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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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2020 first special general meeting (the “**SGM**”) 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 Conference Room, Andre Tower, No. 889 Xincheng Avenue, Muping District, Yantai City, Shandong Province, the People’s Republic of China (the “**PRC**”) at 10:00 a.m. on Tuesday, 1 December 2020 to consider and, if thought fit, pass the following resolutions (unless otherwise specified, capitalized terms used in this notice shall have the same meanings as defined in the announcement dated 12 October 2020 (the “**Announcement**”). A circular which sets out the details of the following resolutions is expected to be dispatched to the Shareholders on or before 17 November 2020.

SPECIAL RESOLUTIONS

1. To consider and pass the following resolution:

THAT the increase in registered capital and the amendments to the Articles (excluding the appendices thereto) be approved.

2. To consider and pass the following resolution:

THAT the amendments to the Rules of Procedure of the Shareholders’ Meeting be approved.

3. To consider and pass the following resolution:

THAT the amendments to the Rules of Procedure of the Board of Directors be approved.

4. To consider and pass the following resolution:

THAT the amendments to the Rules of Procedure of the Board of Supervisors be approved.

5. To consider and pass the following resolution:

THAT:

- (1) subject to paragraphs (2) and (3) below, the Board be and is hereby granted an unconditional general mandate to repurchase the issued H shares of the Company (“**H Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) during the Relevant Period (as defined in paragraph (5) below), subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Hong Kong Stock Exchange or of any other governmental or regulatory body;
- (2) the number of the H Shares authorized to be repurchased pursuant to the approval in paragraph (1) during the Relevant Period (as defined in paragraph (5) below) shall not exceed 10% of the number of the H Shares in issue as of the date of the passing of this resolution;
- (3) the approval in paragraph (1) above shall be conditional upon:
 - (a) the passing of a special resolution with the same terms as the resolution set out in this paragraph (except for this sub-paragraph (3)(a)) at a class meeting for holders of H Shares and at a class meeting of holders of A shares of the Company (“**A Shares**”);
 - (b) the approval of the relevant PRC regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate; and
 - (c) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount using internal resource) pursuant to the notification procedure set out in the relevant article of the Articles;
- (4) subject to the approval of all relevant PRC regulatory authorities for the repurchase of such H Shares being granted, the Board be and is hereby authorized to:
 - (a) amend the Articles as it thinks fit so as to reduce the registered share capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares as contemplated in paragraph (1) above; and
 - (b) file the amended Articles with the relevant governmental authorities of the PRC.
- (5) For the purposes of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until the earlier of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (b) the expiry date of the 12-month period following the passing of this resolution; or
- (c) the date on which the authority granted to the Board set out in this resolution is revoked or varied by a special resolution of the Shareholders at any general meeting or by a special resolution of holders of H Shares or holders of A Shares at their respective class meetings.

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

Yantai, the PRC
16 October 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.

* *For identification purpose only*

Notes:

1. For the purpose of determining who may attend the SGM to be held on Tuesday, 1 December 2020, the register of holders of H Shares will be closed from Saturday, 31 October 2020 to Tuesday, 1 December 2020 (both dates inclusive), during which no transfer of H Shares will be registered. In order to qualify for entitlement to attending and voting at the SGM, all transfers of H Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's H Share registrar, Tricor Tengis Limited for registration not later than 4:30 p.m. on Friday, 30 October 2020.

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 Rules Governing the Listing of Securities on The Hong Kong Stock Exchange Limited, any vote of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notice of SGM will be voted by poll. Results of the poll voting will be published on the Company's website at www.andre.com.cn and the website of the Hong Kong Stock Exchange at www.hkexnews.hk after the SGM.

3. Any Shareholder entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a Shareholder.
4. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and deposited at the Company's H share registrar, Tricor Tengis Limited (for holders of H Shares) at least 24 hours before the SGM or any adjourned meeting thereof. The Company's H share registrar, Tricor Tengis Limited, is located at 54th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (Fax no. (852) 2810 8185).
5. Completion and return of the form of proxy will not preclude you from attending and voting at the SGM or any adjourned meeting thereof if you so wish.
6. In the case of joint registered holders of any shares of the Company ("**Shares**"), any one of such persons may vote at the SGM, 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 are present at the SGM, 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 SGM in person or by proxy should return the reply slip for the SGM to the principal place of business of the Company in Hong Kong (for holders of H Shares), by hand, by post or by fax on or before Wednesday, 11 November 2020. The principal place of business of the Company in Hong Kong is located at Flat A, 2/F, Hong Kong Industrial Building, 444-452 Des Voeux Road West, Shek Tong Tsui, Hong Kong (Fax no. (852) 2587 9166).
8. The SGM is expected to last for about half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the SGM.
9. For the matters relating to the attendance of the SGM by holders of A Shares, please refer to the notice of meeting and other relevant documents published by the Company on the website of the Shanghai Stock Exchange at www.sse.com.cn.