
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 supplemental circular and the enclosed new 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)

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 9 MAY 2014
RELATING TO ADDITIONAL PROPOSED RESOLUTION TO BE
APPROVED AT THE ANNUAL GENERAL MEETING ON 25 JUNE 2014
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

This supplemental circular should be read together with the circular of the Company dated 9 May 2014 (the “**Circular**”).

A supplemental notice convening the Annual General Meeting 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 is set out on pages 6 to 8 of this supplemental circular.

Whether or not you are able to attend the Annual General Meeting, you are strongly urged to complete and sign the new 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 Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting(s) should you so wish.

* *For identification purpose only*

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DEFINITIONS

“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
“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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of Annual General Meeting”	the notice of Annual General Meeting as set out on pages 13 to 18 of the Circular
“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
“RMB”	Renminbi, the lawful currency 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

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. 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 June 2014

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 9 MAY 2014
RELATING TO ADDITIONAL PROPOSED RESOLUTION TO BE
APPROVED AT THE ANNUAL GENERAL MEETING ON 25 JUNE 2014**

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

INTRODUCTION

This supplemental circular should be read together with the Circular which contains, inter alia, information to be dealt with at the Annual General Meeting. The purpose of this supplemental circular is to give you information relating to the new resolution to be proposed at the Annual General Meeting relating to the proposed amendments to the Articles of Association. A supplemental notice of the Annual General Meeting is set out on pages 6 to 8 of this supplemental circular. Save for the inclusion of the new resolution as set out in this supplemental circular, all information and contents set out in the Circular remain unchanged.

* For identification purpose only

LETTER FROM THE BOARD

NEW RESOLUTION TO BE APPROVED AT THE ANNUAL GENERAL MEETING – AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposed to make amendments to Article 16 in light of the share transfer between China Pingan Investment Holdings Limited and Mr. YUNG, Ka Hee Titus.

Article 16 of the Articles of Association 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.”

It shall 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.”

NEW PROXY FORM

Since the proxy form for the Annual General Meeting (the “**Old Proxy Form**”) sent together with the Circular does not contain the newly added resolution numbered 9 to be approved at the Annual General Meeting, a new proxy form for the Annual General Meeting (the “**New Proxy Form**”) has been prepared and is enclosed with this supplemental circular.

LETTER FROM THE BOARD

Whether or not you are able to attend the Annual General Meeting, you are reminded to complete the New Proxy Form enclosed with this supplemental circular, in accordance with the instructions printed thereon and send the proxy form to the office of the Company at No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC (for holders of Domestic Shares), or to the office of the Company's H Share registrar, Tricor Tengis Limited, 22nd Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) as soon as possible but in any event not later than 24 hours before the time appointed for the holding of the Annual General Meeting.

A Shareholder who has not yet lodged the Old Proxy Form with the Company or the Company's H Share registrar is requested to lodge the New Proxy Form if he or she wishes to appoint proxies to attend the Annual General Meeting on his or her behalf. In this case, the Old Proxy Form should **not** be lodged with the Company or the Company's H Share registrar.

A Shareholder who has already lodged the Old Proxy Form with the Company or the Company's H Share registrar should note that:

- (i) **If no New Proxy Form is lodged with the Company or the Company's H Share registrar, the Old Proxy Form will be treated as a valid proxy form lodged by him or her if correctly completed.** The proxy so appointed by the Shareholder will be entitled to vote at his or her discretion or to abstain on any resolution properly put to the Annual General Meeting other than those referred to in the Notice of Annual General Meeting and the Old Proxy Form, including the additional proposed resolution as set out in this supplemental circular.
- (ii) **If the New Proxy Form is lodged with the Company or the Company's H Share registrar before 10:00 a.m. on 24 June 2014, the New Proxy Form will revoke and supersede the Old Proxy Form previously lodged by him or her. The New Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed.**
- (iii) **If the New Proxy Form is lodged with the Company or the Company's H Share registrar after 10:00 a.m. on 24 June 2014, the New Proxy Form will be invalid.** It will not revoke the Old Proxy Form previously lodged by the Shareholder. The Old Proxy Form will be treated as a valid proxy form lodged by him or her if correctly completed. The proxy so appointed by the Shareholder will be entitled to vote at his or her discretion or to abstain on any resolution properly put to the Annual General Meeting other than those referred to in the Notice of Annual General Meeting and the Old Proxy Form, including the additional proposed resolution as set out in this supplemental circular.

Shareholders are reminded that completion and delivery of the Old Proxy Form and/or the New Proxy Form will not preclude Shareholders from attending and voting in person at the Annual General Meeting or at any adjourned meeting(s) should they so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the proposed resolution for consideration and approval by Shareholders at the Annual General Meeting as set out in this supplemental circular is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the aforementioned resolution to be proposed at the Annual General Meeting.

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

* *For identification purpose only*

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental notice should be read together with the notice of annual general meeting (the “AGM”) dated 9 May 2014. The board of directors of Yantai North Andre Juice Co., Ltd. (the “**Company**”) has resolved that additional resolution (specified as special resolution 9 below) shall be tabled before the forthcoming AGM for shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM of 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 resolution in addition to the resolutions set out in the previous notice dated 9 May 2014 (unless otherwise specified, the terms used in this notice shall have the same meanings as defined in the circular dated 9 May 2014):

SPECIAL RESOLUTION

9. To consider and pass the following resolution: **THAT:**

the existing Articles of Association be and is hereby amended in the following manner and the Board be and is hereby authorised to do all such things as necessary in respect of the amendments pursuant to the requirements (if any) under domestic or overseas laws or under the rules of any stock exchange on which any securities of the Company are listed:

Article 16

By deleting the clause in its entirety and replacing it with the following:

“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.

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SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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."

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

Yantai, the PRC
9 June 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 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

The Board has recommended a total cash dividend of RMB20,449,400 (tax inclusive) or cash dividend of RMB0.05 for each share (tax inclusive) for the year ended 31 December 2013. If the declaration and payment of the dividend are approved at the AGM, the cash dividend is expected to be distributed on or about Wednesday, 20 August 2014 to the holders of H Shares whose names appear on the Company's register of members at the close of business on 10 July 2014. The Company paid the final dividend for the year ended 31 December 2012 to the holders of H Shares on 23 July 2013.

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%

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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 dated 9 May 2014 and this supplemental notice 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 Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the AGM.
3. Any Shareholder entitled to attend and vote at the AGM convened by the notice of AGM dated 9 May 2014 and this supplemental 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.