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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Yantai North Andre Juice Co., Ltd.\* (烟台北方安德利果汁股份有限公司), you should at once hand this circular and the enclosed proxy form and reply slip to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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) PROPOSAL FOR GENERAL MANDATES TO ISSUE SHARES AND  
REPURCHASE OF H SHARES; AND  
(2) NOTICES OF ANNUAL GENERAL MEETING AND  
CLASS MEETINGS**

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The notices convening the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares to 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") on Wednesday, 25 June 2014 are set out on pages 13 to 24 of this circular.

Whether or not you are able to attend the respective meetings, you are strongly urged to complete and sign the enclosed forms of proxy in accordance with the instructions printed thereon. For holders of H Shares, please return it to the Company's H Share registrar, Tricor Tengis Limited, 22nd Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; and for holders of Domestic Shares, the proxy form shall be delivered to the registered office of the Company at No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC as soon as possible but in any event not later than 24 hours before the time appointed for the holding of the relevant meeting(s) or any adjourned meeting(s) (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting(s) or any adjourned meeting(s) should you so wish.

\* For identification purpose only

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## DEFINITIONS

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“Annual General Meeting”	the annual general meeting of the Company for the year ended 31 December 2013 to be held at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC on Wednesday, 25 June 2014 at 10:00 a.m.
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Class Meetings”	the Class Meeting for Holders of H Shares and the Class Meeting for Holders of Domestic Shares
“Class Meeting for Holders of Domestic Shares”	the class meeting of the holders of Domestic Shares to be held at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC on Wednesday, 25 June 2014 at 11:00 a.m.
“Class Meeting for Holders of H Shares”	the class meeting of the holders of H Shares to be held at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC on Wednesday, 25 June 2014 at 11:30 a.m.
“Company”	Yantai North Andre Juice Co., Ltd.* (烟台北方安德利果汁股份有限公司)
“Directors”	the directors of the Company
“Domestic Shares”	the domestic invested shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are held in Renminbi
“H Shares”	the overseas-listed foreign invested shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are held and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to issue, allot or otherwise deal with additional shares in the capital of the Company (whether Domestic Shares and/or H Shares) up to a maximum of 20% of the aggregate nominal amount of the Domestic Shares and/or H Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting

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## DEFINITIONS

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“Latest Practicable Date”	5 May 2014, being the latest practicable date for ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PRC Company Law”	the Company Law of the PRC
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase H Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of H Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting
“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Shares”	Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor”	the supervisor of the Company

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

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

*Non-executive Director:*

Mr. Liu Tsung-Yi

*Independent non-executive Directors:*

Mr. Gong Fan  
Mr. Chow Kam Hung  
Mr. Li Tong Ning

*Registered Office:*

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

*Principal Place of Business in Hong Kong:*

Room 1505  
Wheelock House  
20 Pedder Street  
Central  
Hong Kong

9 May 2014

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSAL FOR GENERAL MANDATES TO ISSUE SHARES AND  
REPURCHASE OF H SHARES; AND  
(2) NOTICES OF ANNUAL GENERAL MEETING AND  
CLASS MEETINGS**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares to (a) approve, among other matters, the grant of the Issue Mandate and the Repurchase Mandate; and (b) give you notices of the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares.

**GENERAL MANDATE TO ISSUE SHARES**

A special resolution will be proposed at the Annual General Meeting to grant the Directors the Issue Mandate, details of which are set out in the proposed resolution numbered 7 in the notice of Annual General Meeting. Based on 408,988,000 Shares in issue as at the Latest Practicable Date, and assuming that no further H Shares are issued prior to the Annual General Meeting, the Class Meeting for Holders of H Shares and the Class

\* For identification purpose only

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## LETTER FROM THE BOARD

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Meeting for Holders of Domestic Shares and subject to the passing of the relevant special resolution to approve the Issue Mandate at the Annual General Meeting, the Directors will be authorized to allot and issue up to a limit of 81,797,600 Shares (comprising 31,690,400 H Shares and 50,107,200 Domestic Shares) under the Issue Mandate.

### GENERAL MANDATE TO REPURCHASE H SHARES

At the 2012 annual general meeting of the Company held on 26 June 2013, a general mandate was granted to the Directors to repurchase H Shares. Such general mandate will lapse at the conclusion of the Annual General Meeting.

The Company proposed a special resolution at the Annual General Meeting, the Class Meeting for Holders of H Shares and the Class Meeting for Holders of Domestic Shares to grant the Directors again the Repurchase Mandate to purchase H Shares in issue with an aggregate nominal value not exceeding 10% of the aggregate nominal value of H Shares in issue as at the date of the passing of such resolution.

The PRC Company Law (to which the Company is subject) provides that a joint stock limited company incorporated in the PRC may not repurchase its shares unless such repurchase is effected for the purpose of (a) reducing its share capital; (b) granting shares as reward to the staff of the company; (c) in connection with a merger between itself and another entity that holds its shares; or (d) the repurchase is made at the request of its shareholders who disagree with shareholders' resolutions in connection with merger or division. The Articles of Association provides that subject to the approval of the relevant regulatory authorities of the PRC and compliance with the Articles of Association, share repurchase may be effected by the Company for the purpose of reducing its share capital, in connection with a merger between itself and another entity that holds its shares or in circumstances permitted by law or administrative regulations of the PRC.

The Listing Rules permit shareholders of a PRC joint stock limited company to grant a general mandate to the Directors to repurchase H shares of such company that are listed on the Stock Exchange. Such mandate is required to be given by way of a special resolution passed by shareholders in general meeting and special resolutions passed by holders of domestic shares and overseas listed foreign invested shares in separate class meetings.

As the H Shares are traded on the Stock Exchange in Hong Kong dollars and the price payable by the Company upon any repurchase of H Shares will, therefore, be paid in Hong Kong dollars, the approval of SAFE is required.

In accordance with the relevant requirements of the Articles of Association applicable to capital reduction, the Company will have to notify its creditors of the passing of such special resolutions and the reduction to the registered capital of the Company that would occur should the Directors decide to exercise the Repurchase Mandate. Such notification has to be given in writing to the Company's creditors within 10 days after the passing of such special resolutions and also by way of publication on three occasions of a press announcement within 30 days after the passing of such special resolutions. Creditors then have a period of up to 30 days after the Company's written notification or if no such

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## LETTER FROM THE BOARD

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notification has been received, up to 90 days after the first publication of the press announcement to require the Company to repay amounts due to them or to provide guarantees in respect of such amounts.

Accordingly, approval is being sought from the Shareholders for a general mandate to repurchase H Shares in issue. In accordance with the legal and regulatory requirements described above, the Directors will convene the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares. At each of such meetings, a special resolution will be proposed to grant to the Directors a general mandate to purchase H Shares in issue on the Stock Exchange with an aggregate nominal value not exceeding 10% of the aggregate nominal value of H Shares in issue as at the date of the passing of such resolution.

The Repurchase Mandate will be conditional upon:

- (i) the special resolution approving the grant of the Repurchase Mandate being approved at each of the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares;
- (ii) 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
- (iii) 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 of Association.

If the conditions are not fulfilled, the Repurchase Mandate will not be exercisable by the Directors.

The Repurchase Mandate would expire on the earlier of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of the relevant special resolution at the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares;
- (b) the expiration of a period of twelve months following the passing of the relevant special resolution at the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares; or
- (c) the date on which the authority conferred by the relevant special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting or by holders of H Shares or holders of Domestic Shares at their respective class meetings.

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## LETTER FROM THE BOARD

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A special resolution will be proposed at the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares to grant to the Directors the Repurchase Mandate, details of which are set out in the notices of the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares. The H Shares which may be repurchased pursuant to the Repurchase Mandate shall not exceed 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of the relevant resolutions approving the Repurchase Mandate.

An explanatory statement giving certain information regarding the Repurchase Mandate is set out in the Appendix to this circular.

### **ANNUAL GENERAL MEETING, THE CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES AND THE CLASS MEETING FOR HOLDERS OF H SHARES**

At the Annual General Meeting, resolutions will be proposed to approve, among other matters, the grant of the Issue Mandate and the Repurchase Mandate.

The notices convening the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares at which the resolutions mentioned above will be proposed are set out on pages 13 to 24 of this circular.

The relevant forms of proxy for use at the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares are enclosed. Whether or not you are able to attend the respective meetings, you are strongly urged to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon. For holders of H Shares, please return it to the Company's H Share registrar, Tricor Tengis Limited, 22nd Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; and for holders of Domestic Shares, the proxy form shall be delivered to the registered office of the Company at No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC as soon as possible but in any event not later than 24 hours before the time appointed for the holding of the relevant meeting(s) or any adjourned meeting(s) (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting(s) or any adjourned meeting(s) should you so wish.

### **CLOSURE OF H SHARE REGISTER OF MEMBERS OF THE COMPANY**

The register of holders of H Shares will be closed from 26 May 2014 (Monday) to 25 June 2014 (Wednesday) (both days inclusive) during which period no transfer of H Shares will be registered. In order to qualify to attend and vote in the Annual General Meeting 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 22nd Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 23 May 2014 (Friday).



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## LETTER FROM THE BOARD

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### VOTING BY POLL

In accordance with the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notices convening the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares will be voted by poll.

### RECOMMENDATION

The Directors consider that the resolutions to be put before the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders, holders of Domestic Shares and holders of H Shares to vote in favour of all the aforesaid resolutions to be proposed at the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares (as the case may be).

### ADDITIONAL INFORMATION

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

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

\* *For identification purpose only*

*This explanatory statement contains all the information required to be given to the Shareholders of the Company pursuant to Rule 10.06 of the Listing Rules in connection with the proposed Repurchase Mandate, which is set out as follows:*

**(i) Listing Rules**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions. Repurchases must be funded out of funds legally available for the purpose and in accordance with the company's constitutional documents and the applicable laws of the jurisdiction in which the company is incorporated or otherwise established. Any premium payable on a repurchase over the par value of the shares may be effected out of book balance of distributable profits of the Company or proceeds of a new issue of shares made for such purpose.

**(ii) Reasons for Repurchase of H Shares**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase H Shares in the market. Such repurchase may, depending on the market conditions and funding arrangement at the time, lead to an enhancement of the net assets value and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

**(iii) Registered Capital**

As at the Latest Practicable Date, the registered capital of the Company is RMB408,988,000 comprising 158,452,000 H Shares of RMB1.00 each and 250,536,000 Domestic Shares of RMB1.00 each.

**(iv) Exercise of the Repurchase Mandate**

Subject to the passing of the special resolution approving the grant of the Repurchase Mandate at each of the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares, the Directors will be granted the Repurchase Mandate until the end of the Relevant Period (as defined in the special resolution in each of the notices of Annual General Meeting, the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares).

Additionally, the exercise of the Repurchase Mandate is subject to the approvals of the relevant PRC regulatory authorities as required by the laws, rules and regulations of the PRC being obtained and 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 of Association. The notification to the creditors will not be issued until the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares to be convened have approved the Repurchase Mandate by way of special resolutions.

The exercise in full of the Repurchase Mandate (on the basis of 158,452,000 H Shares in issue as at the Latest Practicable Date and no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares) would result in a maximum of 15,845,200 H Shares being repurchased by the Company during the Relevant Period, being the maximum of 10% of the total H Shares in issue as at the date of passing the relevant resolutions at the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares.

The Repurchase Mandate would expire on the earlier of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of the relevant special resolution at the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares;
- (b) the expiration of a period of twelve months following the passing of the relevant special resolution at the Annual General Meeting, the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares; or
- (c) the date on which the authority conferred by the relevant special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting or by holders of H Shares or holders of Domestic Shares at their respective class meetings.

**(v) Funding of Repurchases**

In repurchasing its H Shares, the Company intends to apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

The Company is empowered by the Articles of Association to purchase its H Shares. Any repurchases by the Company may only be made out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the proceeds of a new issue of shares made for such purpose. Under the PRC laws, H Shares so repurchased will be treated as cancelled and the Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Based on the financial position disclosed in the recently published audited accounts for the year ended 31 December 2013, the Directors consider that there will not be any material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing and in the best interests of the Company.

**(vi) Status of Repurchased H Shares**

The Listing Rules provide that the listing of all the H Shares repurchased by the Company shall automatically be cancelled and the relevant share certificates shall be cancelled and destroyed. Under the PRC laws, the H Shares repurchased by the Company will be cancelled and the Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled.

**(vii) H Shares Prices**

The highest and lowest prices at which the H Shares have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	<b>H Share prices</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2013</b>		
May	3.04	2.81
June	2.83	2.50
July	2.60	1.99
August	2.03	1.80
September	1.84	1.75
October	2.03	1.85
November	2.03	1.83
December	1.93	1.78
<b>2014</b>		
January	2.16	1.78
February	2.78	2.01
March	2.60	2.32
April	2.28	1.93
May (up to the Latest Practicable Date)	1.95	1.93

**(viii) Substantial Shareholders**

As at the Latest Practicable Date, the interests of substantial shareholders of the Company, as defined under the Listing Rules, were as follows:

Name of substantial shareholder	Class of Shares	Number of Shares held	Approximate percentage of total share capital
Wang An and parties acting in concert with him	Domestic Shares	184,589,960	45.13%
	H Shares	36,479,880	8.92%
Uni-President Enterprises Corp.	Domestic Shares	63,746,040	15.59%
	H Shares	237,000	0.05%

**(ix) General Information**

- (a) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders of the Company.
- (b) The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to repurchase the H Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of PRC.
- (c) No connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell H Shares to the Company or its subsidiaries, or has undertaken not to do so, if the Repurchase Mandate is granted and is exercised.

**(x) Takeovers Code**

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of Takeovers Code. As a result, a shareholder or group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

Assuming that the substantial shareholders do not dispose of its Shares, if the Repurchase Mandate was exercised in full, the percentage shareholdings of the substantial shareholders before and after such repurchase would be as follows:

<b>Name of substantial shareholder</b>	<b>Before repurchase</b>	<b>After repurchase</b>
Wang An and parties acting in concert with him	54.05%	56.23%
Uni-President Enterprises Corp.	15.64%	16.27%

Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Assuming that there is no issue of Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate whether in whole or in part will not result in less than the relevant prescribed minimum percentage of the Shares of the Company being held by the public as required by the Stock Exchange. The Directors have no intention to exercise the Repurchase Mandate to an extent which may result in a public shareholding of less than such minimum percentage.

The Directors are not aware of any consequences that may arise under the Takeovers Code and/or any similar applicable law of which the Directors are aware, if any, as a result of any repurchases made under the Repurchase Mandate.

**(xi) Share Repurchases Made by the Company**

The Company had not repurchased any of its H Shares (whether on the Stock Exchange or otherwise) during the six months period preceding the Latest Practicable Date.

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## NOTICE OF ANNUAL 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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Yantai North Andre Juice Co., Ltd.\* (烟台北方安德利果汁股份有限公司) (the “Company”) will be held at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC at 10:00 a.m. on Wednesday, 25 June 2014 to consider and, if though fit, pass the following resolutions (unless otherwise specified, the terms used in this notice shall have the same meanings as defined in the circular dated 9 May 2014):

#### ORDINARY RESOLUTIONS

1. To consider and approve the annual report of the Company for the year ended 31 December 2013.
2. To consider and approve the report of the Board for the year ended 31 December 2013.
3. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2013.
4. To consider and approve the profit distribution plan for the year ended 31 December 2013 and authorization to the Board to distribute to the Shareholders a total cash dividend of RMB20,449,400 (tax inclusive) or cash dividend of RMB0.05 for each share (tax inclusive).
5. To consider and approve (if appropriate) the resolution in relation to the remuneration of Directors and Supervisors for the year ended 31 December 2014.
6. To consider and approve the resolution in relation to re-appointment of KPMG Huazhen as the external auditors of the Company for the year ended 31 December 2014 and authorization to the Board to determine their remuneration.

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL RESOLUTIONS

7. To consider and, if thought fit, pass the following resolution: **THAT:**
- (1) the Board be and is hereby granted an unconditional general mandate to issue, allot and/or deal with additional shares in the capital of the Company (whether Domestic Shares or H Shares) and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
    - (a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;
    - (b) the aggregate nominal amount of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board shall not exceed:
      - i. 20% of the aggregate nominal amount of the Domestic Shares in issue; and/or
      - ii. 20% of the aggregate nominal amount of the H Shares in issue; in each case as at the date of the passing of this resolution; and
    - (c) the Board will only exercise its power under such mandate in accordance with the PRC Company Law and the Listing Rules or other applicable laws, rules and regulations of other government or regulatory bodies and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;
  - (2) contingent on the Board resolving to issue shares pursuant to paragraph (1) of this resolution, the Board be and is hereby authorized:
    - (a) to approve, execute and do or procure to be executed and done all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares of the Company, including, without limitation, determining the time and place of issue, making all necessary applications to the relevant authorities, and entering into underwriting agreement(s) (or any other agreements);
    - (b) to determine the use of proceeds and to make necessary filings and registration with the PRC, Hong Kong and other relevant authorities; and



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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) to make such amendments to the articles of association of the Company as it may deem appropriate for the increase of the registered capital of the Company and to reflect the new share capital structure of the Company under the intended allotment and issue of the shares of the Company pursuant to the resolution under paragraph (1) of this resolution.

For the purposes of this resolution:

“**Domestic Shares**” means the domestic invested shares in the share capital of the Company with a nominal value of RMB1.00 each, which are held in Renminbi;

“**Listing Rules**” means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as the same may be amended from time to time);

“**H Shares**” means the overseas-listed foreign invested shares in the share capital of the Company with a nominal value of RMB1.00 each, which are held and traded in Hong Kong dollars;

“**Hong Kong**” means the Hong Kong Special Administrative Region of the PRC;

“**PRC**” means the People’s Republic of China, excluding, for the purpose of this resolution only, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;

“**Relevant Period**” means the period from the date of passing this resolution until whichever is the earliest 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 of the Company in a general meeting.

“**RMB**” means Renminbi, the lawful currency of the PRC.

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## NOTICE OF ANNUAL GENERAL MEETING

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8. 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 on Hong Kong Stock Exchange during the Relevant Period, 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 aggregate nominal value of H Shares authorised to be repurchased subject to the approval in paragraph (1) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of the issued H Shares as at 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 Domestic Shares to be convened for such purpose;
    - (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 of Association of the Company;
  - (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 of Association of the Company 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 of Association of the Company with the relevant governmental authorities of the PRC.

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## NOTICE OF ANNUAL GENERAL MEETING

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For the purposes of this resolution, “**Relevant Period**” means the period from the date of passing this resolution until whichever is 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 of the Company in a general meeting.

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

Yantai, the PRC  
9 May 2014

*As at the date of this notice, the executive Directors of the Company are Messrs. Wang An, Zhang Hui and Wang Yan Hui, the non-executive Director is Mr. Liu Tsung-Yi, and the independent non-executive Directors are Messrs. Gong Fan, Chow Kam Hung and Li Tong Ning.*

\* *For identification purpose only*

*Notes:*

1. For the purpose of determining who may attend the AGM to be held on Wednesday, 25 June 2014, the register of holders of H Shares of the Company will be closed from Monday, 26 May 2014 to Wednesday, 25 June 2014 (both dates inclusive), during which no transfer of H Shares will be registered. In order to qualify for entitlement to attending and voting in the AGM, 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, 23 May 2014.

For the purpose of determining who may be entitled to receive the final dividend of the Company (subject to approval by the Shareholders at the AGM), the register of holders of H Shares of the Company will be closed from Saturday, 5 July 2014 to Thursday, 10 July 2014 (both dates inclusive), during which no transfer of H Shares will be registered. In order to qualify for entitlement to the final dividend, 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, 4 July 2014.

The address of Tricor Tengis Limited is as follows:

22nd Floor  
Hopewell Centre  
183 Queen’s Road East, Wanchai  
Hong Kong  
Fax: (852) 2810 8185

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## NOTICE OF ANNUAL GENERAL MEETING

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Pursuant to the Corporate Income Tax Law of the PRC and its implementing regulations (collectively referred to as the “Corporate Income Tax Law”) which took effect on 1 January 2008, the tax rate of the corporate income tax applicable to the income of non-resident enterprise deriving from PRC is 10%. Pursuant to the Corporate Income Tax Law, any Chinese domestic enterprise (including our Company) which pays dividend to a non-resident enterprise shareholder shall withhold corporate income tax at 10% for and pay by the Company on behalf of such shareholder. At the same time, pursuant to the provisions of the “Preferential Policy on Profit Earned by Foreign Investors from Foreign Investment Enterprises” in the Circular of the Ministry of Finance and the State Administration of Taxation Concerning Several Preferential Policies Relevant to Corporate Income Tax, any profit accumulated and not yet distributed before 1 January 2008 by foreign investment enterprise when distributed to non-resident enterprise in or after 2008, will be exempted from corporate income tax. Any dividend distributed to non-resident enterprises from profit accumulated since 2008 will be subject corporate income tax.

2. In accordance with the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notice of AGM will be voted by poll. Results of the poll voting will be published on the Company’s website at [www.andre.com.cn](http://www.andre.com.cn) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the AGM.
3. Any shareholder entitled to attend and vote at the AGM 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 of the Company.
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) or the registered office of the Company (for holders of Domestic Shares), at least 24 hours before the AGM or any adjourned meeting thereof. The Company’s registered office is located at No. 18 Andre Avenue, Muping Economic Development Zone Yantai City, Shandong Province, the PRC (Fax no. (86-535) 421-8858). The Company’s H Share registrar, Tricor Tengis Limited, is located at 22nd Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (Fax no. (852) 2810 8185).
5. Completion and return of a proxy form will not preclude you from attending and voting at the AGM or any adjourned meeting thereof if you so wish.
6. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
7. Shareholders who intend to attend the AGM in person or by proxy should return the reply slip for the AGM to the registered office of the Company (for holders of Domestic Shares) or 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, 4 June 2014. The Company’s registered office is located at No. 18 Andre Avenue, Muping Economic Development Zone Yantai City, Shandong Province, the PRC (Fax no. (86-535) 421-8858). The principal place of business of the Company in Hong Kong, is located at Room 1505, Wheelock House, 20 Pedder Street, Central, Hong Kong (Fax no. (852) 2587 9166).
8. The AGM 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 AGM.

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## NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC 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 DOMESTIC SHARES

**NOTICE IS HEREBY GIVEN** that a class meeting for the holders of Domestic shares (the “**Class Meeting**”) of Yantai North Andre Juice Co., Ltd.\* (烟台北方安德利果汁股份有限公司) (the “**Company**”) will be held at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the People’s Republic of China (the “**PRC**”) at 11:00 a.m. on Wednesday, 25 June 2014 for the purpose of considering and passing the following special resolution (unless otherwise specified, the terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 9 May 2014):

1. 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 on the Hong Kong Stock Exchange during the Relevant Period, 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 aggregate nominal value of H Shares authorised to be repurchased subject to the approval in paragraph (1) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of the issued H Shares as at 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 the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares of the Company to be convened for such purpose;
    - (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

\* For identification purpose only

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## NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

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having, in its absolute discretion, repaid or provided guarantee in respect of such amount using internal resources) pursuant to the notification procedure set out in the relevant article of the Articles of Association of the Company;

- (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 authorised to:
- (a) amend the Articles of Association of the Company 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 of Association of the Company with the relevant governmental authorities of the PRC.

For the purposes of this resolution, “**Relevant Period**” means the period from the date of passing this resolution until whichever is 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 of the Company in a general meeting.

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

Yantai, the PRC  
9 May 2014

*As at the date of this notice, the executive Directors of the Company are Messrs. Wang An, Zhang Hui and Wang Yan Hui, the non-executive Director is Mr. Liu Tsung-Yi, and the independent non-executive Directors are Messrs. Gong Fan, Chow Kam Hung and Li Tong Ning.*

\* *For identification purpose only*

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## NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

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*Notes:*

1. In accordance with the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolution set out in this notice of Class Meeting will be voted by poll.
2. Any shareholder entitled to attend and vote at the Class Meeting 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.
3. 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 registered office of the Company at No. 18 Andre Avenue, Muping Economic Development Zone Yantai City, Shandong Province, the PRC, 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.
4. Completion and return of a proxy form will not preclude you from attending and voting at the Class Meeting or any adjourned meeting thereof should you so wish.
5. In the case of joint registered holders of any share, any one of such persons may vote at the Class Meeting, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the Class Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of member in respect of the joint holding.
6. Shareholders who intend to attend the Class Meeting For Holders of Domestic Shares in person or by proxy should return the reply slip for the Class Meeting to the registered office of the Company at No. 18 Andre Avenue, Muping Economic Development Zone Yantai City, Shandong Province, the PRC (Fax no. (86-535) 421-8858) on or before Wednesday, 4 June 2014.
7. The Class Meeting is expected to last for 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.

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## 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 class meeting for the holders of H Shares (the “**Class Meeting**”) of Yantai North Andre Juice Co., Ltd.\* (烟台北方安德利果汁股份有限公司) (the “**Company**”) will be held at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC at 11:30 a.m. on Wednesday, 25 June 2014 to consider and and, if though fit, pass the following special resolution (unless otherwise specified, the terms used in this notice shall have the same meanings as defined in the circular dated 9 May 2014):

1. 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 on the Hong Kong Stock Exchange during the Relevant Period, 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 aggregate nominal value of H Shares authorised to be repurchased subject to the approval in paragraph (1) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of the issued H Shares as at 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 the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares of the Company to be convened for such purpose;
    - (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

\* For identification purpose only



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## NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

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respect of such amount using internal resources) pursuant to the notification procedure set out in the relevant article of the Articles of Association of the Company;

- (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 authorised to:
- (a) amend the Articles of Association of the Company 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 of Association of the Company with the relevant governmental authorities of the PRC.

For the purposes of this resolution, “**Relevant Period**” means the period from the date of passing this resolution until whichever is the earliest 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 of the Company in a general meeting.

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

Yantai, the PRC  
9 May 2014

*As at the date of this notice, the executive Directors of the Company are Messrs. Wang An, Zhang Hui and Wang Yan Hui, the non-executive Director is Mr. Liu Tsung-Yi, and the independent non-executive Directors are Messrs. Gong Fan, Chow Kam Hung and Li Tong Ning.*

\* *For identification purpose only*

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## NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

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*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 Monday, 26 May 2014 to Wednesday, 25 June 2014 (both days inclusive) during which period no transfer of H Shares will be registered. Any holder of the H Shares of the Company 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, 23 May 2014 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:

22nd Floor  
Hopewell Centre  
183 Queen's Road East, Wanchai  
Hong Kong  
Fax: (852) 2810 8185

2. In accordance with the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolution set out in this notice of Class Meeting will be voted by poll.
3. Each holder of H Shares entitled to attend the Class Meeting and having voting rights is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the Class Meeting.
4. To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notorially certified copy of that power of attorney or other authority, must be delivered to the Company's H Share registrar, Tricor Tengis Limited at 22nd 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. In the case of joint registered holders of any share, any one of such persons may vote at the Class Meeting, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the Class Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of member in respect of the joint holding.
6. Shareholders, who intend to attend the Class Meeting, must complete and return the reply slip for attending the Class Meeting and return them to the Company's principal place of business in Hong Kong at Room 1505, Wheelock House, 20 Pedder Street, Central, Hong Kong (Fax: (852) 2587-9166) on or before Wednesday, 4 June 2014.
7. 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.