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烟台北方安德利果汁股份有限公司

Yantai North Andre Juice Co., Ltd.*

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

(Stock code : 02218)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of Yantai North Andre Juice Co., Ltd. (the “**Company**”), at its board meeting on 19 May 2014, proposed to make amendments (the “**Proposed Amendments**”) to the articles of association of the Company (the “**Articles of Association**”) in light of the share transfer between China Pingan Investment Holdings Limited and Mr. YUNG, Ka Hee Titus.

Details of the Proposed Amendments are as follows:

Article 16 of the Articles of Association

Which originally reads as:

“The share capital structure of the Company at present is ordinary shares of 408,988,000 shares in total. Among them, Donghua Fruit Industry Co., Ltd. holds 65,779,459 shares of foreign shares, accounting for 16.08% of the total amount of the Company’s share capital; Shandong Andre Group Co., Ltd. holds 74,658,540 shares of domestic shares, accounting for 18.25% of the total amount of the Company’s share capital; China Pingan Investment Holdings Limited holds 44,151,961 shares of foreign shares, accounting for 10.80% of the total amount of the Company’s share capital; Mr. YUNG, Ka Hee Titus holds 2,200,000 shares of foreign shares, accounting for 0.54% of the total amount of the Company’s share capital; Chengdu President Enterprise Food Co., Ltd. holds 42,418,360 shares of domestic shares, accounting for 10.37% of the total amount of the Company’s share capital; Guangzhou President Enterprises Co., Ltd. holds 21,327,680 shares of domestic shares, accounting for 5.21% of the total amount of the Company’s share capital. The above shareholders totally hold 250,536,000 shares, accounting for 61.26% of the total amount of the Company’s share capital. The holders of H shares listed on the Hong Kong Main Board hold 158,452,000 shares, accounting for 38.74% of the total amount of the Company’s share capital.”

Is proposed to be amended as:

“The share capital structure of the Company at present is ordinary shares of 408,988,000 shares in total. Among them, Donghua Fruit Industry Co., Ltd. holds 65,779,459 shares of foreign shares, accounting for 16.08% of the total amount of the Company’s share capital; Shandong Andre Group Co., Ltd. holds 74,658,540 shares of domestic shares, accounting for 18.25% of the total amount of the Company’s share capital; China Pingan Investment Holdings Limited holds 46,351,961 shares of foreign shares, accounting for 11.33% of the total amount of the Company’s share capital; Chengdu President Enterprise Food Co., Ltd. holds 42,418,360 shares of domestic shares, accounting for 10.37% of the total amount of the Company’s share capital; Guangzhou President Enterprises Co., Ltd. holds 21,327,680 shares of domestic shares, accounting for 5.21% of the total amount of the Company’s share capital. The above shareholders totally hold 250,536,000 shares, accounting for 61.26% of the total amount of the Company’s share capital. The holders of H shares listed on the Hong Kong Main Board hold 158,452,000 shares, accounting for 38.74% of the total amount of the Company’s share capital.”

The Proposed Amendments will be put forward at the forthcoming annual general meeting of the Company for shareholders’ approval by way of a special resolution. A supplemental circular for the forthcoming annual general meeting of the Company containing detailed information of the above amendments will be despatched to the shareholders of the Company in due course.

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

Yantai, the People’s Republic of China, 19 May 2014

As at the date hereof, the Board comprises:

Mr. Wang An (*Executive Director*)

Mr. Zhang Hui (*Executive Director*)

Mr. Wang Yan Hui (*Executive Director*)

Mr. Liu Tsung-Yi (*Non-executive Director*)

Mr. Gong Fan (*Independent non-executive Director*)

Mr. Chow Kam Hung (*Independent non-executive Director*)

Mr. Li Tong Ning (*Independent non-executive Director*)

* *For identification purpose only*