place, agenda and the name or title of convener of the meeting; (2) The names of the meeting presider, the directors, the supervisors, president and other senior management personnel present at the meeting (3) The number of the shareholders and proxies who attend the meeting, the total number of the voting shares held by them and the proportion in the total shares of the Company; (4) The deliberation process, the main points of the speech and the voting result of each proposal; (5) Inquiries or suggestions of the shareholders and corresponding answers or explanations; (6) The names of the lawyer, vote counter and the counting witness; and <u>(7) The respective proportions of voting shares held by domestic holders (including their proxy) and holders of overseas listed foreign shares (including their proxy) attending the Shareholders' Meeting in the total number of shares of the Company;</u> <u>(8) When recording the voting result, the voting details of domestic holders and holders of overseas listed foreign shares on each resolution should also be recorded;</u> (7)(9) Other contents to be recorded into the meeting minutes according to the <i>Articles of Association</i>.

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
8.	<p>Article 73 In case the affected class shareholder, no matter whether he has the voting right at the Shareholders' Meeting originally, when involving with the matters in paragraph (2) to (8), (11) to (12) of Article 72, he shall have the voting right at the Class Shareholders' Meeting, but the interested shareholder has no voting right at the Class Shareholders' Meeting.</p> <p>The interested shareholder above-mentioned shall have the following meanings:</p> <p>(1) In case the Company makes the acquisition offer to all shareholders in the same proportion or acquires its own shares via public transactions on the stock exchange pursuant to the provisions of Article 29 in the Articles of Association, the interested shareholder shall refer to the controlling shareholder defined in Article 63 of the <i>Articles of Association</i>;</p> <p>(2) In case the Company acquires its shares via the agreement outside the stock exchange pursuant to the provisions of Article 29 in the <i>Articles of Association</i>, the interested shareholder shall refer to the shareholder related to such agreement; and</p> <p>(3) In the reorganization scheme of the Company, the interested shareholder shall refer to the shareholder assuming the responsibility in a proportion less than that of other shareholders of the same class or the shareholder with different interests from other shareholders of such class.</p>	<p>Article 73<u>732</u> In case the affected class shareholder, no matter whether he has the voting right at the Shareholders' Meeting originally, when involving with the matters in paragraph (2) to (8), (11) to (12) of <u>Article 72<u>721</u></u>, he shall have the voting right at the Class Shareholders' Meeting, but the interested shareholder has no voting right at the Class Shareholders' Meeting.</p> <p>The interested shareholder above-mentioned shall have the following meanings:</p> <p>(1) In case the Company makes the acquisition offer to all shareholders in the same proportion or acquires its own shares via public transactions on the stock exchange pursuant to the provisions of Article <u>297</u> in the Articles of Association, the interested shareholder shall refer to the controlling shareholder defined in Article <u>631</u> of the <i>Articles of Association</i>;</p> <p>(2) In case the Company acquires its shares via the agreement outside the stock exchange pursuant to the provisions of Article <u>297</u> in the <i>Articles of Association</i>, the interested shareholder shall refer to the shareholder related to such agreement; and</p> <p>(3) In the reorganization scheme of the Company, the interested shareholder shall refer to the shareholder assuming the responsibility in a proportion less than that of other shareholders of the same class or the shareholder with different interests from other shareholders of such class.</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
9.	<p>Article 74 The resolutions at the Class Shareholders' Meeting shall be passed only by over two-third of voting rights of the shareholders present at the Class Shareholders' Meeting according to Article 73.</p> <p>Pursuant to the Listing Rules, if any class shareholder shall waive the vote on any specific resolutions at the Class Shareholders' Meeting or be restricted to vote for or against any specific resolutions at any Class Shareholders' Meeting, any decisive vote against such provision or restriction made by the shareholder or the shareholder representative shall not be counted.</p>	<p>Article 743 The resolutions at the Class Shareholders' Meeting shall be passed only by over two-third of voting rights of the shareholders present at the Class Shareholders' Meeting according to Article <u>732</u>.</p> <p>Pursuant to the Listing Rules, if any class shareholder shall waive the vote on any specific resolutions at the Class Shareholders' Meeting or be restricted to vote for or against any specific resolutions at any Class Shareholders' Meeting, any decisive vote against such provision or restriction made by the shareholder or the shareholder representative shall not be counted.</p>
10.	<p>Article 79 The Rules shall come into effect on the date of approval at the Shareholders' Meeting; in which, the content concerning the issues that the Company is approved to issue A shares and be listed on the stock exchange in public by the CSRC shall be implemented from the date when the shares issued by the Company in public are approved to be traded on the stock exchange.</p>	<p>Article 798 The Rules shall come into effect on the date of approval at the Shareholders' Meeting; in which, the content concerning the issues that the Company is approved to issue A shares and be listed on the stock exchange in public by the CSRC shall be implemented from the date when the shares issued by the Company in public are approved to be traded on the stock exchange.</p>

(III) Proposed Amendments to the Rules of Procedure of the Board of Directors

The Board proposed to make the following amendments to the Rules of Procedure of the Board of Directors:

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
1.	<p>Article 1 In accordance with the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “<i>Company Law</i>”), the <i>Securities Law of the People’s Republic of China</i> (hereinafter referred to as the “<i>Securities Law</i>”), the <i>Code of Corporate Governance for Listed Companies</i>, Listing Rules of the listing place and the <i>Articles of Association of Yantai North Andre Juice Co., Ltd.</i> (hereinafter referred to as the “<i>Articles of Association</i>”) as well as other relevant provisions of laws and regulations, the Rules is formulated in order to further regulate the method of conducting business and decision-making procedure of the Board of Directors of Yantai North Andre Juice Co., Ltd. (hereinafter referred to as the “<i>Company</i>”), promote the directors and the Board of Directors to efficiently perform their duties, and improve standardized operation and scientific decision-making level of the Board of Directors.</p>	<p>Article 1 In accordance with the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “<i>Company Law</i>”), the <i>Securities Law of the People’s Republic of China</i> (hereinafter referred to as the “<i>Securities Law</i>”), the <i>Code of Corporate Governance for Listed Companies</i>, Listing Rules of the listing place and the <i>Articles of Association of Yantai North Andre Juice Co., Ltd.</i> (hereinafter referred to as the “<i>Articles of Association</i>”) as well as other relevant provisions of laws and regulations, the Rules is formulated in order to further regulate the method of conducting business and decision-making procedure of the Board of Directors of Yantai North Andre Juice Co., Ltd. (hereinafter referred to as the “<i>Company</i>”), promote the directors and the Board of Directors to efficiently perform their duties, and improve standardized operation and scientific decision-making level of the Board of Directors.</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
2.	<p>Article 27 If any of the following circumstances occurs, the directors shall avoid the voting on the related proposals:</p> <p>(1) The circumstances where the directors shall avoid the voting as prescribed in the <i>Listing Rules</i>;</p> <p>(2) The circumstances where the directors shall avoid the voting on his own opinion;</p> <p>(3) Any other circumstances where the directors shall avoid the voting because of the connected relation with the enterprises involved in the proposal as prescribed in the <i>Articles of Association</i>.</p> <p>Under the circumstances that the directors avoid voting, the meeting of the Board of Directors could be held by over half non-connected directors present, and the decision made on the meeting of the Board of Directors should be passed by over half of non-connected directors present. In case there are less than 3 non-connected directors present at the meeting, the voting on the relevant proposals cannot be conducted, and the relevant matters shall be submitted to the Shareholders' Meeting for deliberation.</p>	<p>Article 27 If any of the following circumstances occurs, the directors shall avoid the voting on the related proposals:</p> <p>(1) The circumstances where the directors shall avoid the voting as prescribed in the <u>Listing Rules listing rules of the listing places</u>;</p> <p>(2) The circumstances where the directors shall avoid the voting on his own opinion;</p> <p>(3) Any other circumstances where the directors shall avoid the voting because of the connected relation with the enterprises involved in the proposal as prescribed in the <i>Articles of Association</i>.</p> <p>Under the circumstances that the directors avoid voting, the meeting of the Board of Directors could be held by over half non-connected directors present, and the decision made on the meeting of the Board of Directors should be passed by over half of non-connected directors present. In case there are less than 3 non-connected directors present at the meeting, the voting on the relevant proposals cannot be conducted, and the relevant matters shall be submitted to the Shareholders' Meeting for deliberation.</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
3.	<p>Article 36 After the A-share listing, the secretary of the Board of Directors shall make the resolution announcement of the Board of Directors according to related provisions in the Listing Rules. Before the resolution announcement is published, all participants including the directors present at the meeting, the persons who attended the meeting, the recorders and the service staff, have the obligation to keep the content of the resolution secret.</p>	<p>Article 36 After the A share listing, The secretary of the Board of Directors shall make the resolution announcement of the Board of Directors according to related provisions in the Listing Rules <u>listing rules of the of the listing places.</u> Before the resolution announcement is published, all participants including the directors present at the meeting, the persons who attended the meeting, the recorders and the service staff, have the obligation to keep the content of the resolution secret.</p>
4.	<p>Article 41 The Rules are formulated by the Board and shall come into effect from the date of approval at the Shareholders' Meeting; in which, the content concerning the issues that the Company is approved to issue A shares and be listed on the stock exchange in public by the CSRC shall be implemented from the date when the shares issued by the Company in public are approved to be traded on the stock exchange.</p>	<p>Article 41 The Rules are formulated by the Board and shall come into effect from the date of approval at the Shareholders' Meeting; in which, the content concerning the issues that the Company is approved to issue A shares and be listed on the stock exchange in public by the CSRC shall be implemented from the date when the shares issued by the Company in public are approved to be traded on the stock exchange.</p>

(IV) Proposed Amendments to the Rules of Procedure of the Board of Supervisors

The Board proposed to make the following amendments to the Rules of Procedure of the Board of Supervisors:

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
1.	Article 37 The announcement of the resolution of the Board of Supervisors shall be handled by the secretary to the Board of Directors in accordance with the relevant provisions of the Listing Rules.	Article 37 The announcement of the resolution of the Board of Supervisors shall be handled by the secretary to the Board of Directors in accordance with the relevant provisions of <u>the Listing Rules listing rules of the listing places.</u>
2.	Article 40 Other matters not mentioned in the Rules shall be implemented in accordance with relevant state laws, regulations, the listing rules and the Articles of Association, as well as the relevant provisions of the Rules of Procedure of the Shareholders’ Meeting of the Company. The rules should be in compliance with the listing rules of the listing places at the same time. If the listing rules at the different places where the Company is listed are different, it shall be implemented according to the stricter principles.	Article 40 Other matters not mentioned in the Rules shall be implemented in accordance with relevant state laws, regulations, the listing rules and the Articles of Association, as well as the relevant provisions of the Rules of Procedure of the Shareholders’ Meeting of the Company. The rules should be in compliance with the listing rules of the listing places at the same time. If the listing rules at the different places where the Company is listed are different, it shall be implemented according to the stricter principles.
3.	Article 42 The Rules will take effect after the approval by the Shareholders’ Meeting. The relevant items arising from the Company’s being approved by the CSRC to issue A shares to the public and listed on the stock exchange will be implemented since the day the issued stock is approved to be traded on the stock exchange.	Article 42 The Rules will take effect after the approval by the Shareholders’ Meeting. The relevant items arising from the Company’s being approved by the CSRC to issue A shares to the public and listed on the stock exchange will be implemented since the day the issued stock is approved to be traded on the stock exchange.