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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 29 September 2015, proposed to make amendments (the “**Proposed Amendments**”) to the articles of association of the Company (the “**Articles of Association**”) in light of, (i) repurchase of shares of the Company in 2015; (ii) the share transfer between Shandong Andre Group Co., Ltd. and Yantai Xingan Investment Center (Limited Partnership); and (iii) the change of functions and powers of the Board.

Details of the Proposed Amendments are as follows:

1. Article 16 of the Articles of Association

Which originally reads as:

“After the share repurchased, the share capital structure of the Company is ordinary shares of 392,600,000 shares in total. Among them, Donghua Fruit Industry Co., Ltd. holds 65,779,459 shares of foreign shares, accounting for 16.75% 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 19.02% 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 11.81% 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 10.80% 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 5.43% of the total amount of the Company’s share capital. The above shareholders totally hold 250,536,000 shares, accounting for 63.81% of the total amount of the Company’s share capital. The holders of H shares listed on the Hong Kong Main Board hold 142,064,000 shares, accounting for 36.19% of the total amount of the Company’s share capital.”

Is proposed to be amended as:

“The current share capital structure of the Company is ordinary shares of 381,000,000 shares in total. Among them, Donghua Fruit Industry Co., Ltd. holds 65,779,459 shares of foreign shares, accounting for 17.26% of the total amount of the Company’s share capital; Shandong Andre Group Co., Ltd. holds 54,658,540 shares of domestic shares, accounting for 14.35% 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 12.17% 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 11.13% 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 5.60% of the total amount of the Company’s share capital; Yantai Xingan Investment Center (Limited Partnership) holds 20,000,000 shares of domestic shares, accounting for 5.25% of the total amount of the Company’s share capital. The above shareholders totally hold 250,536,000 shares, accounting for 65.76% of the total amount of the Company’s share capital. The holders of H shares listed on the Hong Kong Main Board hold 130,464,000 shares, accounting for 34.24% of the total amount of the Company’s share capital.”

2. Article 19 of the Articles of Association

Which originally reads as:

“The registered capital of the Company shall be RMB 392,600,000 yuan.”

Is proposed to be amended as:

“The registered capital of the Company shall be RMB 381,000,000 yuan.”

3. Article 144 of the Articles of Associations

Which originally reads as:

“The Board of Directors shall be accountable to the Shareholders’ Meeting and shall exercise the following functions and powers:

- (I) To be responsible for convening Shareholders’ Meeting and to report on its work to the Shareholders’ Meeting;
- (II) To implement the resolutions of the Shareholders’ Meeting;
- (III) To decide on the business plans and investment plans of the Company;
- (IV) To formulate the proposed annual financial budgets and final accounts of the Company;
- (V) To formulate the plans for profit distribution and making up losses of the Company;

- (VI) To formulate the plans for increasing or decreasing the registered capital of the Company and plans for issuing bonds or other securities of the Company and plans for the listing;
- (VII) To formulate the plans for the material purchase and repurchase of shares of the Company, or for the merger, division, dissolution and changing corporate form of the Company;
- (VIII) To decide upon external investment, purchase and sale of assets, assets mortgage, external guaranty issues, entrustment of financing, associated transaction and other matters within the scope set forth by the Shareholders' Meeting;
- (IX) To decide on the establishment of the Company's internal management organization;
- (X) To engage or dismiss the general manager and the secretary of the Board of Directors; and, upon the recommendation of the general manager, to engage or dismiss the deputy general manager, chief financial officer and other senior management personnel of the Company, and to decide upon matters concerning their remuneration, rewards and punishment;
- (XI) To formulate the basic management system of the Company;
- (XII) To formulate proposals for amendment of the Articles of Association;
- (XIII) To manage the disclosure of information of the Company;
- (XIV) To submit to the Shareholders' Meeting a recommendation regarding the engagement or change of the accounting firm;
- (XV) To listen to and evaluate the work reports prepared by the general manager and to examine the work of the general manager;
- (XVI) Other rights specified by laws, administrative regulations, department rules or the Articles of Association.

Resolutions by the Board of Directors on matters referred to in the preceding paragraph may be passed by the affirmative vote of more than half of the directors with the exception of resolutions on matters referred to in Items (VI), (VII) and (XII), which shall require the affirmative vote of more than two thirds of all the directors. The related transactions of the Company shall take effect after being signed by the independent directors.”

Is proposed to be amended as:

“The Board of Directors shall be accountable to the Shareholders' Meeting and shall exercise the following functions and powers:

- (I) To be responsible for convening Shareholders' Meeting and to report on its work to the Shareholders' Meeting;
- (II) To implement the resolutions of the Shareholders' Meeting;

- (III) To decide on the business plans and investment plans of the Company;
- (IV) To formulate the proposed annual financial budgets and final accounts of the Company;
- (V) To formulate the plans for profit distribution and making up losses of the Company;
- (VI) To formulate the plans for increasing or decreasing the registered capital of the Company and plans for issuing bonds or other securities of the Company and plans for the listing;
- (VII) To formulate the plans for the material purchase and repurchase of shares of the Company, or for the merger, division, dissolution and changing corporate form of the Company;
- (VIII) To decide upon external investment, purchase and sale of assets, assets mortgage, external guaranty issues, entrustment of financing, associated transaction and other matters within the scope set forth by the Shareholders' Meeting;
- (IX) To decide on the establishment of the Company's internal management organization;
- (X) To engage or dismiss the general manager and the secretary of the Board of Directors; and, upon the recommendation of the general manager, to engage or dismiss the deputy general manager, chief financial officer and other senior management personnel of the Company, and to decide upon matters concerning their remuneration, rewards and punishment;
- (XI) To formulate the basic management system of the Company;
- (XII) To formulate proposals for amendment of the Articles of Association;
- (XIII) To manage the disclosure of information of the Company;
- (XIV) To submit to the Shareholders' Meeting a recommendation regarding the engagement or change of the accounting firm;
- (XV) To listen to and evaluate the work reports prepared by the general manager and to examine the work of the general manager;
- (XVI) To determine the matters in relation to bank loans of the Company;
- (XVII) Other rights specified by laws, administrative regulations, department rules or the Articles of Association.

Resolutions by the Board of Directors on matters referred to in the preceding paragraph may be passed by the affirmative vote of more than half of the directors with the exception of resolutions on matters referred to in Items (VI), (VII) and (XII), which shall require the affirmative vote of more than two thirds of all the directors. The related transactions of the Company shall take effect after being signed by the independent directors.”

The Proposed Amendments will be put forward at the forthcoming general meeting of the Company for shareholders' approval by way of a special resolution. A circular for the forthcoming general meeting of the Company containing, among other things, 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, 29 September 2015

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*