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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 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

* For identification purpose only

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."

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.

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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% 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.