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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 APPOINTMENT OF DIRECTORS;  
APPOINTMENT OF VICE CHAIRMAN;  
CHANGE IN THE PRESIDENT AND  
RE-DESIGNATION OF A DIRECTOR;  
AND  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

**PROPOSED APPOINTMENT OF DIRECTORS**

The board (the “**Board**”) of directors (the “**Directors**”) of Yantai North Andre Juice Co., Ltd.\* (the “**Company**”) hereby announces that, pursuant to relevant provisions of the Company Law of the People’s Republic of China and the articles of association of the Company (the “**Articles of Association**”), as considered and approved by the nomination committee of the Board, relevant resolutions have been passed at the Board meeting held on 31 March 2023, Mr. Wang Kun and Ms. Wang Meng were proposed to be elected as executive Directors at the annual general meeting (the “**AGM**”) for the year ended 31 December 2022.

The ordinary resolutions regarding proposed appointment of Directors shall be submitted to the AGM for consideration with a term commencing from the date of approval for his/her appointment at the AGM and ending on the expiration of the term of office of the eighth session of the Board.

Details of biography of the above newly nominated Directors are set out as follows:

**Mr. Wang Kun (王坤)**, aged 42, is a member of the Communist Party of the People’s Republic of China. Mr. Wang Kun held high school diploma. Mr. Wang Kun joined the Company in August 2000. He served successively as the director of the production department, assistant to the president of the Company and the general manager of a subsidiary of the Company. From June 2018 to May 2022, he served as a shareholder representative supervisor of the Company. Mr. Wang Kun served as the chairman and general manager of Yantai Hengda Cement Co., Ltd.\* (烟台亨達水泥有限公司), the general manager of Yantai Hengtong Thermoelectricity Co., Ltd.\* (烟台亨通熱電有限公司), the chairman of Yantai Andre Construction and Installation Engineering Co., Ltd. (烟台安德利建築安裝工程有限公司), the executive director and general manager of Yantai Muping Kunlun Gas Co., Ltd.\* (烟台牟平區昆侖燃氣有限公司) and the chairman and general manager of Yantai Yitong Bio-energy

Co., Ltd.\* (烟台億通生物能源有限公司). Currently, he is the director of Yantai Hengda Cement Co., Ltd.\* (烟台亨達水泥有限公司) and a supervisor of Yantai DSM Andre Pectin Co., Ltd. (烟台帝斯曼安德利果膠股份有限公司).

**Ms. Wang Meng (王萌)**, aged 35, has been serving as the vice president of the Company since 27 May 2022. Ms. Wang is a Canadian with a bachelor's degree. She worked at Hony Capital (Beijing) Co., Ltd.\* (弘毅投資(北京)有限公司) from October 2012 to March 2014. She served as the director of Rich Spring Holdings Limited since September 2013 and the director of Hongan International Company Limited since September 2014. She served as the financial management director of Harvest Wealth Management Co., Ltd. from April 2014 to May 2019. She has been serving as the vice chairman of Yantai Kunlong Hot Spring Co., Ltd.\* (烟台崑龍溫泉有限公司) and Yantai Xiping Construction and Installation Co., Ltd.\* (烟台新平建安工程有限公司) since June 2019, the vice chairman of Yantai Andre Agricultural Technology Co., Ltd.\* (烟台安德利農業科技有限公司) since September 2019, the vice chairman of Yantai Longkou Andre Real Estate Development Co., Ltd.\* (烟台龍口安德利房產開發有限公司) since October 2019 and the director of Yantai Yangma Island Andre Resort Co., Ltd.\* (烟台養馬島安德利度假村有限公司) since September 2021.

Ms. Wang Meng is the daughter of Mr. Wang An, an executive Director and chairman of the Company.

As at the date of this announcement, Ms. Wang Meng (a) indirectly holds 100% equity interests in Donghua Fruit Industry Co., Ltd., which in turn holds 65,779,459 A shares of the Company, representing 18.39% of the total issued share capital of the Company; and (b) holds the entire issued share capital of Hongan International Investment Co., Ltd., which in turn holds 17,222,880 H Shares of the Company, representing 4.81% of the total issued share capital of the Company. Ms. Wang Meng was deemed to be interested in the abovementioned equity interests through her interests in Donghua Fruit Industry Co., Ltd. and Hongan International Investment Co., Ltd.

Each of the newly appointed Directors is entitled to a remuneration of RMB80,000 per annum for his or her directorship in the Company, which will be paid based on his or her performance evaluation. The remuneration plans are subject to shareholders' approval at the AGM.

As far as the Directors of the Company are aware and save as disclosed above, none of the newly appointed Directors (i) holds any other directorships or supervisor positions in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) holds any other major appointment and professional qualification; (iii) has any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; and (iv) has any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO as at the date of this announcement.

Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders nor is there any information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Hong Kong Stock Exchange Limited (the "**Listing Rules**") in respect of the aforesaid newly appointed Directors.

The appointment of above Directors (if approved by shareholders) is subject to approval of proposed amendments to the Articles of Association described below by shareholders at the AGM.

#### **APPOINTMENT OF VICE CHAIRMAN**

The Board is pleased to announce that Mr. Zhang Hui is appointed as the vice chairman of the eighth session of the Board of the Company at the Board meeting held on 31 March 2023, with effect from 1 April 2023.

#### **RESIGNATION OF THE PRESIDENT AND RE-DESIGNATION OF A DIRECTOR**

The Board has recently received the resignation report from Mr. Zhang Hui, the president of the Company. Mr. Zhang Hui resigned as the president of the Company due to work adjustment. The above resignation shall take effect from the day after the consideration and approval at the Board meeting held on 31 March 2023, that is 1 April 2023.

The Board further announces that Mr. Zhang Hui was re-designated from an executive Director of the Company to a non-executive Director of the Company, with effect from 1 April 2023.

Mr. Zhang Hui has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Company would like to take this opportunity to express its gratitude and appreciation to Mr. Zhang Hui for his outstanding contributions to the business development and corporate management of the Company during the tenure of serving as the president.

Details of biography of Mr. Zhang Hui are set out as follows:

**Mr. Zhang Hui (張輝)**, aged 50, has been a Director of the Company since 26 June 2001. He was the deputy general manager of Muping Foodstuff Industrial Company Limited\* (牟平食品工業有限公司) and Yantai Muping Xinping Land Development Material Company Limited\* (烟台市牟平區新平土地開發物資有限公司) before joining the Company. Mr. Zhang Hui joined the Company in December 1998 and has been involving in the production of apple juice concentrate since then. Mr. Zhang Hui successively served as the supervisor of the production department, general manager of a subsidiary of the Company and the executive president of the Company. Mr. Zhang Hui has received the following awards: Outstanding Member of the Communist Party (優秀共產黨員) of Muping District, The 9th Session Top Ten Outstanding Youth Entrepreneurs of Yantai city (第九屆烟台市十大傑出青年企業家) and the “May 1st Labor Award” of Yantai city. In March 2007, he was appointed as a member of the standing committee of the fruit and vegetable processing division (果蔬加工分會) of the Chinese Institute of Food Science and Technology. During his tenure as general manager of Baishui Andre Juice Co., Ltd.\* (白水安德利果蔬汁有限公司), he was appointed as a representative of the Communist Party in Weinan city (中共渭南市黨代表) and was a standing member of the Chinese People’s Political Consultative Committee of Baishui County. Currently, Mr.

Zhang Hui assists Mr. Wang An in the overall management of the Group. Mr. Zhang graduated from Shandong Agriculture University with a bachelor's degree in economics and management (majoring in corporate management) in July 1997. Mr. Zhang is an engineer.

As at the date of this announcement, Mr. Zhang Hui holds 36% equity interests in Yantai Xingan Investment Centre (Limited Partnership)\* (烟台興安投資中心(有限合夥)), which in turn holds 20,000,000 A shares of the Company, representing 5.59% of the total issued share capital of the Company. Mr. Zhang Hui was deemed to be interested in the abovementioned equity interests through his interest in Yantai Xingan Investment Centre (Limited Partnership)\* (烟台興安投資中心(有限合夥)).

Mr. Zhang Hui is entitled to a remuneration of RMB80,000 per annum for his directorship in the Company, which will be paid based on his performance evaluation.

As far as the Directors of the Company are aware and save as disclosed above, Mr. Zhang Hui does not (i) hold any other directorships or supervisor positions in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) hold any other major appointment and professional qualification; (iii) have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; and (iv) have any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO as at the date of this announcement.

Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders nor is there any information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. Zhang Hui.

## **APPOINTMENT OF THE PRESIDENT**

As nominated by Mr. Wang An, the chairman of the Company, Mr. Wang Kun is appointed as the president of the Company with a term commencing from the day after the consideration and approval at the Board meeting held on 31 March 2023, that is 1 April 2023, and ending on the expiration of the term of office of current session of the Board.

Mr. Wang Kun is entitled to a remuneration of RMB250,000 per annum for serving as the president of the Company, which will be paid based on his performance evaluation.

Upon the change in the president, the Company will continue to comply with code provision C.2.1 of the Corporate Governance Code contained in Appendix 14 to the Listing Rules, which requires the roles of the chairman and the chief executive to be separate and should not be performed by the same individual.

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Company announces that, in light of the Company's needs of operation, development and actual situation and the amendments to the Appendix 3 to the Listing Rules, the Board proposed to amend the Articles of Association at the Board meeting held on 31 March 2023. Details of the proposed amendments to the Articles of Association are set out in the Appendix to this announcement.

The proposed amendments to the Articles of Association are subject to the approval of the shareholders at the AGM by way of a special resolution.

An AGM will be held by the Company for consideration of the abovementioned resolutions. A notice of the AGM and a circular containing the relevant details will be dispatched to the shareholders as and when appropriate.

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

Yantai, the PRC, 31 March 2023

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

\* *For identification purpose only*

## APPENDIX

*Note:* If there is any inconsistency between the English and Chinese versions of the Articles of Association, the Chinese version shall prevail.

### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposed to make the following amendments to the Articles of Association:

<b>Before Amendments</b>	<b>After Amendments (with amendments in bold and underlined)</b>
<b>Article 87</b>  .....	<b>Article 87</b>  .....  <b><u>Where the shareholder is a recognized clearing house (or its proxy) within the meaning of the Securities and Futures Ordinance of Hong Kong, the shareholder may authorise a representative of the Company or one or more persons as it thinks fit to act as its representative(s) at any shareholders' general meeting or any class meeting of shareholders or creditors' meeting provided that the proxy (ies) shall have the same statutory rights as other shareholders, including the right to speak and vote; however, if more than one person is so authorised, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorised. The persons so authorised may exercise the rights on behalf of the recognized clearing house (or its agent) as if they were the individual shareholders of the Company.</u></b>

<p style="text-align: center;"><b>Before Amendments</b></p>	<p style="text-align: center;"><b>After Amendments (with amendments in bold and underlined)</b></p>
<p><b>Article 132</b> The Company shall establish a Board of Directors, which shall be responsible to the Shareholders’ Meeting. The Board of Directors shall be composed of seven directors, who shall include three executive directors and four external directors (refer to the directors not taking the internal positions of the Company). The external directors include one non-executive director and three independent non-executive directors (refer to the directors not taking the internal positions of the Company and independent from the shareholders of the Company). The Board of Directors shall have one chairman and one or two deputy chairmen as required.</p>	<p><b>Article 132</b> The Company shall establish a Board of Directors, which shall be responsible to the Shareholders’ Meeting. The Board of Directors shall be composed of <u>nine</u> directors, who shall include <del>three executive directors and four external directors (refer to the directors not taking the internal positions of the Company).</del> <b>The external directors include one non-executive director and</b> three independent non-executive directors (refer to the directors not taking the internal positions of the Company and independent from the shareholders of the Company). The Board of Directors shall have one chairman and one or two deputy chairmen as required.</p>
<p style="text-align: center;"><b>Article 133</b></p> <p style="text-align: center;">.....</p> <p>Any person appointed as a director by the Board to fill a casual vacancy on or as an addition to the Board of Directors shall hold office until the next annual general meeting of the Company, and shall then be eligible for re-election.</p> <p style="text-align: center;">.....</p>	<p style="text-align: center;"><b>Article 133</b></p> <p style="text-align: center;">.....</p> <p>Any person appointed as a director by the Board to fill a casual vacancy on or as an addition to the Board of Directors shall hold office until the <del>next annual general meeting</del> <b><u>first annual general meeting</u></b> of the Company <b><u>after his/her appointment</u></b>, and shall then be eligible for re-election.</p> <p style="text-align: center;">.....</p>

Before Amendments	After Amendments (with amendments in bold and underlined)
<p><b>Article 243</b> If there is a vacancy in the position of the accounting firm, the Board of Directors may appoint an accounting firm to fill such vacancy before the convening of the shareholders’ general meeting. However, if other accounting firms are holding the position of the accounting firm of the Company while such vacancy still exists, such accounting firms shall continue to act.</p>	<p><b>Article 243</b> If there is a vacancy in the position of the accounting firm, the <del>Board of Directors may</del> <u>Company shall hold a special general meeting as soon as possible to</u> appoint an accounting firm to fill such vacancy before the convening of the shareholders’ general meeting. However, if other accounting firms are holding the position of the accounting firm of the Company while such vacancy still exists, such accounting firms shall continue to act.</p>
<p><b>Article 245</b> The remuneration of an accounting firm or the manner in which such remuneration is to be decided shall be determined by the shareholders’ general meeting. The remuneration of an accounting firm appointed by the Board of Directors shall be determined by the Board of Directors.</p>	<p><b>Article 245</b> The remuneration of an accounting firm or the manner in which such remuneration is to be decided shall be determined by the shareholders’ general meeting. <del>The remuneration of an accounting firm appointed by the Board of Directors shall be determined by the Board of Directors.</del></p>