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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

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 circular together with the enclosed form of proxy 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)

- (1) MEASURES FOR COMPENSATING FOR DILUTED CURRENT RETURNS
DUE TO THE ISSUANCE OF SHARES TO SPECIFIC TARGETS AND
UNDERTAKINGS OF THE RELEVANT ENTITIES;**
- (2) SPECIAL REPORT ON THE UTILIZATION OF THE PREVIOUSLY
RAISED PROCEEDS;**
- (3) PLAN FOR SHAREHOLDERS' RETURNS FOR THE NEXT THREE YEARS
(2024-2026);**
- (4) PROPOSED APPOINTMENT OF DIRECTOR; AND**
- (5) PROPOSED APPOINTMENT OF SUPERVISOR**
-

A letter from the Board is set out on pages 3 to 10 of this circular.

The EGM will be held at the Conference Room, 10th Floor, Andre Building, No. 889 Xincheng Avenue, Muping District, Yantai City, Shandong Province, the PRC at 2:00 p.m. on Tuesday, 18 June 2024.

The notice of the EGM and relevant form of proxy for use at such meeting were published on the Hong Kong Stock Exchange's website and the Company's website on 24 May 2024.

Whether or not you are able to attend the meeting, you are strongly urged to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon. For H Shareholders, please return it to the Company's H Share Registrar, Tricor Tengis Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 24 hours before the time appointed for the holding of the relevant meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the relevant meeting or any adjourned meeting should you so wish.

24 May 2024

* For identification purpose only

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DEFINITIONS

Unless the context otherwise requires, capitalized terms used in this circular shall have the following meanings:

“A Share(s)”	domestic share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Shanghai Stock Exchange
“A Shareholder(s)”	the holder(s) of A Shares
“Articles” or “Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of directors of the Company
“Company”	Yantai North Andre Juice Co., Ltd.* (烟台北方安德利果汁股份有限公司), a joint stock limited company incorporated in the PRC and the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and Shanghai Stock Exchange, respectively
“Company Law”	the Company Law of the People’s Republic of China
“CSRC”	China Securities Regulatory Commission
“Director(s)”	director(s) of the Company
“EGM” or “Extraordinary General Meeting”	the 2024 first extraordinary general meeting of the Company to be held at the Conference Room, 10th Floor, Andre Building, No. 889 Xincheng Avenue, Muping District, Yantai City, Shandong Province, the PRC on Tuesday, 18 June 2024 at 2:00 p.m.
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange and are subscribed for and traded in HK\$
“H Shareholder(s)”	the holder(s) of H Shares
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Issuance”	the issuance of Shares to no more than 35 specific targets (inclusive) who meet the conditions required by the CSRC by simplified procedure
“Latest Practicable Date”	22 May 2024, being the latest practicable date for ascertaining certain information contained in this circular prior to its publication
“Measures for the Administration of the Registration”	the Measures for the Administration of the Registration of Securities Issuance by Listed Companies
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Securities Law”	the Securities Law of the People’s Republic of China
“Share(s)”	the A Share(s) and the H Share(s)
“Shareholder(s)”	holder(s) of the Shares
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent.

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. Wang Kun
Ms. Wang Meng
Mr. Wang Yan Hui

Registered Office:

No. 18 Andre Avenue
Muping Economic Development Zone
Yantai City
Shandong Province
the PRC

Non-executive Director:

Mr. Liu Tsung-Yi

Principal Place of Business in Hong Kong:

Room 10, Block E
2/F, Hong Kong Industrial Building
452 Des Voeux Road West
Shek Tong Tsui
Hong Kong

Independent Non-executive Directors:

Mr. Gong Fan
Ms. Wang Yan
Mr. Li Yao

24 May 2024

To the Shareholders

Dear Sir or Madam,

- (1) MEASURES FOR COMPENSATING FOR DILUTED CURRENT RETURNS DUE TO THE ISSUANCE OF SHARES TO SPECIFIC TARGETS AND UNDERTAKINGS OF THE RELEVANT ENTITIES;**
- (2) SPECIAL REPORT ON THE UTILIZATION OF THE PREVIOUSLY RAISED PROCEEDS;**
- (3) PLAN FOR SHAREHOLDERS' RETURNS FOR THE NEXT THREE YEARS (2024-2026);**
- (4) PROPOSED APPOINTMENT OF DIRECTOR; AND**
- (5) PROPOSED APPOINTMENT OF SUPERVISOR**

(I) INTRODUCTION

References are made to (i) the announcements of the Company dated 6 March 2024, 11 March 2024, 27 March 2024, 30 April 2024 and 9 May 2024 and the circular of the Company dated 27 March 2024, in relation to the issuance of A Shares to specific targets by simplified procedure; and (ii) the notice of EGM of the Company dated 24 May 2024.

* For identification purpose only

LETTER FROM THE BOARD

A Shares to be issued under the Issuance shall be issued by the Company under the general mandate. The Company will comply with the applicable requirements for the general mandate under the Hong Kong Listing Rules (including but not limited to the issue price being subject to the requirement of Rule 13.36(5) under the Hong Kong Listing Rules).

The purposes of this circular are to provide you with information regarding the resolutions to be proposed below, among other matters, (i) measures for compensating for diluted current returns due to the issuance of Shares to specific targets and undertakings of the relevant entities; (ii) the special report on the utilization of the previously raised proceeds; (iii) the plan for shareholders' returns for the next three years (2024-2026); (iv) proposed appointment of Director; and (v) proposed appointment of Supervisor in order to seek your approval of the resolutions relating to the aforesaid matters to be proposed at the EGM.

(II) MEASURES FOR COMPENSATING FOR DILUTED CURRENT RETURNS DUE TO THE ISSUANCE OF SHARES TO SPECIFIC TARGETS AND UNDERTAKINGS OF THE RELEVANT ENTITIES

Pursuant to Opinions of the General Office of the State Council on Further Strengthening the Protection of Lawful Rights and Interests of Minority Investors in the Capital Markets (Guo Ban Fa [2013] No. 110), Several Opinions of the State Council on Further Promoting the Healthy Development of Capital Markets (Guo Fa [2014] No. 17), and Guiding Opinions on Matters Relating to the Dilution of Current Returns as a Result of Initial Public Offering, Refinancing and Major Asset Restructuring (CSRC Announcement [2015] No. 31) and other documents and in order to protect the interests of minority investors, the Company has analysed the effect of the Issuance on the dilution of current returns and has formulated detailed remedial measures with respect to the dilution of current returns, and the relevant entities have undertaken to effectively implement the measures of the Company for compensating returns. For the full text of measures for compensating for diluted current returns due to the issuance of Shares to specific targets and undertakings of the relevant entities, please refer to **Appendix I** to this circular.

The resolution has been submitted to the EGM for Shareholders to consider and approve by way of a special resolution.

(III) SPECIAL REPORT ON THE UTILIZATION OF THE PREVIOUSLY RAISED PROCEEDS

In accordance with relevant provisions of the Company Law, the Securities Law, the Measures for the Administration of the Registration, Guidelines for the Application of Regulatory Rules – Issuance No. 7 and other laws, regulations and normative documents as well as the authorization of the Company at the 2023 annual general meeting and based on the specific situation of the Company, the Company prepared the special report on the utilization of the previously raised proceeds. For the full text of the special report on the utilization of the previously raised proceeds, please refer to **Appendix II** to this circular.

The resolution has been submitted to the EGM for Shareholders to consider and approve by way of a special resolution.

LETTER FROM THE BOARD

(IV) PLAN FOR SHAREHOLDERS' RETURNS FOR THE NEXT THREE YEARS (2024-2026)

In order to further specify the reasonable investment returns for the Shareholders, increase the transparency and practicality of profit distribution decision-making and facilitate the supervision on the operation and profit distribution of the Company by Shareholders, the Company has formulated the plan for Shareholders' returns for the next three years (2024-2026) in accordance with the provisions of the Notice Regarding Further Implementation of Matters Relating to Cash Dividends of Listed Companies and the Guidelines No. 3 on Supervision of Listed Companies – Distribution of Cash Dividends of Listed Companies (revised in 2023) issued by the CSRC and the Articles of Association and based on the actual situation of the Company. For the full text of the plan for Shareholders' returns for the next three years (2024-2026), please refer to **Appendix III** to this circular.

The resolution has been submitted to the EGM for Shareholders to consider and approve by way of a special resolution.

FUNDRAISING ACTIVITIES IN THE PAST 12 MONTHS

The Company has not conducted any fundraising activities involving the issuance of equity securities in the 12 months immediately prior to the date of the Latest Practicable Date.

REASONS FOR AND BENEFITS OF THE ISSUANCE

The implementation of the fund-raising investment project of the Issuance will be conducive to the optimization of the product structure of the Company, the improvement of its position in the industry and the enhancement of the core competitiveness and profitability of the Company. The fund-raising investment project is in line with relevant national industrial policies, as well as the development trend of the industry in which the Company operates and its future development strategy, and has good market prospects and economic benefits, which is in the interests of the Company and all Shareholders.

EFFECTS OF THE ISSUANCE ON SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming that a total of 69,800,000 A Shares are to be issued, the shareholding structure of the Company as at the Latest Practicable Date and immediately after the completion of the Issuance is as follows (assuming no other Shares are issued by the Company during the period from the Latest Practicable Date up to and including the date of the completion of the Issuance):

LETTER FROM THE BOARD

	As at the Latest Practicable Date		Immediately after the completion of the Issuance	
	<i>Number of Shares</i>	<i>Approximate % (Note 3)</i>	<i>Number of Shares</i>	<i>Approximate % (Note 3)</i>
A Shares	<u>270,536,000</u>	<u>77.52%</u>	<u>340,336,000</u>	<u>81.26%</u>
Public A Shareholders	20,000,000	5.73%	20,000,000	4.78%
Other A Shareholders <i>(Note 1)</i>	250,536,000	71.79%	250,536,000	59.82%
Specific targets to which A Shares are to be issued under the Issuance <i>(Note 2)</i>	–	–	69,800,000	16.67%
H Shares	<u>78,464,000</u>	<u>22.48%</u>	<u>78,464,000</u>	<u>18.74%</u>
Public H Shareholders	69,431,600	19.89%	69,431,600	16.58%
Other H Shareholders <i>(Note 1)</i>	9,032,400	2.59%	9,032,400	2.16%
Total	<u>349,000,000</u>	<u>100%</u>	<u>418,800,000</u>	<u>100%</u>

Notes:

- The Shares held by such Shareholders shall not be considered as being held in public hands, including: (i) 50,652,682 A Shares held by Shandong Andre Group Co., Ltd.* (山東安德利集團有限公司) (“**Andre Group**”, controlled as to 90% by Mr. Wang An, a Director) and 4,005,858 A Shares held by Yantai Lin’an Trading Co., Ltd. (煙台霖安商貿有限公司) (“**Lin’an Trading**”) (Lin’an Trading has unconditionally delegated the exercise of the voting right of such Shares to Andre Group pursuant to the agreement, please refer to the announcement of the Company dated 15 April 2024 for more details); (ii) 46,351,961 A Shares held by China Pingan Investment Holdings Limited (controlled as to 90% by Mr. Wang An, a Director); (iii) 65,779,459 A Shares held by Donghua Fruit Industry Co., Ltd. (“**Donghua Fruit**”, controlled as to 100% by Ms. Wang Meng, a Director); (iv) 8,600,000 H Shares held by Hongan International Investment Co., Ltd. (controlled as to 100% by Ms. Wang Meng, a Director); (v) 20,000,000 A Shares held by Yantai Xing’an Investment Centre (Limited Partnership) (煙台興安投資中心 (有限合夥)), in which Mr. Zhang Hui (a former Director who has resigned on 29 April 2024) owns 36% partnership interest as a general partner, Mr. Wang Yan Hui and Mr. Wang Kun, the Directors, and Mr. Huang Lian Bo, a Supervisor, own 20%, 14% and 14% partnership interest as limited partners, respectively; (vi) a total of 63,746,040 A Shares held by Uni-President China Holdings Ltd., a non-wholly owned subsidiary of Uni-President Enterprises Corp. (統一企業股份有限公司) (its shares are listed on the Taiwan Stock Exchange Corporation, stock code: 1216), through its two wholly-owned subsidiaries, namely, Chengdu President Enterprises Food Co., Ltd. (成都統一企業食品有限公司), which held 42,418,360 A Shares, and Guangzhou President Enterprises Co., Ltd. (廣州統一企業有限公司), which held 21,327,680 A Shares, and 237,000 H Shares held through Uni-President China Holdings Ltd.; and (vii) 195,400 H Shares held by Mr. Liu Tsung-Yi, a Director.
- It is expected that the A Shares under the Issuance will be held by independent third parties and therefore will be counted as part of the public float.
- Any discrepancies in this table between totals and sums of amounts listed herein are due to rounding.

LETTER FROM THE BOARD

Based on the information publicly available to the Company and to the best knowledge of the Directors, the Company has a public float of more than 25% as at the Latest Practicable Date, which complies with the public float requirement under the Hong Kong Listing Rules. Assuming that a maximum of 69,800,000 A Shares is expected to be held by independent third parties, the Company will have a public float of approximately 38.02% upon completion of the Issuance, which would still be able to comply with the public float requirement under the Hong Kong Listing Rules. It is not expected that the Issuance will result in a change in control of the Company.

(V) PROPOSED APPOINTMENT OF DIRECTOR

The Board announces that, pursuant to relevant provisions of the Company Law and the Articles of Association, as considered and approved by the nomination committee of the Board, relevant resolution has been passed by the Board to propose to elect Mr. Zhang Wei as a non-executive Director at the EGM.

An ordinary resolution regarding proposed appointment of Director shall be submitted to the EGM for consideration with a term commencing from the date of approval for his appointment at the EGM and ending on the expiration of the term of office of the eighth session of the Board.

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

Mr. Zhang Wei (張偉), aged 57, is a college graduate. Mr. Zhang Wei began to work in 1984. He served as the department manager of China North Industries Corporation Yangma Resort (中國北方工業公司養馬島度假村) from 1992 to 1997, the general manager of Yantai Andre Real Estate Development Co., Ltd. from September 2003 to March 2023 and the vice president of Shandong Andre Group Co., Ltd.* from August 2009 to March 2024. He has been serving as the chairman and general manager of Yantai Kunlong Hot Spring Co., Ltd. (烟台昆龍溫泉有限公司) since April 2018. Mr. Zhang Wei currently serves as the executive director and general manager of Yantai Antong Real Estate Co., Ltd. (烟台安通置業有限公司), the chairman and general manager of Yantai Andre Agricultural Technology Co., Ltd.* (烟台安德利農業科技有限公司), the chairman and general manager of Yantai Longkou Andre Real Estate Development Co., Ltd.* (烟台龍口安德利房產開發有限公司), and the director and general manager of Yantai Yangma Island Andre Resort Co., Ltd.* (烟台養馬島安德利度假村有限公司), the executive director and general manager of Yantai Kunlong Real Estate Co., Ltd. (烟台昆龍置業有限公司) and the executive director and general manager of Yantai Kunlong Hotel Co., Ltd. (烟台昆龍大酒店有限公司). He has been serving as the president of Shandong Andre Group Co., Ltd.* since April 2024.

Upon approval of the appointment of Mr. Zhang Wei by Shareholders, the Company will enter into a Director's service contract with him. Mr. Zhang Wei is entitled to a remuneration of RMB80,000 per annum for his position as a Director, which was determined based on his experience, qualification, obligation, responsibilities, expected time spent on the Company's affairs and prevailing market standards.

As far as the Directors of the Company are aware and save as disclosed above, Mr. Zhang Wei does not (i) hold any other positions in the Company or any of its subsidiaries, and any other directorships or supervisor positions in the last three years in public companies, the securities of which are listed

LETTER FROM THE BOARD

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 Latest Practicable Date.

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 Hong Kong Listing Rules in respect of Mr. Zhang Wei.

(VI) PROPOSED APPOINTMENT OF SUPERVISOR

The Supervisory Committee has passed relevant resolution, and it was proposed to appoint Mr. Wang Jun Feng as a Shareholder representative Supervisor at the EGM.

An ordinary resolution regarding proposed appointment of Supervisor shall be submitted to the EGM for consideration with a term commencing from the date of approval for his appointment at the EGM and ending on the expiration of the term of office of the eighth session of the Supervisory Committee.

Details of biography of Mr. Wang Jun Feng are set out as follows:

Mr. Wang Jun Feng (王峻峰), aged 41, is a college graduate. Mr. Wang joined the Company in 2002, successively served as workshop leader, workshop supervisor and assistant to general manager of subsidiaries of the Company. Mr. Wang served as the general manager of Xuzhou Andre Juice Co., Ltd., a subsidiary of the Company, from January 2019 to May 2023, and has been serving as the general manager of Asku Andre Fruit Juice Co., Ltd.*, a subsidiary of the Company, since May 2023.

Upon approval of the appointment of Mr. Wang Jun Feng by Shareholders, the Company will enter into a Supervisor's service contract with him. Mr. Wang Jun Feng is entitled to a remuneration of RMB50,000 per annum for his position as a Supervisor, which was determined based on his experience, qualification, obligation, responsibilities, expected time spent on the Company's affairs and prevailing market standards.

As far as the Directors of the Company are aware and save as disclosed above, Mr. Wang Jun Feng does not (i) hold any other positions in the Company or any of its subsidiaries, and 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 Latest Practicable Date.

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 Hong Kong Listing Rules in respect of Mr. Wang Jun Feng.

LETTER FROM THE BOARD

(VII) EXTRAORDINARY GENERAL MEETING

Resolutions will be proposed at the Extraordinary General Meeting to approve (i) measures for compensating for diluted current returns due to the issuance of Shares to specific targets and undertakings of the relevant entities; (ii) special report on the utilization of the previously raised proceeds; (iii) plan for shareholders' returns for the next three years (2024-2026); (iv) proposed appointment of Director; and (v) proposed appointment of Supervisor. To the best of the Directors' knowledge, information and belief, no Shareholder is required to abstain from voting on resolutions proposed at the Extraordinary General Meeting.

The notice and the relevant form of proxy regarding the convening of the Extraordinary General Meeting at which the resolutions mentioned above will be proposed were published on the Hong Kong Stock Exchange's website and the Company's website on 24 May 2024. Whether or not you are able to attend the meeting, you are strongly urged to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon. For H Shareholders, please return it to the Company's H Share Registrar, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 24 hours before the time appointed for the holding of the relevant meeting(s) or any adjourned meeting(s) (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting(s) or any adjourned meeting(s) should you so wish.

(VIII) CLOSURE OF H SHARE REGISTER OF MEMBERS OF THE COMPANY

The register of holders of H Shares will be closed from Thursday, 13 June 2024 to Tuesday, 18 June 2024 (both days inclusive) during which period no transfer of H Shares will be registered. In order to qualify to attend and vote at the Extraordinary General Meeting, 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, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 12 June 2024.

(IX) VOTING BY POLL

In accordance with the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notice relating to the Extraordinary General Meeting will be voted by poll.

(X) RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no any matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

(XI) RECOMMENDATION

The Directors consider that the aforesaid resolutions are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favor of relevant resolutions to be proposed at the Extraordinary General Meeting as set out in the notice of the Extraordinary General Meeting dated 24 May 2024.

(XII) ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

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

**APPENDIX I MEASURES FOR COMPENSATING FOR DILUTED
CURRENT RETURNS DUE TO THE ISSUANCE OF SHARES
TO SPECIFIC TARGETS AND UNDERTAKINGS
OF THE RELEVANT ENTITIES**

Item		Year 2023/ 31 December 2023	Year 2024/ 31 December 2024	
			Before the Issuance	After the Issuance
Net profits attributable to shareholders of the listed company		25,552.01	20,441.61	20,441.61
Net profits attributable to shareholders of the listed company after deducting non-recurring profits and losses		23,116.76	18,493.41	18,493.41
Net profit attributable to the shareholders of the listed company	Basic earnings per share (RMB/share)	0.71	0.59	0.56
	Diluted earnings per share (RMB/share)	0.71	0.59	0.56
Net profits attributable to shareholders of the listed company after deducting non-recurring profits and losses	Basic earnings per share (RMB/share)	0.65	0.53	0.50
	Diluted earnings per share (RMB/share)	0.65	0.53	0.50

Note 1: The above calculations do not take into account of the impact on the Company's operation after crediting the funds raised through the Issuance;

Note 2: The basic earnings per share and diluted earnings per share are calculated according to the provisions of the *No. 9 Rules for Information Disclosure and Reporting of Companies Publicly Offering Securities – Calculation and Disclosure of Return on Equity and Earnings per Share* (Revised in 2010).

Based on the above calculations, upon the completion of issuance of Shares to specific targets by simplified procedure, the total share capital of the Company will increase accordingly, and there will be a certain degree of dilution in the Company's immediate basic earnings per share and diluted earnings per share. After the funds raised through this financing round are in place, there is a risk that the Company's immediate returns will be diluted in a short term.

II. RISK WARNING OF DILUTING THE IMMEDIATE RETURNS THROUGH THIS ISSUANCE OF SHARES TO SPECIFIC OBJECTS

After the completion of the Issuance, the total share capital and net asset size of the Company will increase significantly, and the asset-liability ratio of the Company will decrease, which will enhance anti-risk capability and facilitate the achievement of strategic objectives. With the implementation of the fundraising projects, the scale of the Company's product revenues will gradually increase, and its profitability will be significantly improved. However, it needs a certain period for the raised funds to

as the National Apple Processing Technology R&D Sub-center, National Technological Innovation Institution for Agricultural Product Processing Enterprises, Shandong Provincial Technical Research Center for Apple Juice Processing Engineering, Shandong Provincial Key Laboratory for Apple Deep Processing Technologies, Shandong Provincial Enterprise Technology Center and Shandong Provincial Innovation Center for Fruit and Vegetable Storage and Processing Technology. In order to strengthen the “industry-university-research” cooperation, the Company maintains a good cooperative relationship with some renowned domestic universities and research institutions, aiming to promote the technological innovation within the Company and the cultivation of high-end talent teams, provide high-quality products to meet customer demands, and respond to the national strategy of rural revitalization, committed to developing into a world-renowned beverage enterprise.

The Company has established perfect quality management system and food safety management system, which have successively passed certifications including ISO9001, HACCP, BRC, KOSHER and HALAL, and passed supplier audits by numerous world-renowned enterprises. The Company has successively obtained 7 national invention patents, and its 14 technological achievements have passed the provincial-level authentication. In addition, it has participated in the drafting of 3 national standards and 1 industry standard, which have been issued and implemented. It has registered 4 trademarks domestically and in the United States, which have been recognized as well-known trademarks in Shandong Province. The concentrated apple clear juice produced by it has been awarded the title “Chinese Famous Brand Product”. The company has successively been awarded the “Second Prize of National Science and Technology Progress Award”, “China Patent Gold Award”, “Science and Technology Prize of Shandong Province”, and “First Prize of Shennong China Agricultural Science and Technology Award”, etc.

The Company is one of the leading enterprises in the concentrated apple juice industry in China, and now is an “A+H” listed company listed on both the Main Board of the Hong Kong Stock Exchange and the Main Board of the Shanghai Stock Exchange, with good technology and qualification reserves.

3. *Reserves of clients and terminal markets*

The Company’s main business involves processing, production and sales of juice concentrates, and its products are mainly sold to customers in China, the United States, Japan, Europe, Russia, South Africa and other regions worldwide, with a considerable market share. In terms of customer selection, the Company focuses on the industry status, credibility and purchase quantity, and strives to cooperate with customers with brands, development and strength. The sales distribution of its main products is reasonable. The Company’s products are recognized by customers for their superior

APPENDIX I**MEASURES FOR COMPENSATING FOR DILUTED
CURRENT RETURNS DUE TO THE ISSUANCE OF SHARES
TO SPECIFIC TARGETS AND UNDERTAKINGS
OF THE RELEVANT ENTITIES**

authorities in accordance with the relevant regulations and rules formulated or issued by them; If I violate these commitments and cause losses to the Company or investors, I am willing to bear the liability to pay compensation to the Company or investors in accordance with the law.”

I. RAISING AND DEPOSIT OF PREVIOUS RAISED PROCEEDS

Approved by the China Securities Regulatory Commission in the *Reply to the Approval of the Initial Public Offering of Shares of Yantai North Andre Juice Co., Ltd.** (ZJXX [2020] No. 1914) and with the consent of Shanghai Stock Exchange, the Company, through the lead underwriter Huaying Securities Company Limited, and the co-lead underwriter Guotai Junan Securities Co., Ltd., issued 20,000,000 shares of RMB ordinary shares (A shares) to the social public investors through online subscription and direct pricing based on market value. The issuing price was RMB 7.60 per share. As of 14 September 2020, the Company had actually publicly issued 20,000,000 shares of RMB ordinary shares (A shares), raising a total of RMB152,000,000.00. After deducting underwriting and sponsorship fees of RMB23,035,849.06, the raised proceeds amounted to RMB128,964,150.94, which was deposited by Huaying Securities Company Limited into the RMB account (Account No.: 1606021029200061677) opened by the Company at Industrial and Commercial Bank of China Limited Yantai Muping Sub-branch on 14 September 2020; and after deducting other issuance expenses of RMB7,464,150.34, the net amount of raised proceeds were RMB121,500,000.60.

The net amount of the above-mentioned raised proceeds was in place on 14 September 2020, and was audited by KPMG Huazhen LLP (Special General Partnership), which issued the Capital Verification Report “BMWHZY Zi No. 2000713”.

The Company, in accordance with the provisions of the *Measures for the Administration of Issuance of Securities by Listed Companies*, has opened dedicated deposit accounts for the raised proceeds in the following banks. As of 31 March 2024, the status of deposits of the raised proceeds is as follows:

Monetary Unit: RMB

Bank Name	Account No.	Initial Deposit Amount	Balance as at 31 March 2024	Storage Mode
Industrial and Commercial Bank of China Limited Yantai Muping Sub-branch	1606021029200061677	121,500,000.60	–	Cancelled
Industrial and Commercial Bank of China Limited Dalian Wafangdian Sub-branch	3400202129300609122	–	–	Cancelled
Agricultural Bank of China Limited Yongji Sub-branch	04507001040021442	–	–	Cancelled
Total		<u>121,500,000.60</u>		

II. USE OF PREVIOUS RAISED PROCEEDS

See the attached *Comparison Table of the Use of Previous Raised Proceeds* for details.

III. CHANGE OF USE OF PREVIOUS RAISED PROCEEDS

At the 20th meeting of the 7th session of Board of Directors and the 14th meeting of the 7th session of the Supervisory Committee held on 30 December 2021, the Company considered and approved the *Proposal on Terminating the Original Fundraising Projects, Changing the Use of Part of the Raised Funds and Increasing the Capital of Wholly-owned Subsidiaries*. After thorough demonstration, the Company has decided to terminate the original investment project “multi-specifies concentrated juice production line construction project”, and use a portion of the raised funds of RMB63,000,000 to increase the capital of our wholly-owned subsidiary, Dalian Andre Juice Co., Ltd., for the “30t Concentrated Juice Production Line Construction Project of Dalian Andre Juice Co., Ltd.”.

The above matters were considered and approved at the first Extraordinary General Meeting and Class Meetings of 2022 on 16 February 2022. The fundraising project after change was commenced for construction in March 2022, and as of 31 March 2024, the expenditures for this project amounted to RMB60,511,844.08.

At the 7th meeting of the 8th session of Board of Directors and the 4th meeting of the 8th session of the Supervisory Committee held on 20 March 2023, the Company considered and approved the *Proposal on Changing the Use of the Raised Funds and Increasing the Capital of Wholly-owned Subsidiaries*. After thorough deliberation, the Company has decided to invest RMB62,600,000 in its wholly-owned subsidiary, Yongji Andre Juice Co., Ltd., to implement a new project (40t Concentrated Peach Juice and 10t Concentrated Hawthorn Juice Production Line Construction Project) with the surplus raised funds of RMB62,144,100 (the final amount is subject to the surplus amount of raised funds when remitted to Yongji Andre Juice Co., Ltd. upon the consideration and approval by the Shareholders’ meeting), with any insufficient portion supplemented by self-owned funds.

The above matters were considered and approved by the 2022 Annual General Meeting, the first A Share Class Meeting in 2023 and the first H Share Class Meeting in 2023 on 25 May 2023. As of 31 March 2024, the fundraising project after this change has reached the predetermined availability status, and the expenditure for the project is RMB60,706,681.83.

IV. TRANSFER AND REPLACEMENT OF THE PREVIOUS RAISED PROCEEDS FOR THE INVESTMENT OF ADVANCE INVESTED PROJECTS

On 29 January 2021, the 12th meeting of the 7th session of Board of Directors and the 7th meeting of the 7th session of the Supervisory Committee of the Company considered and approved the *Proposal on Using Raised Funds to Replace the Pre-Invested Self-raised Funds*, and agreed the Company to use the raised funds of RMB2,035,100 to replace the self-raised funds previously invested in the fundraising project. The independent Directors and the sponsor institution Huaying Securities issued consent opinions on the above matters, and agreed the Company to use the raised funds to replace the pre-invested self-raised funds totaling RMB2,035,100. As of 29 January 2021, based on the *Verification Report on Yantai North Andre Juice Co., Ltd.’s Pre-Investment of Fundraising Investment Projects with Self-raised Funds (DHH Zi [2021] No. 000623)* issued by Da Hua CPAs LLP (Special General Partnership), the amount of self-raised funds previously invested by the

Company in fundraising projects was RMB2,035,100. The Company used the raised funds of RMB2,035,100 to replace the above self-raised funds that have been pre-invested in raised investment projects.

V. BENEFITS ACHIEVED BY THE PREVIOUS FUNDRAISING INVESTMENT PROJECTS IN THE LAST 3 YEARS

- (I) Benefits achieved by the previous fundraising investment projects

See the attached *Comparison Table of Benefits Achieved by the Previous Fundraising Investment Projects* for details.

- (II) Explanation on the failure of previous fundraising investment projects to be separately accounted for benefits

There was no circumstance where the previous fundraising investment projects could not be separately accounted for benefits.

- (III) Explanation of failure to achieve committed benefits

There was no circumstance where the accumulatively realized revenue from the fundraising investment projects was less than the committed accumulated incomes by more than 20% (including 20%).

VI. OPERATION OF ASSETS RELATED TO THE SUBSCRIPTION OF SHARES BY ASSETS INVOLVED IN THE PREVIOUS ISSUANCE

There was no subscription of shares by assets in the previous raised funds.

VII. USE OF IDLE RAISED PROCEEDS

At the 7th meeting of the 7th session of Board of Directors and the 5th meeting of the 7th session of the Supervisory Committee held on 12 October 2020, the Company considered and approved the *Proposal on the Use of Idle Raised Funds for Cash Management*, and agreed to use no more than RMB120 million (including RMB120 million) of temporarily idle raised funds for cash management and for rolling purchase of principal-guaranteed structured bank deposits and financial products with high security and good liquidity, with the term of use valid within 12 months from the date of consideration and approval by the Board of Directors. The Company's Supervisory Committee and independent Directors, as well as the sponsor institution have expressed clear consent opinions.

At the 19th meeting of the 7th session of Board of Directors and the 13th meeting of the 7th session of the Supervisory Committee held on 28 October 2021, the Company considered and approved the *Proposal on the Use of Idle Raised Funds for Continued Cash Management*, and agreed to use no more than RMB120 million (including RMB120 million) of temporarily idle raised funds for continued cash management. This amount could be used for rolling purchase of principal-guaranteed

structured bank deposits and financial products with high security and good liquidity within 12 months from the date of consideration and approval of the Proposal by the Board of Directors and the Supervisory Committee, and the executive Directors were authorized to decide on the specific products to plan to be purchased and sign related contracts. The Company's Supervisory Committee and independent Directors, as well as the sponsor institution have expressed clear consent opinions.

At the 5th meeting of the 8th session of Board of Directors and the 3rd meeting of the 8th session of Supervisory Committee held on 26 October 2022, the Company considered and approved the *Proposal on the Use of Idle Raised Funds for Continued Cash Management*, and agreed to use no more than RMB60 million (including RMB60 million) of temporarily idle raised funds for continued cash management, and used for rolling purchase of principal-guaranteed structured bank deposits and financial products with high security and good liquidity within 12 months from the date of deliberation and approval by the Board of Directors, and the executive Directors were authorized to decide on the specific products to plan to be purchased and sign related contracts. The Company's Supervisory Committee and independent Directors, as well as the sponsor institution have expressed clear consent opinions.

As of 31 March 2024, all financial products purchased with idle raised funds by the Company had matured and been fully withdrawn.

VIII. BALANCE OF PREVIOUS RAISED PROCEEDS AND USE OF BALANCE OF PREVIOUS RAISED PROCEEDS

As of 15 March 2024, the balance of the Company's previous raised proceeds amounted to RMB4,971,481.29 (including accumulated interest income received from dedicated deposits and investment returns generated from cash management), the net amount of funds raised by the Company was RMB121,500,000.60, and the unused amount accounted for 4.09% of the net amount of funds raised. On 15 March 2024, the Company closed the fundraising account, and the surplus funds were transferred to the Company's basic account for supplementing the business working capital.

IX. OTHER INFORMATION ABOUT THE USE OF PREVIOUS RAISED PROCEEDS

None

Attached Table

Comparison Table of the Use of Previous Raised Proceeds

Prepared by: Yantai North Andre Juice Co., Ltd.*

Monetary Unit: RMB

Total amount of raised proceeds: 121,500,000.60						Total amount of raised proceeds used: 123,253,625.91				
Total amount of raised proceeds with change of use: 119,464,900.60						Total amount of raised funds used in each year/ period:				
Proportion of total amount of raised proceeds with change of use: 98.33%						January - March 2024: 232,665.00				
						2023: 66,481,730.23				
						2022: 54,504,130.68				
						2021: 2,035,100.00				
Investment project			Total investment of raised proceeds			Cumulative investment amount of raised proceeds as at 31 March 2024			Difference between the actual investment amount and the amount of investment promised after raising	Date of achieving the predetermined availability status for the project (or stage of completion of the project as at 31 March 2024)
SN	Committed investment projects	Actual investment projects	The amount of investment promised before raising	The amount of investment promised after raising	Actual investment amount	The amount of investment promised before raising	The amount of investment promised after raising	Actual investment amount		
1	Multi-specifies concentrated juice production line construction project	Terminated	121,500,000.60	2,035,100.00	2,035,100.00	121,500,000.00	2,035,100.00	2,035,100.00	-	Terminated
2	30t concentrated juice production line construction project	30t concentrated juice production line construction project		63,000,000.00	60,511,844.08		63,000,000.00	60,511,844.08	-2,488,155.92	31 August 2022
3	40t concentrated peach juice and 10t concentrated haw juice production line construction project	40t concentrated peach juice and 10t concentrated haw juice production line construction project		62,144,100.00	60,706,681.83		62,144,100.00	60,706,681.83	-1,437,418.17	10 August 2023
Total			121,500,000.60	127,179,200.00	123,253,625.91	121,500,000.00	127,179,200.00	123,253,625.91	-3,925,574.09	

Attached Table

Comparison Table of Benefits Achieved by the Previous Fundraising Investment Projects

Prepared by: Yantai North Andre Juice Co., Ltd.*

Monetary Unit: RMB

Actual investment projects		Accumulated capacity utilization rate of investment projects as at 31 March 2024	Committed benefits	Actual benefits in the last three year/period			Accumulated benefits achieved as at 31 March 2024	Expected benefits realized or not
S/N	Project name			January - March 2024	2023	2022		
1	Multi-species concentrated juice production line construction project	N/A	N/A	-	-	-	-	N/A
2	30t concentrated juice production line construction project	N/A	Total annual profits of 7,921,500, net profits of 7,921,500	3,555,534.35	9,026,886.83	-	12,582,421.18	Yes
3	40t concentrated peach juice and 10t concentrated haw juice production line construction project	N/A	The annual sales revenue of the project can reach 17,150,000, with the normal annual after-tax profits of 3,396,600	277,160.46	-	-	277,160.46	N/A

Note: The calculation basis and calculation method for the “actual benefits in the last three years/period” shall be consistent with the calculation basis and calculation method for the committed benefits.

In order to better protect the interests of investors, especially small and medium-sized investors, the Company, in accordance with the *Company Law*, *Securities Law*, *Measures for the Administration of Issuance of Securities by Listed Companies*, *Notice on Further Implementing Matters Concerning Cash Dividends of Listed Companies*, *Regulatory Guidelines for Listed Companies No. 3 - Cash Dividends of Listed Companies*, *Rules Governing the Listing of Stocks on the Shanghai Stock Exchange* and other relevant laws, administrative regulations, normative documents, and in combination with the *Articles of Association*, has formulated the *Shareholder Return Planning in the Next Three Years (2024-2026)*. The specific contents are as follows:

I. FORMULATION PRINCIPLES

- (I) The Company's profit distribution policies maintain continuity and stability, emphasize reasonable returns on investment to investors and take into account of the overall interests of all Shareholders and the sustainable development of the Company.
- (II) The Company's decision-making and demonstration regarding the profit distribution policies shall fully consider the opinions of independent Directors and public investors.
- (III) The Company gives priority to profit distribution mode of cash dividends.

II. SPECIFIC POLICIES ON PROFIT DISTRIBUTION

- (I) Forms of profit distribution: The Company distributes profits in the way of cash, stock or the combination of the both. If conditions permit, the Company may conduct interim profit distribution.
- (II) Specific conditions and proportion of the Company's cash bonus: Except in special circumstances, the Company shall distribute dividends in cash in the event that the Company is profitable for the current year and the accumulated undistributed profits are positive, and the annual profits distributed by cash shall not be less than 10% of the distributive profits achieved that year.

Special circumstances refer to: share repurchase, significant investment, and other special matters approved by the Company's Shareholders' Meeting through review.

The standards for the amount required for share repurchases and significant investments are as follows:

1. The total assets (if book value and assessed value exist at the same time, the higher shall prevail) involved in transaction accounts for more than 50% of the audited total assets of the Company in the latest period;

2. The related main business incomes of the transaction object (such as equity) in the latest accounting year account for more than 50% of the audited main business incomes of the Company in the latest accounting year, and the absolute amount exceeds RMB50,000,000;
3. The related net profits of the transaction object (such as equity) in the latest accounting year account for more than 50% of the audited net profits of the Company in the latest accounting year, and the absolute amount exceeds RMB5,000,000;
4. The trading volume of transaction (including debts and costs undertaken) accounts for more than 50% of the audited net assets of the Company in the latest period, and the absolute amount exceeds RMB50,000,000;
5. The profits arising from the transaction account for more than 50% of the audited net profits of the Company in the latest accounting year, and the absolute amount exceeds RMB5,000,000;

If the data involved in the above index calculation is a negative value, the absolute value shall be used for calculation.

- (III) Conditions for distributing stock dividends by the Company: The Company may propose a stock dividend distribution plan, provided that the conditions for cash dividends mentioned above are met.

III. DELIBERATION PROCEDURES OF PROFIT DISTRIBUTION PLANS

- (I) The Company's Board of Directors shall conduct thorough discussions on the rationality of the profit distribution plans and form detailed meeting records. Independent Directors shall express their opinions on the profit distribution plans. After forming a special resolution, the profit distribution plans shall be submitted to the Shareholders' Meeting for deliberation. Prior to the deliberation of concrete proposals for cash dividends by the Shareholders' Meeting, the Company shall actively communicate and exchange opinion with shareholders, especially minority Shareholders, through multiple channels, listen to the opinions and demands of minority Shareholders, and timely answer the questions of the minority Shareholders. Independent Directors can collect suggestions of minority Shareholders, propose dividend distribution proposals and directly submit them to the Board of Directors.
- (II) In the event that the Company is profitable for the current year and the accumulated undistributed profits are positive, if no cash dividend is proposed or the proposed cash dividend ratio does not meet the aforementioned provisions, the Company shall provide Shareholders with an online voting option during the Shareholders' Meeting for the deliberation of profit distribution plans.

- (III) In the event that the Company does not distribute cash dividends due to the aforementioned special circumstances, the Board of Directors shall provide a special explanation on the specific reasons for not distributing cash dividends, the exact purposes of the Company's retained earnings, the expected investment income and other matters. Upon the opinions of independent Directors, this special explanation shall be submitted to the Shareholders' Meeting for deliberation, be approved by more than two thirds of the voting rights held by Shareholders present at the Shareholders' Meeting and be disclosed in media outlets designated by the Company.

IV. IMPLEMENTATION OF PROFIT DISTRIBUTION PLANS

After the Company's Shareholders meeting passed a resolution on the profit distribution plans, the Board of Directors shall complete the dividend distribution matters within 2 months after the Shareholders' Meeting.

V. CHANGE OF COMPANY'S PROFIT DISTRIBUTION POLICIES

In case of wars, natural disasters and other force majeure or significant changes in the Company's external business environment that cause significant influences on the Company's production and operation, or there are significant changes in the Company's operation conditions, the Company may adjust the profit distribution policies.

The Company's adjustment of profit distribution policies shall be submitted to the Company's Shareholders' Meeting for deliberation after deliberation by the Company's Board of Directors and Supervisory Committee, and passed by more than two thirds of the voting rights held by Shareholders present at the Shareholders' Meeting. Independent Directors shall express their clear opinions on this adjustment. The Company's Shareholders' Meeting shall adopt a combination of on-site voting and online voting to provide convenience for the participation of minority Shareholders in decision-making. Matters not covered in this planning shall be executed according to relevant laws, regulations, normative documents and the *Articles of Association*, and the Planning shall come into effect from the date of approval by the Company's Shareholders' Meeting.

NOTICE OF EGM

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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 first extraordinary general meeting (the “EGM”) of Yantai North Andre Juice Co., Ltd.* (烟台北方安德利果汁股份有限公司) (the “Company”) will be held at Conference Room, 10th Floor, Andre Building, No. 889 Xincheng Avenue, Muping District, Yantai City, Shandong Province, the People’s Republic of China (the “PRC”) at 2:00 p.m. on Tuesday, 18 June 2024 to consider and, if thought fit, pass the following resolutions. Unless otherwise specified, capitalized terms used in this notice shall have the same meanings as defined in the circular of the Company dated 24 May 2024.

SPECIAL RESOLUTIONS

1. To consider and approve the resolution in relation to dilution on current returns due to the issuance of A Shares to specific targets by the Company through simplified procedure and measures for compensating returns and undertakings of the relevant entities;
2. To consider and approve the resolution in relation to the Company’s special report on the utilization of the previously raised proceeds;
3. To consider and approve the resolution in relation to the Company’s plan for Shareholders’ returns for the next three years (2024-2026);

ORDINARY RESOLUTIONS

4. To consider and approve the resolution in relation to election of Mr. Zhang Wei as a non-executive Director;
5. To consider and approve the resolution in relation to election of Mr. Wang Jun Feng as a Shareholder representative Supervisor.

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

Yantai, the PRC, 24 May 2024

* For identification purpose only

NOTICE OF EGM

As of the date of this notice, the executive Directors are Mr. Wang An, Mr. Wang Kun, Ms. Wang Meng 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.

Notes:

1. For the purpose of determining who may attend the EGM to be held on Tuesday, 18 June 2024, the register of holders of H Shares will be closed from Thursday, 13 June 2024 to Tuesday, 18 June 2024 (both dates inclusive), during which no transfer of H Shares will be registered. In order to qualify for entitlement to attending and voting at the EGM, all transfers of H Shares accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Tricor Tengis Limited for registration not later than 4:30 p.m. on Wednesday, 12 June 2024.

The address of Tricor Tengis Limited is as follows:

17/F., Far East Finance Centre
16 Harcourt Road
Hong Kong
Fax No.: (852) 2810 8185

2. In accordance with the Hong Kong 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 EGM 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 the Hong Kong Stock Exchange at www.hkexnews.hk after the EGM.
3. Any Shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a Shareholder.
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 H Shareholders) at least 24 hours before the EGM or any adjourned meeting thereof. The Company's H Share registrar, Tricor Tengis Limited, is located at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong (Fax No.: (852) 2810 8185).
5. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM and any adjourned meeting thereof if you so wish.
6. In the case of joint registered holders of any shares of the Company (the "**Shares**"), any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; if more than one of such holders are present at the EGM in person or by proxy, the vote of the senior holder in the register of members of the Company in respect of the relevant Shares who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of holders in respect of the joint holding.
7. The EGM 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 EGM.
8. For the matters relating to the attendance of the EGM by holders of A Shares, please refer to the notice of meeting and other relevant documents published by the Company on the website of the Shanghai Stock Exchange at www.sse.com.cn.