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If you have sold or transferred all your shares in **Yantai North Andre Juice Co., Ltd.*** you should at once hand this circular together with the notices, proxy forms and reply slips dispatched on 3 February 2021.

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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)

**(1) PROPOSED AMENDMENTS TO THE ARTICLES
(EXCLUDING APPENDICES THERETO); AND
(2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
OF THE SHAREHOLDERS' MEETING**

A letter from the Board is set out on pages 3 to 5 of this circular.

The SGM and the Class Meeting for Holders of H Shares will be held at 2nd Floor Conference Room, Andre Tower, No. 889 Xincheng Avenue, Muping District, Yantai City, Shandong Province, the PRC separately at 2:30 p.m. and 3:30 p.m. on Tuesday, 23 March 2021.

The notices of the SGM and the Class Meeting for Holders of H Shares, relevant forms of proxy and reply slips for use at such meetings have been published on the Hong Kong Stock Exchange's website and the Company's website on 3 February 2021 and have been dispatched to you on the same date.

3 February 2021

* *For identification purpose only*

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DEFINITIONS

Unless the context otherwise requires, capitalized terms used in this circular shall have the following meanings:

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| “A Shares” | domestic shares with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Shanghai Stock Exchange |
| “Articles” | the articles of association of the Company, as amended from time to time |
| “Board” | the board of Directors of the Company |
| “Class Meetings” | the Class Meeting for Holders of A Shares and the Class Meeting for Holders of H Shares or any of their adjourned meeting(s) |
| “Class Meeting for Holders of A Shares” | the 2021 first class meeting of Holders of A Shares to be held at 2nd Floor Conference Room, Andre Tower, No. 889 Xincheng Avenue, Muping District, Yantai City, Shandong Province, the PRC, at 3:00 p.m. on Tuesday, 23 March 2021, or any adjourned meeting(s) thereof |
| “Class Meeting for Holders of H Shares” | the 2021 first class meeting of Holders of H Shares to be held at 2nd Floor Conference Room, Andre Tower, No. 889 Xincheng Avenue, Muping District, Yantai City, Shandong Province, the PRC, at 3:30 p.m. on Tuesday, 23 March 2021, or any adjourned meeting(s) thereof |
| “Class Shareholders” | the Holders of A Shares and the Holders of H Shares |
| “Company” | Yantai North Andre Juice Co., Ltd.* (烟台北方安德利果汁股份有限公司), a joint stock limited company incorporated in the PRC and the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and Shanghai Stock Exchange, respectively |
| “Directors” | director(s) of the Company |
| “Holders of A Shares” | the holder(s) of A Shares |
| “Holders of H Shares” | the holder(s) of H Shares |
| “H Share(s)” | overseas listed foreign share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange and are subscribed for and traded in HK\$ |
| “HK\$” | Hong Kong dollar, the lawful currency of Hong Kong |

DEFINITIONS

| | |
|----------------------------|---|
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Hong Kong Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time |
| “Hong Kong Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “PRC” | the People’s Republic of China, for the propose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “SGM” | the 2021 first special general meeting of the Company to be held at 2nd Floor Conference Room, Andre Tower, No. 889 Xincheng Avenue, Muping District, Yantai City, Shandong Province, the PRC at 2:30 p.m. on Tuesday, 23 March 2021, or any adjourned meeting(s) thereof |
| “Share(s)” | the A Share(s) and the H Share(s) |
| “Shareholder(s)” | holder(s) of the Shares |
| “%” | per cent |

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Wang An
Mr. Zhang Hui
Mr. Wang Yan Hui

Non-executive Director:

Mr. Liu Tsung-Yi

Independent Non-executive Directors:

Mr. Jiang Hong Qi
Mr. Li Wei
Mr. Li Yao

Registered Office:

No. 18 Andre Avenue
Muping Economic Development Zone
Yantai City
Shandong Province
the PRC

Principal Place of Business in Hong Kong:

Flat A
2/F, Hong Kong Industrial Building
444-452 Des Voeux Road West
Shek Tong Tsui
Hong Kong

3 February 2021

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED AMENDMENTS TO THE ARTICLES
(EXCLUDING APPENDICES THERETO); AND
(2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE
OF THE SHAREHOLDERS' MEETING**

(I) INTRODUCTION

References are made to (i) the announcement of the Company dated 29 January 2021, in relation to, (a) the proposed amendments to the Articles (excluding appendices thereto) and (b) the proposed amendments to the Rules of Procedure of the Shareholders' Meeting; and (ii) the notices of the SGM and the Class Meeting for Holders of H Shares dated 3 February 2021.

The purposes of this circular are to provide you with information regarding the following proposed resolutions in relation to, among other matters, (i) proposed amendments to the Articles (excluding appendices thereto); and (ii) proposed amendments to the Rules of Procedure of the Shareholders' Meeting.

* For identification purpose only

LETTER FROM THE BOARD

(II) PROPOSED AMENDMENTS TO THE ARTICLES (EXCLUDING APPENDICES THERETO)

In light of the Company's operation and development needs and the recent amendments to the requirements of the Company Law of the PRC and the relevant laws and regulations, the Company proposes certain amendments to the Articles (excluding appendices thereto), details of which are set out in **Appendix I** to this circular.

The amendments to the Articles (excluding appendices thereto) shall become effective upon the consideration and approval by the Shareholders at the SGM and the Class Meetings.

(III) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE SHAREHOLDERS' MEETING

The Company proposes to amend the Rules of Procedure of the Shareholders' Meeting, an appendix to the Articles, according to the requirements of the Company Law of the PRC and amendments to relevant laws and regulations. Details of the abovementioned amendments are set out in **Appendix II** to this circular.

The amendments to the Rules of Procedure of the Shareholders' Meeting shall become effective upon the consideration and approval by the Shareholders at the SGM.

(IV) THE SGM AND THE CLASS MEETINGS

The notices of the SGM and the Class Meeting for Holders of H Shares, together with the proxy forms for appointing proxy to attend such meetings and the reply slips, were published on the website of the Hong Kong Stock Exchange on 3 February 2021, and were dispatched to you on the same day.

As disclosed in the notice of the SGM, at the SGM, resolutions will be proposed to approve, among other matters, (i) proposed amendments to the Articles (excluding appendices thereto); and (ii) proposed amendments to the Rules of Procedure of the Shareholders' Meeting. The resolution in respect of the proposed amendments to the Articles (excluding appendices thereto) will also be proposed at each of the Class Meetings for approval. No Shareholder is required to abstain from voting on the resolutions to be proposed at the SGM and the Class Meetings.

For the matters relating to the attendance of the SGM and the Class Meeting for Holders of A Shares by the Holders of A Shares, please refer to the notices of meeting and other relevant documents published by the Company on the website of the Shanghai Stock Exchange at www.sse.com.cn.

(V) CLOSURE OF H SHARE REGISTER OF MEMBERS OF THE COMPANY

The register of H Shareholders will be closed from Saturday, 20 February 2021 to Tuesday, 23 March 2021 (both dates inclusive) during which period no transfer of H Shares will be registered. In order to qualify to attend and vote at the SGM and the Class Meeting for Holders of H Shares, 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, at 54th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 19 February 2021.

LETTER FROM THE BOARD

(VI) VOTING BY POLL

In accordance with the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notices of the SGM and the Class Meeting for Holders of H Shares dated 3 February 2021, as well as the supplemental notices of the SGM and the Class Meeting for Holders of H Shares, will be voted by poll.

(VII) RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

(VIII) RECOMMENDATION

The Directors consider that the aforementioned resolutions are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favor of the relevant resolutions to be proposed at the SGM and the Class Meeting for Holders of H Shares as set out in the notices of the SGM and the Class Meeting for Holders of H Shares dated 3 February 2021.

(IX) ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

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

* For identification purpose only

APPENDIX I**AMENDMENTS TO THE ARTICLES
(EXCLUDING APPENDICES THERETO)**

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.

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> |
| 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</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</p> |

APPENDIX I

**AMENDMENTS TO THE ARTICLES
(EXCLUDING APPENDICES THERETO)**

| No. | Before Amendments | After Amendments (with amendments in bold and underlined) |
|-----|--|---|
| | 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). | 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). |
| 3. | 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. | Article 16 The total shares of the Company is <u>378,000,000</u> 367,300,000 shares: <u>378,000,000</u> 367,300,000 ordinary shares, of which 270,536,000 shares are held by shareholders of domestic shares and <u>107,464,000</u> 96,764,000 shares are held by shareholders of overseas listed foreign shares. |
| 4. | Article 19 The registered capital of the Company shall be RMB 378,000,000 yuan. | Article 19 The registered capital of the Company shall be RMB <u>378,000,000</u> 367,300,000 yuan. |

APPENDIX I

**AMENDMENTS TO THE ARTICLES
(EXCLUDING APPENDICES THERETO)**

| 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 Shareholders' Meeting <u>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> |

APPENDIX I**AMENDMENTS TO THE ARTICLES
(EXCLUDING APPENDICES THERETO)**

| 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 80 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. <u>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.</u></p> <p>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 shall be published in one or more national newspapers or periodicals designated by the securities regulatory authority of the State Council <u>during the period between forty five and fifty days before the meeting is held.</u> 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>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 <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</u> 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. <u>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><u>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.</u></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> |

Note 1: If there is any inconsistency between the English and Chinese versions of the Rules of Procedure of the Shareholders' Meeting, the Chinese version shall prevail.

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 <u>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>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 <u>Interim</u> 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> |

| No. | Before Amendments | After Amendments (with amendments in bold and underlined) |
|-----|---|---|
| 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 publish them on the website of the Stock Exchange and 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 <u>forty-five days prior to the meeting</u> 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>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> |

NOTICE OF SPECIAL GENERAL MEETING

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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 2021 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) will be held at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the People's Republic of China (the “PRC”) at 2:30 p.m. on Tuesday, 23 March 2021 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 29 January 2021 (the “**Announcement**”)).

SPECIAL RESOLUTIONS

1. To consider and pass the following resolution:

THAT 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.

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

Yantai, the PRC
3 February 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 purpose only

NOTICE OF SPECIAL GENERAL MEETING

Notes:

1. For the purpose of determining who may attend the SGM to be held on Tuesday, 23 March 2021, the register of holders of H Shares will be closed from Saturday, 20 February 2021 to Tuesday, 23 March 2021 (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, 19 February 2021.

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 Stock Exchange of Hong Kong 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 H Shareholders) 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, 3 March 2021. 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.

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

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烟台北方安德利果汁股份有限公司

Yantai North Andre Juice Co., Ltd.*

(a joint stock limited company incorporated in the People's Republic of China)

(Stock code : 02218)

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

NOTICE IS HEREBY GIVEN that the first class meeting for the holders of H shares (“**H Shares**”) of Yantai North Andre Juice Co., Ltd.* (烟台北方安德利果汁股份有限公司) (the “**Class Meeting**”) will be held at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the People’s Republic of China (the “**PRC**”) at 3:30 p.m. on Tuesday, 23 March 2021 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 29 January 2021 (the “**Announcement**”).

SPECIAL RESOLUTION

1. To consider and pass the following resolution:

THAT the amendments to the Articles (excluding the appendices thereto) be approved.

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

Yantai, the PRC
3 February 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 purpose only

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

Notes:

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

The register of holders of H Shares of the Company will be closed from Saturday, 20 February 2021 to Tuesday, 23 March 2021 (both days inclusive) during which period no transfer of H Shares will be registered. Any holder of the H Shares and whose name appears in the Company's register of holders of H Shares with Tricor Tengis Limited by 4:30 p.m. on Friday, 19 February 2021 and have completed the registration process, will be entitled to attend and vote at the Class Meeting.

The address of Tricor Tengis Limited is as follows:

54th Floor, Hopewell Centre
183 Queen's Road East
Wanchai Hong Kong
Fax No.: (852) 2810 8185

2. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of Shareholders at a general meeting must be taken by poll. As such, the resolution set out in this notice of Class Meeting will be voted by poll.
3. Each holder of H Shares entitled to attend the Class Meeting and having voting rights is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the Class Meeting.
4. To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H Share registrar, Tricor Tengis Limited at 54th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time for holding the Class Meeting or any adjournment thereof in order for such documents to be valid.
5. Completion and return of the form of proxy will not preclude you from attending and voting at the Class Meeting or any adjourned meeting thereof should you so wish.
6. In the case of joint registered holders of any shares of the Company ("**Shares**"), any one of such persons may vote at the Class Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint holders are present at the Class Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of holders in respect of the joint holding.
7. Shareholders who intend to attend the Class Meeting in person or by proxy should return the reply slip for the Class Meeting to the principal place of business of the Company in Hong Kong 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) on or before Wednesday, 3 March 2021.
8. The Class Meeting is expected to last for less than half a day. Shareholders and their proxies attending the Class Meeting are responsible for their own transportation and accommodation expenses. Shareholders and their proxies attending the Class Meeting must produce their identity documents.