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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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Yantai North Andre Juice Co., Ltd. (the “**Company**”) announces that, in light of the Company’s operation and development needs and the recent amendments to the requirements of the Company Law of the People’s Republic of China and the relevant laws and regulations, 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 which is an appendix thereto) at the Board meeting held on 29 January 2021. 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 (the “**Shareholders**”) at a Shareholders’ meeting of the Company by way of a special resolution.

A special general meeting (the “**SGM**”) will be held by the Company for consideration of 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, 29 January 2021

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 and references to the numberings of articles above 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 THE ARTICLES

The Board proposed to make the following amendments to the main body of the 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 Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), 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 (hereinafter referred to as “Listing Rules of SEHK”), Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (hereinafter referred to as “Listing Rules of the Company’s Share Listing Place” collectively with Listing Rules of SEHK), and provisions of other laws, administrative regulations, departmental rules, regulatory documents and relevant regulatory authorities, the Articles of Association are hereby made.</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 Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), 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, <u>the Reply of the State Council of the People’s Republic of China on the Adjustment of the Notice Period for General Meetings and Other Matters Applicable to Overseas Listed Companies (Guo Han [2019] No. 97)</u>, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “Listing Rules of SEHK”), Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (hereinafter referred to as “Listing Rules of the Company’s Share Listing Place” collectively with Listing Rules of SEHK), and provisions of other laws, administrative regulations, departmental rules, regulatory documents and relevant regulatory authorities, the Articles of Association are hereby made.</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
2.	<p>Article 11 The business scope of the Company shall be in accordance with the items approved by the company registry.</p> <p>The Company's scope of business shall include:</p> <p>Production and sale of various virgin pulp juice, fruit and vegetable juice, compound fruit and vegetable juice and edible fruit and vegetable essence, and food flavouring; processing and sale of iron packaging products; biological and comprehensive utilization of pomace; wholesale, import and export businesses of various virgin pulp juice, fruit and vegetable juice, compound fruit and vegetable juice, fruit pulps and edible fruit and vegetable essence, and food flavouring; leasing of proprietary premises (For projects requiring approval according to laws, business activities shall only be carried out after obtaining approval from relevant authorities, and the validity is subject to the permit granted).</p>	<p>Article 11 The business scope of the Company shall be in accordance with the items approved by the company registry.</p> <p>The Company's scope of business shall include:</p> <p>Production and sale of various virgin pulp juice, fruit and vegetable juice, compound fruit and vegetable juice, <u>drinking water, fruit vinegar, jam, cans</u>, and edible fruit and vegetable essence, and food flavouring; processing and sale of iron packaging products; biological and comprehensive utilization of pomace; wholesale, import and export businesses of various virgin pulp juice, fruit and vegetable juice, compound fruit and vegetable juice, fruit pulps and edible fruit and vegetable essence, and food flavouring; leasing of proprietary premises (For projects requiring approval according to laws, business activities shall only be carried out after obtaining approval from relevant authorities, and the validity is subject to the permit granted).</p>
3.	<p>Article 16 The total shares of the Company is 378,000,000 shares: 378,000,000 ordinary shares, of which 270,536,000 shares are held by shareholders of domestic shares and 107,464,000 shares are held by shareholders of overseas listed foreign shares.</p>	<p>Article 16 The total shares of the Company is 378,000,000<u>367,300,000</u> shares: 378,000,000<u>367,300,000</u> ordinary shares, of which 270,536,000 shares are held by shareholders of domestic shares and 107,464,000<u>96,764,000</u> shares are held by shareholders of overseas listed foreign shares.</p>
4.	<p>Article 19 The registered capital of the Company shall be RMB 378,000,000 yuan.</p>	<p>Article 19 The registered capital of the Company shall be RMB 378,000,000<u>367,300,000</u> yuan.</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
5.	<p>Article 45 No changes due to share transfers may be made to the register of shareholders within thirty days prior to a Shareholders’ Meeting or five days prior to the reference date set by the Company for the purpose of distribution of dividends. This Article does not apply to the registration changes made in respect of the register of shareholders when the Company issues new capital stock according to the Articles of Association.</p>	<p>Article 45 <u>Where laws, administrative regulations, departmental rules, normative documents and the relevant stock exchanges or regulatory authorities where the shares of the Company are listed provide the period of closure of the register of members prior to the date of a general meeting of shareholders or the record date set by the Company for the distribution of dividends, such provisions shall prevail</u> No changes due to share transfers may be made to the register of shareholders within thirty days prior to a Shareholders’ Meeting or five days prior to the reference date set by the Company for the purpose of distribution of dividends. This Article does not apply to the registration changes made in respect of the register of shareholders when the Company issues new capital stock according to the Articles of Association.</p>
6.	<p>Article 76 Provided the Company intends to hold the Shareholders’ Meeting, it shall send a written notice to all shareholders in the register of shareholders about the matters to be discussed together with date and place of the meeting 45 days before the meeting. The shareholders to attend the Shareholders’ Meeting shall send a written reply to the Company telling whether to attend the meeting or not 20 days before the meeting.</p>	<p>Article 76 Provided the Company intends to hold the <u>Shareholders’ Meeting Annual General Meeting</u>, it shall send a written notice to all shareholders in the register of shareholders about <u>give notices 20 working days before the date of the meeting, informing all shareholders about the matters to be discussed together with date and place of the meeting; and provided the Company intends to hold the Interim Shareholders’ Meeting, the Company shall give notices to all shareholders 10 working days (or 15 days, whichever is longer) before the date of the meeting 45 days before the meeting. The shareholders to attend the Shareholders’ Meeting shall send a written reply to the Company telling whether to attend the meeting or not 20 days before the meeting.</u></p> <p><u>Where laws, regulations and securities regulatory authorities or stock exchanges of the places where the shares of the Company are listed have other provisions, such provisions shall prevail.</u></p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
7.	<p>Article 79 Based on the written reply received twenty days prior to a Shareholders' Meeting, the Company shall calculate the number of voting shares represented by the shareholders intending to attend the meeting. If the number of voting shares represented by the shareholders intending to attend the meeting is more than half of the total number of the Company's voting shares, the Company may hold the Shareholders' Meeting. If not, the Company shall within five days inform the shareholders once again of the matters to be examined at the meeting as well as the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the Shareholders' Meeting.</p> <p>Interim Shareholders' Meeting may not decide the matters not specified in the notice or announcement.</p>	/

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
8.	<p>Article 81 The notice of a Shareholders' Meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by specially assigned person or prepaid mail to the recipient's address shown in the register of shareholders. For holders of domestic shares, the notice of a Shareholders' Meeting may also be given by public announcement. For holders of overseas listed foreign shares, notice of the Shareholders' Meeting, circular to the shareholders and relevant documents can also be informed by way of being published on the Company's website and SEHK's website according to the Listing Rules of SEHK and following relevant procedures as well as listening to the shareholders' will.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more national newspapers or periodicals designated by the securities regulatory authority of the State Council during the period between forty-five and fifty days before the meeting is held. Once the announcement is made, all holders of domestic shares shall be deemed to have received the notice of the relevant Shareholders' Meeting. For the notice of the Shareholders' Meeting, circular to the shareholders and relevant documents to be sent to the holders of overseas listed foreign shares, the Company may only send the English version or the Chinese version of the notice of the Shareholders' Meeting and relevant documents according to the Listing Rules of SEHK and following relevant procedures as well as listening to the shareholders' will.</p>	<p>Article 801 The notice of a Shareholders' Meeting shall be <u>published on the website of the Company or</u> delivered to the shareholders (whether or not entitled to vote thereat) by specially assigned person or prepaid mail to the recipient's address shown in the register of shareholders. For holders of domestic shares, the notice of a Shareholders' Meeting may also be given by public announcement. For holders of overseas listed foreign shares, notice of the Shareholders' Meeting, circular to the shareholders and relevant documents can also be informed by way of being published on the Company's website and SEHK's website according to the Listing Rules of SEHK and following relevant procedures as well as listening to the shareholders' will.</p> <p><u>For holders of domestic shares, the notice of a Shareholders' Meeting may be given by public announcement. The public announcement referred to in the preceding paragraph</u> shall be published in one or more national newspapers or periodicals designated by the securities regulatory authority of the State Council during the period between forty-five and fifty days before the meeting is held. Once the announcement is made, all holders of domestic shares shall be deemed to have received the notice of the relevant Shareholders' Meeting.</p> <p><u>For</u> the notice of the Shareholders' Meeting, circular to the shareholders and relevant documents to be sent to the holders of overseas listed foreign shares, the Company may <u>publish them on the website of the Stock Exchange and</u> only send the English version or the Chinese version of the notice of the Shareholders' Meeting and relevant documents according to the Listing Rules of SEHK and following relevant procedures as well as listening to the shareholders' will.</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
9.	<p>Article 130 When the Company is to hold a meeting of shareholders of different categories, it shall issue a written notice forty-five days prior to the meeting informing all the registered shareholders of that category of the matters to be examined at the meeting as well as the date and place of the meeting. Shareholders that intend to attend the meeting shall, within twenty days prior to the day of the meeting, deliver a written reply to the Company on meeting attendance.</p> <p>If the number of share carrying the right to vote at the meeting represented by the shareholders intending to attend the meeting is more than half of the total number of shares of that category carrying the right to vote at the meeting, the Company may hold the meeting of shareholders of different categories. If not, the Company shall within five days inform the shareholders once again of the matters to be examined at the meeting and the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the meeting of shareholders of different categories.</p> <p>If there are special regulations in the listing rules of the places where the shares of the Company are listed, such regulations shall prevail.</p>	<p>Article 12930 When the Company is to hold a meeting of shareholders of different categories, <u>written notice of this meeting of shareholders of different categories shall be given during the same period as that for giving a written notice of the meeting other than the meeting of shareholders of different categories to be convened together. A written notice shall it shall issue a written notice forty-five days prior to the meeting informing all the registered shareholders of that category of the matters to be examined at the meeting as well as the date and place of the meeting. Shareholders that intend to attend the meeting shall, within twenty days prior to the day of the meeting, deliver a written reply to the Company on meeting attendance.</u></p> <p>If the number of share carrying the right to vote at the meeting represented by the shareholders intending to attend the meeting is more than half of the total number of shares of that category carrying the right to vote at the meeting, the Company may hold the meeting of shareholders of different categories. If not, the Company shall within five days inform the shareholders once again of the matters to be examined at the meeting and the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the meeting of shareholders of different categories.</p> <p>If there are special regulations in the listing rules of the places where the shares of the Company are listed, such regulations shall prevail.</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 18 Provided the Company intends to hold the Shareholders' Meeting, it shall send a written notice to all shareholders in the register of shareholders about the matters to be discussed together with date and place of the meeting 45 days before the meeting. The shareholders to attend the Shareholders' Meeting shall send a written reply to the Company telling whether to attend the meeting or not 20 days before the meeting.</p> <p>Based on the written reply received twenty days prior to a Shareholders' Meeting, the Company shall calculate the number of voting shares represented by the shareholders intending to attend the meeting. If the number of voting shares represented by the shareholders intending to attend the meeting is more than half of the total number of the Company's voting shares, the Company may hold the Shareholders' Meeting. If not, the Company shall within five days inform the shareholders once again of the matters to be examined at the meeting as well as the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the Shareholders' Meeting.</p> <p>Interim Shareholders' Meeting may not decide the matters not specified in the notice or announcement.</p> <p>When the Company calculates initial period, the current day when the meeting is convened shall be excluded.</p>	<p>Article 18 Provided the Company intends to hold the Shareholders' Meeting Annual General Meeting, it shall send a written notice to all shareholders in the register of shareholders about give notices 20 working days before the date of the meeting, informing all shareholders about the matters to be discussed together with date and place of the meeting; and provided the Company intends to hold the Interim Shareholders' Meeting, the Company shall give notices to all shareholders 10 working days (or 15 days, whichever is longer) before the date of the meeting45 days before the meeting. The shareholders to attend the Shareholders' Meeting shall send a written reply to the Company telling whether to attend the meeting or not 20 days before the meeting.</p> <p>Based on the written reply received twenty days prior to a Shareholders' Meeting, the Company shall calculate the number of voting shares represented by the shareholders intending to attend the meeting. If the number of voting shares represented by the shareholders intending to attend the meeting is more than half of the total number of the Company's voting shares, the Company may hold the Shareholders' Meeting. If not, the Company shall within five days inform the shareholders once again of the matters to be examined at the meeting as well as the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the Shareholders' Meeting.</p> <p>Interim Shareholders' Meeting may not decide the matters not specified in the notice or announcement.</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
		When the Company calculates initial period, the current day when the meeting is convened shall be excluded.
2.	<p>Article 20 The notice of a Shareholders' Meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by specially assigned person or prepaid mail to the recipient's address shown in the register of shareholders. For holders of domestic shares, the notice of a Shareholders' Meeting may also be given by public announcement. For holders of overseas listed foreign shares, notice of the Shareholders' Meeting, circular to the shareholders and relevant documents can also be informed by way of being published on the Company's website and SEHK's website according to the Listing Rules of SEHK and following relevant procedures as well as listening to the shareholders' will.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more national newspapers or periodicals designated by the securities regulatory authority of the State Council during the period between forty-five and fifty days before the meeting is held. Once the announcement is made, all holders of domestic shares shall be deemed to have received the notice of the relevant Shareholders' Meeting. For the notice of the Shareholders' Meeting, circular to the shareholders and relevant documents to be sent to the holders of overseas listed foreign shares, the Company may only send the English version or the Chinese version of the notice of the Shareholders' Meeting and relevant documents according to the Listing Rules of SEHK and following relevant procedures as well as listening to the shareholders' will.</p>	<p>Article 20 The notice of a Shareholders' Meeting shall be <u>published on the website of the Company or</u> delivered to the shareholders (whether or not entitled to vote thereat) by specially assigned person or prepaid mail to the recipient's address shown in the register of shareholders. For holders of domestic shares, the notice of a Shareholders' Meeting may also be given by public announcement. For holders of overseas listed foreign shares, notice of the Shareholders' Meeting, circular to the shareholders and relevant documents can also be informed by way of being published on the Company's website and SEHK's website according to the Listing Rules of SEHK and following relevant procedures as well as listening to the shareholders' will.</p> <p><u>For holders of domestic shares, the notice of a Shareholders' Meeting may be given by public announcement. The public announcement referred to in the preceding paragraph</u> shall be published in one or more national newspapers or periodicals designated by the securities regulatory authority of the State Council during the period between forty five and fifty days before the meeting is held. Once the announcement is made, all holders of domestic shares shall be deemed to have received the notice of the relevant Shareholders' Meeting.</p> <p><u>For</u> the notice of the Shareholders' Meeting, circular to the shareholders and relevant documents to be sent to the holders of overseas listed foreign shares, the Company may <u>publish them on the website of the Stock Exchange and</u> only send the English version or the Chinese version of the notice of the Shareholders' Meeting and relevant documents according to the Listing Rules of SEHK and following relevant procedures as well as listening to the shareholders' will.</p>

No.	Before Amendments	After Amendments (with amendments in bold and underlined)
3.	<p>Article 74 When the Company is to hold a meeting of shareholders of different categories, it shall issue a written notice forty-five days prior to the meeting informing all the registered shareholders of that category of the matters to be examined at the meeting as well as the date and place of the meeting. Shareholders that intend to attend the meeting shall, within twenty days prior to the day of the meeting, deliver a written reply to the Company on meeting attendance.</p> <p>If the number of share carrying the right to vote at the meeting represented by the shareholders intending to attend the meeting is more than half of the total number of shares of that category carrying the right to vote at the meeting, the Company may hold the meeting of shareholders of different categories. If not, the Company shall within five days inform the shareholders once again of the matters to be examined at the meeting and the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the meeting of shareholders of different categories.</p> <p>If there are special regulations in the listing rules of the places where the shares of the Company are listed, such regulations shall prevail.</p>	<p>Article 74 When the Company is to hold a meeting of shareholders of different categories, <u>written notice of this meeting of shareholders of different categories shall be given during the same period as that for giving a written notice of the meeting other than the meeting of shareholders of different categories to be convened together. A written notice shall</u> it shall issue a written notice forty-five days prior to the meeting informing all the registered shareholders of that category of the matters to be examined at the meeting as well as the date and place of the meeting. Shareholders that intend to attend the meeting shall, within twenty days prior to the day of the meeting, deliver a written reply to the Company on meeting attendance.</p> <p>If the number of share carrying the right to vote at the meeting represented by the shareholders intending to attend the meeting is more than half of the total number of shares of that category carrying the right to vote at the meeting, the Company may hold the meeting of shareholders of different categories. If not, the Company shall within five days inform the shareholders once again of the matters to be examined at the meeting and the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the meeting of shareholders of different categories.</p> <p>If there are special regulations in the listing rules of the places where the shares of the Company are listed, such regulations shall prevail.</p>