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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

THE PROGRESS OF ISSUANCE OF A SHARES TO SPECIFIC TARGETS BY SIMPLIFIED PROCEDURE

References are made to the announcement dated 9 May 2024 and the circular (the “**Circular**”) dated 24 May 2024 of Yantai North Andre Juice Co., Ltd. (the “**Company**”) in relation to, among other things, the Company’s issuance of A shares to specific targets by simplified procedure. Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

As the issuance of A shares to specific targets by simplified procedure is subject to the rule of “issuing first and reporting later”, this announcement mainly supplements the content of the issuance, and synchronously amends the financial, legal and business situation brought about by the changes in the reporting period, and accordingly amends the dilutive calculation.

PRICING BENCHMARK DATE AND ISSUANCE PRICE

According to the subscription quotations of investors and in strict accordance with the procedures and rules of determining the issuance price, targets and allocated shares in the subscription invitation, the issuance price has been determined to be RMB23.52 per share. The pricing benchmark date of the issuance of A shares to specific targets by simplified procedure shall be the first day of the issuance period, i.e. 13 January 2025. The price shall be not less than 80% of the average price of the shares of the Company traded in the 20 trading days prior to the pricing benchmark date. The average price of the shares traded in the 20 trading days prior to the pricing benchmark date = the total amount of the shares traded in the 20 trading days prior to the pricing benchmark date/the total volume of the shares traded in the 20 trading days prior to the pricing benchmark date.

ISSUANCE TARGETS

According to the bidding results of the Issuance, the number of A shares issued is 12,755,102, which shall not exceed 20% of the total number of share capital of the Company prior to the Issuance, and the corresponding proceeds shall not exceed RMB300 million and shall not exceed 20% of the net assets as at the end of the most recent year. The specific allocation of the Issuance is as follows:

| No. | Target subscriber | Number of A shares subscribed (shares) | Subscription amount (RMB) |
|--------------|------------------------------------------------------------------------------------------------------------------------|----------------------------------------|---------------------------|
| 1 | Nuode Asset Management Co., Ltd. | 7,065,901 | 166,189,991.52 |
| 2 | Caitong Fund Management Co., Ltd. | 1,241,496 | 29,199,985.92 |
| 3 | Morgan Stanley & Co. Incorporated | 974,067 | 22,910,055.84 |
| 4 | Huaan Securities Asset Management Co., Ltd. (華安證券資產管理有限公司) | 956,632 | 22,499,984.64 |
| 5 | Hunan Qingyan Venture Investment Management Co., Ltd – Qingyan Zhixuan No.13 Private Equity Securities Investment Fund | 858,843 | 20,199,987.36 |
| 6 | Lishui Fuchu Equity Investment Partnership (Limited Partnership) (麗水市富處股權投資合夥企業(有限合夥)) | 637,755 | 14,999,997.60 |
| 7 | Yang Yuezhi (楊岳智) | 637,755 | 14,999,997.60 |
| 8 | J.P. Morgan Securities plc | 382,653 | 8,999,998.56 |
| Total | | 12,755,102 | 299,999,999.04 |

The targets under the Issuance include Nuode Asset Management Co., Ltd., Caitong Fund Management Co., Ltd., Morgan Stanley & Co. Incorporated, Huaan Securities Asset Management Co., Ltd.(華安證券資產管理有限公司), Hunan Qingyan Venture Investment Management Co., Ltd – Qingyan Zhixuan No.13 Private Equity Securities Investment Fund, Lishui Fuchu Equity Investment Partnership (Limited Partnership)(麗水市富處股權投資合夥企業(有限合夥)), Yang Yuezhi(楊岳智), and J.P. Morgan Securities plc. As the above-mentioned issuance targets are not connected with the Company before and after the Issuance, the Issuance does not constitute a related party transaction.

According to the bidding results of the Issuance, the total amount of proceeds to be raised under the Issuance is RMB300 million, which complied with the requirements that the proceeds from the issuance of shares to specific targets by simplified procedure shall not exceed RMB300 million and shall not exceed 20% of the net assets as at the end of the most recent year.

TOTAL AMOUNT AND USE OF PROCEEDS

In recent years, the industry pattern has changed greatly. Some major enterprises encountered business difficulties, faced more lawsuits and even entered bankruptcy reorganization procedures, and small and medium-sized enterprises were difficult to fully fill the demand of downstream customers, resulting in a tight supply and rising price of concentrated apple juice in the market. During the pressing season in 2022, the production of domestic concentrated apple juice declined significantly, and the export supply of domestic concentrated apple juice was insufficient. The export volume declined significantly in 2023, and the export price of concentrated apple juice in 2023 was 1,650.78 tonnes/US\$, representing an increase of 42.60% from 1,157.66 tonnes/US\$ in 2022.

In terms of competition pattern, only large juice enterprises such as the issuer and SDICZL in the industry have the advantages of large scale, brand, technology and channels. After the implementation of the investment projects, the Company will be able to seize the opportunity of the current changes in the industry structure, steadily expand the international and domestic market share, and further expand the leading edge.

At present, the fruit juice industry in the PRC is in a stage of steady development, the concept of healthy consumption drives the upgrading of the demand for fruit juice, many large beverage companies on the market continue to layout health beverage products, and juice raw materials such as NFC juice, decolorized and deacidified concentrated juice are widely used. Among them, NFC juice can be directly mixed and canned for terminal consumption; decolorized and deacidified concentrated fruit juice is widely used in sports and health concept beverage products. The sales growth of downstream upgraded products drives continued demand for the Company's products, especially decolorized and deacidified concentrated juice and NFC juice. According to the survey report of the PRC juice market published by Euromonitor International, from 2013 to 2018, the retail volume of NFC juice increased from approximately 5.8 million liters to approximately 46.0 million liters, the market sales of NFC juice increased from RMB300 million to RMB2.57 billion, and it is expected that the market sales of NFC juice in China will reach RMB4.83 billion in 2023.

The project has been granted the record certificate for enterprise investment projects in Shanxi Province and the EIA approval issued by the Administrative Examination and Approval Service Bureau of Yongji City. Details of the approval of this project are as follows:

| No. | File name | File no. | Date of issue |
|-----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|---------------|
| 1 | Record certificate for enterprise investment projects in Shanxi Province | Project Code:2403-140881-89-05-760313 | 25 March 2024 |
| 2 | Reply Letter of the Administrative Examination and Approval Service Bureau of Yongji City on Environmental Impact Report Form of the Production Line Project with an Annual Output of 7,200 Tonnes of Decolorized and Deacidified Concentrated Juice of Yongji Andre Juice Co., Ltd. | Yong Shen Guan Huan Han [2024] No. 7 | 21 June 2024 |

The project has been granted the record certificate for construction projects in Shandong Province and the EIA approval issued by Muping Branch of Yantai Ecological Environment Bureau. Details of the approval of this project are as follows:

| No. | File name | File no. | Date of issue |
|-----|------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|------------------|
| 1 | Record certificate for construction projects in Shandong Province | Project Code:2312-370612-07-02-639090 | 29 December 2023 |
| 2 | Reply on Environmental Impact Report Form of NFC Juice Project with Annual Output of 12,000 Tonnes of Yantai North Andre Juice Co., Ltd. | Yan Mu Huan Shen [2024] No. 19 | 7 June 2024 |

Based on the results of the Issuance, the number of shares to be issued to specific targets is 12,755,102. The shareholding structure prior to and immediately after the completion of the Issuance is as follows:

| | Prior to the completion of the Issuance | | Immediately after the completion of the Issuance | |
|-------------------------------------|--------------------------------------------|---------------------------|-----------------------------------------------------|---------------------------|
| | Number of shares | Approximate % (note 3) | Number of shares | Approximate % (note 3) |
| A shares | 270,536,000 | 77.52% | 283,291,102 | 78.31% |
| Public A Shareholders | 42,500,000 | 12.18% | 42,500,000 | 11.75% |
| Other A Shareholders (note 1) | 228,036,000 | 65.34% | 228,036,000 | 63.04% |
| Targets under the Issuance (note 2) | – | – | 12,755,102 | 3.52% |
| H shares | 78,464,000 | 22.48% | 78,464,000 | 21.69% |
| Public H Shareholders | 61,631,600 | 17.66% | 61,631,600 | 17.04% |
| Other H Shareholders (note 1) | 16,832,400 | 4.82% | 16,832,400 | 4.65% |
| Total | 349,000,000 | 100% | 361,755,102 | 100% |

Notes:

- As of the date of this announcement, the shares held by such Shareholders shall not be considered as being held in public hands, including: (i) 48,608,540 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); (ii) 39,401,961 A shares held by China Pingan Investment Holdings Limited (controlled as to 90% by Mr. Wang An, a director); (iii) 58,779,459 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) 17,500,000 A shares held by Yantai Xing’an Investment Centre (Limited Partnership) (烟台興安投資中心 (有限合夥)), in which Mr. Zhang Hui, the President, owns 41.14% partnership interest as a general partner, Mr. Wang Yanhui, a director, and Mr. Huang Lian Bo, a supervisor, own 19.43% and 13.60% 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.; (vii) 195,400 H shares held by Mr. Liu Tsung-Yi, a director. In addition, the Company has repurchased 7,800,000 H shares, which have not been cancelled as at the date of this announcement.

2. 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.
3. Any discrepancies in this table between totals and sums of amounts listed herein are due to rounding.

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 date of this announcement, which complies with the public float requirement under the Listing Rules. The Company will have a public float of approximately 32.31% upon completion of the Issuance, which would still be able to comply with the public float requirement under the Listing Rules. The Issuance will not result in a change in control of the Company.

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

(I) Main assumptions and explanations of financial indicator calculations

The Company has conducted an analysis of the impact of this issuance of Shares to specific targets to diluted immediate return by simplified procedure on the Company's key financial indicators based on the following revised assumptions, and the investors are advised to pay special attention to that the following assumptions do not constitute any forecasts or commitments. Investors shall not make investment decisions based on these assumptions. The Company shall not be liable for any losses resulting from investors' investment decisions based on these assumptions. The final scheme of issuance to specific targets by simplified procedure and the actual issuance completion time shall be subject to the approval of the China Securities Regulatory Commission for registration and the actual issuance.

The assumptions set out in the circular of the Company dated 24 May 2024 remain unchanged except for the following revised assumptions.

The revised assumptions are as follows:

1. The Issuance will be completed in January 2025;
2. The number of shares issued is 12,755,102. Upon completion of the Issuance, the total share capital of the Company will reach 361,755,102 shares;

3. The Company's unaudited net profit attributable to shareholders of the parent company and net profit attributable to shareholders of the parent company after deducting non-recurring gains and losses from January to September 2024 were RMB197.8349 million and RMB200.1691 million, respectively. It is assumed that the net profit attributable to shareholders of the parent company after deducting non-recurring gains and losses in 2024 is the annualized data of the net profit after deducting non-recurring gains and losses from January to September 2024, that is, 4/3 times the data from January to September 2024 (this assumption does not represent the Company's judgment on the operating conditions and trends in 2024, and does not constitute the Company's profit forecast). It is assumed that the net profit attributable to the shareholders of the parent company in 2025 and the net profit attributable to the shareholders of the parent company after deducting non-recurring gains and losses will be calculated in three cases: flat, an increase of 20%, and a decrease of 20% compared with 2024. This assumption is only used to calculate the impact of the diluted current returns due to the issuance of shares to specific targets on the main financial indicators, and does not represent the Company's judgment on future operating conditions and trends, nor does it constitute a profit forecast for the Company.

(II) Impact on the Company's main financial indicators

Based on the above revised assumptions and premises, the comparison of the impact of this issuance of Shares to specific targets to diluted immediate return by simplified procedure on the Company's key financial indicators is as follows:

| Item | Year 2024/ 31 December 2024 | Year 2025/31 December 2025 | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|----------------------------|-----------------------|
| | | Before the Issuance | After the Issuance |
| Total share capital ('0,000 Shares) | 34,900.00 | 34,900.00 | 36,175.51 |
| Total amount of funds to be raised this time (RMB'0,000) | | | 30,000.00 |
| Expected month of completion of the Issuance | | | January 2025 |
| Assumption 1: the net profits attributable to the shareholders of listed company and the net profits attributable to the shareholders of listed company after deducting non-recurring profits and losses in 2025 will remain the same compared to those in 2024 | | | |
| Net profits attributable to shareholders of the parent company (RMB'0,000) | 26,377.99 | 26,377.99 | 26,377.99 |
| Net profits attributable to shareholders of the parent company after deducting non-recurring profits and losses (RMB'0,000) | 26,689.21 | 26,689.21 | 26,689.21 |
| Net profit attributable to the shareholders of the parent company | Basic earnings per share (RMB/share) | 0.76 | 0.73 |
| | Diluted earnings per share (RMB/share) | 0.76 | 0.73 |
| Net profits attributable to shareholders of the listed company after deducting non-recurring profits and losses | Basic earnings per share (RMB/share) | 0.76 | 0.74 |
| | Diluted earnings per share (RMB/share) | 0.76 | 0.74 |

| Item | Year 2024/ 31 December 2024 | Year 2025/31 December 2025 | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|----------------------------|-----------------------|
| | | Before the Issuance | After the Issuance |
| Assumption 2: the net profits attributable to the shareholders of listed company and the net profits attributable to the shareholders of listed company after deducting non-recurring profits and losses in 2025 will increase by 20% compared to those in 2024 | | | |
| Net profits attributable to shareholders of the parent company (RMB'0,000) | 26,377.99 | 31,653.59 | 31,653.59 |
| Net profits attributable to shareholders of the parent company after deducting non-recurring profits and losses (RMB'0,000) | 26,689.21 | 32,027.05 | 32,027.05 |
| Net profit attributable to the shareholders of the parent company | Basic earnings per share (RMB/share) | 0.76 | 0.91 |
| | Diluted earnings per share (RMB/share) | 0.76 | 0.91 |
| Net profits attributable to shareholders of the listed company after deducting non-recurring profits and losses | Basic earnings per share (RMB/share) | 0.76 | 0.92 |
| | Diluted earnings per share (RMB/share) | 0.76 | 0.92 |
| Assumption 3: the net profits attributable to the shareholders of listed company and the net profits attributable to the shareholders of listed company after deducting non-recurring profits and losses in 2025 will decrease by 20% compared to those in 2024 | | | |
| Net profits attributable to shareholders of the parent company (RMB'0,000) | 26,377.99 | 21,102.39 | 21,102.39 |
| Net profits attributable to shareholders of the parent company after deducting non-recurring profits and losses (RMB'0,000) | 26,689.21 | 21,351.37 | 21,351.37 |
| Net profit attributable to the shareholders of the parent company | Basic earnings per share (RMB/share) | 0.76 | 0.60 |
| | Diluted earnings per share (RMB/share) | 0.76 | 0.60 |
| Net profits attributable to shareholders of the listed company after deducting non-recurring profits and losses | Basic earnings per share (RMB/share) | 0.76 | 0.61 |
| | Diluted earnings per share (RMB/share) | 0.76 | 0.61 |

The disclosure of the issuance preliminary plan and other related documents does not represent that the China Securities Regulatory Commission and the Shanghai Stock Exchange have made any substantive judgment, approval or authorization on the Company's issuance of shares to specific targets by simplified procedure. The Company's issuance of shares to specific targets by simplified procedure shall still be subject to approval and authorization by the examination and approval authorities. Investors are advised to be cautious of the investment risks involved.

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

Yantai, the PRC, 24 January 2025

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

* *For identification purpose only*