

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 IN RELATION TO THE PROGRESS OF THE
TRANSFER BACK OF CERTAIN SHARES OF THE COMPANY TO
CONTROLLING SHAREHOLDER OF THE COMPANY AND EXECUTION
OF THE SUPPLEMENTAL AGREEMENT**

This announcement is made by Yantai North Andre Juice Co., Ltd.* (the “**Company**”) pursuant to Rule 13.09(2) and Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The board of directors of the Company (the “**Board**”) and all the directors (the “**Directors**”) warrant that there are no false representations or misleading statements contained herein, or material omissions from this announcement, and accept legal responsibilities for the truthfulness, accuracy and completeness of this announcement.

**I. THE PROGRESS OF THE TRANSFER BACK OF SHARES OF THE COMPANY TO
CONTROLLING SHAREHOLDER AND EXECUTION OF THE SUPPLEMENTAL
AGREEMENT**

Shandong Andre Group Co., Ltd.* (the “**Andre Group**”), the controlling shareholder of the Company failed to notify the relevant parties to terminate the judicial enforcement in a timely manner after the settlement of debts, resulting in 4,005,858 unlimited A shares in circulation of the Company (the “**Subject Shares**”) held by it being judicially allocated to the securities account of Yantai Lin'an Trading Co., Ltd.* (“**Lin'an Trading**”). On 13 April 2024, Andre Group and Lin'an Trading entered into the agreement (the “**Agreement**”), pursuant to which, Lin'an Trading agreed to cooperate with Andre Group in taking reasonable and feasible measures to transfer the Subject Shares back to Andre Group without consideration within 60 days from the signing date of the Agreement, and agreed to unconditionally delegate the exercise of the voting right of the Subject Shares to Andre Group prior to the completion of the transfer back of the Subject Shares, and other rights and interests of the Subject Shares belong to Andre Group. For details, please refer to the announcement of the Company dated 15 April 2024.

On 13 June 2024, the Company received a notice from Andre Group that Andre Group and Lin'an Trading entered into the supplemental agreement upon negotiation (the "**Supplemental Agreement**") as a result of the failure to transfer the Subject Shares back to Andre Group within the agreed period in the Agreement.

II. PRINCIPAL TERMS OF THE SUPPLEMENTAL AGREEMENT

On 13 June 2024, Andre Group and Lin'an Trading entered into the Supplemental Agreement with principal terms as follows:

1. Party A (i.e. Andre Group) and Party B (i.e. Lin'an Trading) unanimously agreed that: Party B shall cooperate with Party A in taking reasonable and feasible measures to transfer the Subject Shares back to Party A without consideration within 12 months from the signing date of the Supplemental Agreement or dispose of the Subject Shares according to the written instructions of Party A and remit all proceeds from the disposal to the account of Party A.
2. Prior to the completion of the transfer back or disposal of the Subject Shares, the various rights and interest arrangements for Subject Shares shall be the same as those stipulated in the Agreement.
3. The Supplemental Agreement is a supplementary to the Agreement entered into between Party A and Party B on 13 April 2024. The Supplemental Agreement has the same legal effect as the Agreement. The provisions of the Supplemental Agreement shall prevail in case of any inconsistency between the two agreements. Any provisions not stipulated in the Supplemental Agreement shall be subject to the provisions of the Agreement.

III. OTHER EXPLANATION AND RISK WARNING

After the signing of the Supplemental Agreement, Andre Group holds 54,658,540 shares of the Company, the controlling shareholder of the Company and parties acting in concert with it hold a total of 175,389,960 shares of the Company, accounting for 50.26% of the total share capital of the Company, without any change. The signing of the Supplemental Agreement by Andre Group and Lin'an Trading will not lead to any change in the controlling shareholder and actual controller of the Company, and will not have any impact on the daily operation and corporate governance of the Company.

The Company will closely pay attention to the progress of the above matter and fulfill the information disclosure obligations in a timely manner in accordance with relevant laws and regulations. The media designated by the Company for information disclosure are China Securities Journal, Shanghai Securities News, Securities Times, Securities Daily, the website of Shanghai Stock Exchange (www.sse.com.cn), the website of The Stock Exchange of Hong Kong Limited (<https://www.hkexnews.hk>) and the website of the

Company (www.andre.com.cn). The information released by the Company is subject to the announcements published in the above designated media and websites. Investors are advised to invest rationally and pay attention to investment risks.

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

Yantai, the PRC, 13 June 2024

As of the date of this announcement, the executive Directors of the Company are Mr. Wang An, Mr. Wang Yan Hui, Mr. Wang Kun and Ms. Wang Meng, 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*