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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)

ANNOUNCEMENT ON LISTING AND TRADING OF RESTRICTED SHARES UNDER THE INITIAL PUBLIC OFFERING

This announcement is made by Yantai North Andre Juice Co., Ltd.* (the “**Company**”) on a voluntary basis.

References are made to the announcements of the Company dated 30 August 2017, 20 December 2018, 18 January 2019, 4 March 2019, 30 July 2020, 28 August 2020, 4 September 2020, 7 September 2020, 9 September 2020, 10 September 2020, 14 September 2020 and 17 September 2020, and the circulars of the Company dated 9 October 2017, 16 May 2018, 10 May 2019 and 8 April 2020 (the “**Circulars**”), in relation to, among other things, the A share offering of the Company. Unless otherwise defined, capitalized terms used herein have the same meanings as defined in the Circulars.

The restricted shares which will become eligible for listing and trading include the restricted A shares under the initial public offering of the Company and H shares locked by the controlling shareholders on a voluntary basis with the lock-up period of thirty-six months from the date of listing of the Company’s A shares. A total of 204,012,840 restricted shares will become eligible for listing and trading, representing 57.03% of total share capital of the Company, including 186,789,960 A shares and 17,222,880 H shares. Such restricted shares will be listed and traded from 18 September 2023.

* *For identification purposes only*

The details of listing and trading of restricted shares under the initial public offering of the Company are as follows:

No.	Name of shareholder	Number of restricted shares held (shares)	Type of shares	Percentage to the total share capital of the Company (%)	The number of shares which will become eligible for listing and trading (shares)	Number of remaining restricted shares (shares)
1	Donghua Fruit Industry Co., Ltd.	65,779,459	A shares	18.39	65,779,459	0
2	Shandong Andre Group Co., Ltd.	54,658,540	A shares	15.28	54,658,540	0
3	China Pingan Investment Holdings Limited	46,351,961	A shares	12.96	46,351,961	0
4	Yantai Xingan Investment Center (Limited Partnership)	20,000,000	A shares	5.59	20,000,000	0
5	Hongan International Investment Company Limited	17,222,880	H shares	4.81	17,222,880	0
		<u>204,012,840</u>		<u>57.03</u>	<u>204,012,840</u>	<u>0</u>
Total		<u>204,012,840</u>		<u>57.03</u>	<u>204,012,840</u>	<u>0</u>

The change in the share capital is as follow:

	Type of shares	Before change (shares)	Number of change (shares)	After change (shares)
Circulating shares subject to trading restrictions	A shares	186,789,960	(186,789,960)	0
	H shares	<u>17,222,880</u>	<u>(17,222,880)</u>	<u>0</u>
	Total	<u>204,012,840</u>	<u>(204,012,840)</u>	<u>0</u>
Circulating shares not subject to trading restrictions	A shares	83,746,040	186,789,960	270,536,000
	H shares	<u>69,941,120</u>	<u>17,222,880</u>	<u>87,164,000</u>
	Total	<u>153,687,160</u>	<u>204,012,840</u>	<u>357,700,000</u>
Total shares		<u>357,700,000</u>	<u>0</u>	<u>357,700,000</u>

According to the Prospectus about the Initial Public Offering of A Shares of the Company, the shareholders who applied for release of the shares from trading restriction (including Donghua Fruit Industry Co., Ltd., Shandong Andre Group Co., Ltd., China Pingan Investment Holdings Limited, Yantai Xingan Investment Center (Limited Partnership) and Hongan International Investment Company Limited (the “Shareholders”)) made the following commitments before the initial public offering of A shares and listing of the Company:

- (i) with respect to the issued shares held by the Shareholders prior to the initial public offering of the Company, the Shareholders shall not transfer or entrust others to manage the issued shares held by them prior to the initial public offering of shares of the Company, nor shall the Company repurchase such shares within 36 months from the listing and trading of shares of the Company on the Shanghai Stock Exchange;
- (ii) if the closing price of the Company’ shares for 20 consecutive trading days within six months after the listing of the Company is lower than the offering price or the closing price at the end of six-month period after listing is lower than the offering price, the lock-up period for the shares of the Company held by the Shareholders shall be automatically extended for six months on the basis of above-mentioned lock-up period. In case of any ex-rights and ex-dividend event, the above-mentioned offering price will be adjusted accordingly; and
- (iii) if the shareholders transferred the shares of the Company at a price lower than the offering price within two years after the expiry of the lock-up period of the Company’s shares, the proceeds will belong to the Company and shall be paid to the account designated by the Company within five days upon receipt of such proceeds. If the Shareholders cause any losses to the Company or other investors due to failure to performance of above commitments, they assume liability for compensation according to laws.

As at the date of this announcement, the Shareholders who applied for release of the shares from trading restriction have strictly complied with the above commitments and did not violate the above commitments.

After review, the sponsor is of the view that: the listing and trading of the restricted shares is in compliance with the requirements of the Measures for the Administration of the Sponsorship of the Offering and Listing of Securities (《證券發行上市保薦業務管理辦法》) (revised in 2023), the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (revised in 2023) and other relevant laws and regulations and regulatory documents; the number of restricted shares to be released from trading restriction, the time of listing and trading and other matters are in compliance with relevant laws, administrative regulations, departmental rules, relevant rules and shareholders’ commitments;

the shareholders with respect to release of the shares from trading restriction strictly fulfilled their lock-up commitments in the initial public offering of A shares; the sponsor has no objection to the listing and trading of the restricted shares of the Company.

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

Yantai, the People's Republic of China, 12 September 2023

As of the date of this announcement, the executive Directors are Mr. Wang An, Mr. Wang Kun, Ms. Wang Meng and Mr. Wang Yan Hui, the non-executive Directors are Mr. Zhang Hui and Mr. Liu Tsung-Yi, and the independent non-executive Directors are Mr. Gong Fan, Ms. Wang Yan and Mr. Li Yao.