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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 RE-ELECTION OR APPOINTMENT OF
DIRECTORS AND PROPOSED APPOINTMENT OF
SHAREHOLDER REPRESENTATIVE SUPERVISORS;
AND**

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

**PROPOSED RE-ELECTION OR APPOINTMENT OF DIRECTORS AND PROPOSED
APPOINTMENT OF SHAREHOLDER REPRESENTATIVE SUPERVISORS**

The board of directors (the “**Board**”) of Yantai North Andre Juice Co., Ltd.* (the “**Company**”) hereby announces that, the term of office of the eighth session of the Board and the supervisory committee (the “**Supervisory Committee**”) of the Company will expire on the date of annual general meeting (the “**AGM**”) for the year ended 31 December 2024. Pursuant to the articles of association of the Company (the “**Articles of Association**”), the directors (the “**Director(s)**”) and supervisors (the “**Supervisor(s)**”) of the Company will be eligible for re-election upon the expiration of his/her term of office subject to the approval by the shareholders (the “**Shareholders**”) of the Company at the general meeting.

Pursuant to applicable laws and regulations of the PRC, the term of office of an independent non-executive Director shall not exceed six consecutive years. As the term of office of Mr. Li Yao will reach six consecutive years on the date of the AGM, he has informed the Board that he will resign from his position as an independent non-executive Director and will not offer himself for re-election upon the expiration of the term of office of the eighth session of the Board. The resignation of Mr. Li Yao shall take effect upon the conclusion of the AGM. Mr. Li Yao has confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders.

Pursuant to relevant provisions of the Company Law of the People’s Republic of China and the Articles of Association, as considered and approved by the nomination committee, relevant resolutions have been passed at the meeting of the Board held on 26 March 2025, Mr. Wang An, Ms. Wang Meng and Mr. Wang Yan Hui were proposed to be re-elected as executive Directors, Mr. Liu Tsung-Yi and Mr. Zhang Wei were proposed to be re-elected as non-executive Directors, Mr. Gong

Fan and Ms. Wang Yan were proposed to be re-elected as independent non-executive Directors, Mr. Zhang Hui was proposed to be appointed as the executive Director and Mr. Wang Chang Qing was proposed to be appointed as the independent non-executive Director at the AGM.

Each of Mr. Huang Lian Bo and Mr. Wang Bo has informed the Supervisory Committee that he will resign from his position as Shareholder representative Supervisor and will not offer himself for re-election upon the expiration of the term of office of the eighth session of the Supervisory Committee. Their resignation shall take effect upon the conclusion of the AGM. Each of Mr. Huang Lian Bo and Mr. Wang Bo has confirmed that he has no disagreement with the Board and the Supervisory Committee and there is no matter that needs to be brought to the attention of the Shareholders.

Relevant resolutions have been passed at the meeting of the Supervisory Committee held on 26 March 2025. Mr. Yu Cheng Bo and Mr. Liang Jian Hao were proposed to be appointed as the Shareholder representative Supervisors at the AGM.

The ordinary resolution regarding proposed re-election or appointment of Directors and proposed appointment of Shareholder representative Supervisors shall be submitted to the AGM for consideration. All newly nominated or re-elected Directors and newly nominated Shareholder representative Supervisors shall be appointed as the members of the ninth session of the Board and the Supervisory Committee of the Company, with a term of three years commencing from the date of approval for his/her appointment at the AGM and ending on the date of the annual general meeting of the Company to be held in 2028.

Details of biography of the above newly nominated or re-elected Directors and newly nominated Shareholder representative Supervisors are set out as follows:

Executive Directors

Mr. Wang An (王安), aged 62, is the chairman of the Board and an executive Director. Mr. Wang has been a Director since 26 June 2001. Mr. Wang is a well known private entrepreneur in the PRC. Mr. Wang has received the following awards/recognitions: one of the top ten Outstanding Youths Entrepreneurs in Shandong Province, the medal of “Labor Model of the Nation”, an Advanced Individual of the United Front (統戰系統先進個人), an Outstanding Contributor to the Development of Socialism with Chinese Characteristics in Shandong Province (山東省優秀中國特色社會主義事業建設者), a Top Ten Outstanding and Influential Individual in the Agricultural Industry of Shandong Province (山東省農業產業化最具影響力十大傑出人物), a Star of Hope in the 30 Years’ of Reform and Opening in Yantai (烟台改革開放三十年「希望之星」), an Influential and Outstanding Private Entrepreneur in Yantai to Commemorate the 60th Anniversary of the Establishment of the People’s Republic of China (紀念中國成立60週年影響烟台優秀民營企業家), a Touching Character in Yantai in the 40 Years’ of Reform and Opening in Yantai (烟台市改革開放四十週年「感動烟台人物」), one of the Top Ten Influential Persons of the Time Among the Top 60 Advanced Individuals in the Development of Socialism in Yantai of Shandong Province (山東(烟台)社會主義建設六十佳先進人物之十佳經濟風雲人物), and is a representative of Shandong Province to the 10th, 11th and 12th National People’s Congress (人大代表). Mr. Wang graduated from the Institute of the PRC Central

Communist Party (中共中央黨校函授學院) in June 1994. He was the general manager of China North Industries Corporation Yangma Resort (中國北方工業公司養馬島渡假村), vice-chairman and general manager of China North Industries Corporation, Yantai Branch (中國北方工業烟台分公司) before joining the Group. Mr. Wang has the following social services appointments: member of China Business Advisory Council (中國工商理事會理事), member of the 1st Session of the Council of Yantai Charity Federation (烟台市慈善總會第一屆理事會理事). Mr. Wang An is a director of China Pingan Investment Holdings Limited and Shandong Andre Group Co., Ltd.* (山東安德利集團有限公司), which are substantial Shareholders of the Company. He joined the Company in March 1996 and has since been involved in the apple juice concentrate production industry. Mr. Wang is responsible for the overall management of the Group.

Mr. Wang An is the father of Ms. Wang Meng, the vice president and an executive Director of the Company.

As at the date of this announcement, Mr. Wang An holds (a) 90% equity interests in China Pingan Investment Holdings Limited, which in turn held 39,401,961 A Shares of the Company, representing 11.55% interests in the total issued share capital of the Company; and (b) 90% equity interests in Shandong Andre Group Co., Ltd.* (山東安德利集團有限公司), which in turn holds 48,608,540 A Shares of the Company, representing 14.25% interests in the total issued share capital of the Company. Mr. Wang An is deemed to be interested in the abovementioned equity interests through his interest in China Pingan Investment Holdings Limited and Shandong Andre Group Co., Ltd.* (山東安德利集團有限公司).

Mr. Zhang Hui (張輝), aged 53, graduated from Shandong Agricultural University with a bachelor's degree in economics and management (majoring in corporate management) in July 1997. Mr. Zhang Hui joined the Company in December 1998, and has successively served as the supervisor of the production department and the general manager of a subsidiary. From June 2009 to March 2023, he served as an executive director and the chief executive officer of the Company and concurrently served as a director and the general manager of various subsidiaries including Baishui Andre Juice Co., Ltd.* (白水安德利果蔬汁有限公司), Dalian Andre Juice Co., Ltd.* (大連安德利果蔬汁有限公司) and Yantai Longkou Andre Juice Co., Ltd.* (烟台龍口安德利果汁飲料有限公司). He served as a non-executive director of the Company from April 2023 to April 2024 and served as the executive president of Shandong Andre Group Co., Ltd.* (山東安德利集團有限公司) from April 2023 to December 2024. He has served as the chief executive officer of the Company since 28 December 2024. Mr. Zhang Hui is an engineer.

As at the date of this announcement, Mr. Zhang Hui acts as the general partner of Yantai Xingan Investment Centre (Limited Partnership)* (烟台興安投資中心(有限合夥)), and holds 41.14% equity interests therein, which in turn holds 17,500,000 A shares of the Company, representing 5.13% of the total issued share capital of the Company. Mr. Zhang Hui is deemed to be interested in the abovementioned equity interests through his interests in Yantai Xingan Investment Centre (Limited Partnership) (烟台興安投資中心(有限合夥)).

Ms. Wang Meng (王萌), aged 37, is the vice president and an executive Director of the Company. Ms. Wang is a Canadian with a bachelor's degree. Ms. Wang worked in Hony Capital (Beijing) Co., Ltd. (弘毅投資(北京)有限公司) from October 2012 to March 2014. Since September 2013, she has served as the director of RICH SPRING HOLDINGS LIMITED. Since September 2014, she serves as the director of Hongan International Company Limited. Ms. Wang served as the financial management director of Harvest Wealth Management Co., Ltd. (嘉實財富管理有限公司) from April 2014 to May 2019, and serves as the vice-chairman of Yantai Kunlong Hot Spring Co., Ltd. (烟台崑龍溫泉有限公司) and Yantai Xinping Jianan Engineering Co., Ltd. (烟台新平建安工程有限公司) since June 2019. Ms. Wang serves as the vice-chairman of Yantai Andre Agricultural Technology Co., Ltd. (烟台安德利農業科技有限公司) since September 2019, serves as the vice-chairman of Yantai Longkou Andre Real Estate Development Co., Ltd. (烟台龍口安德利房產開發有限公司) since October 2019, and serves as the director of Yantai Yangma Island Andre Holiday Inn Co., Ltd. (烟台養馬島安德利度假村有限公司) since September 2021. Since May 2022, she has acted as the vice president of the Company and from May 2023, she is also an executive Director of the Company.

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

As at the date of this announcement, Ms. Wang Meng (a) holds 100% equity interests in Donghua Fruit Industry Co., Ltd., which in turn holds 58,779,459 A shares of the Company, representing 17.23% of the total issued share capital of the Company; and (b) holds 100% equity interests in Hongan International Investment Company Limited, which in turn holds 8,600,000 H Shares of the Company, representing 2.52% of the total issued share capital of the Company. Ms. Wang Meng is deemed to be interested in the abovementioned equity interests through her interests in Donghua Fruit Industry Co., Ltd. and Hongan International Investment Company Limited.

Mr. Wang Yan Hui (王艷輝), aged 48, is an executive Director since 27 June 2012. Mr. Wang is a postgraduate and a certified public accountant in the PRC. Mr. Wang formerly worked as an accountant in Yantai Yangma North Hotel (烟台養馬島北方大酒店). Mr. Wang joined the Company in February 2001 and worked as accountant, chief accountant, deputy manager and manager in various subsidiaries of the Company. Mr. Wang is also the vice-president, financial controller of the Group and the secretary to the Board.

Non-executive Directors

Mr. Liu Tsung-Yi (劉宗宜), aged 58, is a non-executive Director. He has been a non-executive Director of the Company since 22 June 2009. Mr. Liu is the deputy general manager of the business integration division of Uni-President Enterprises Corp., a company listed on the Taiwan Stock Exchange Corporation (stock code: 1216) and the general manager of President International Development Corporation. He joined Uni-President Enterprises Corp. in July 1996, and was subsequently appointed as the head of its investment analysis section. In 2000, he was transferred to President International Development Corporation, and was responsible for its investments. He has also been the manager of the treasury division of Uni-President Enterprises Corp. since 2004. Currently, Mr. Liu is also the president/director of certain member companies of Uni-President Enterprises Corp., amongst which President Securities Corp. is a company listed on the Taiwan Stock Exchange Corporation (stock code: 2855); Tait Marketing and Distribution Co., Ltd. is a company listed on the Taipei Exchange (stock code: 5902). Mr. Liu has over 25 years of experience in banking, corporate finance, M&A, private equity, and business strategy. Before joining Uni-President Enterprises Corp., he was the head of the credit and loan unit of the Taipei branch of Cosmos Commercial Bank. Mr. Liu obtained a bachelor degree in laws from National Chengchi University in 1989, a master degree in business administration from National Taiwan University in 1991, and a degree of Doctor of philosophy in Finance from National Chung Hsing University in 2020.

As at the date of this announcement, Mr. Liu Tsung-Yi held 195,400 H Shares of the Company, representing 0.06% of the total issued share capital of the Company.

Mr. Zhang Wei (張偉), aged 58, is a college graduate. He has been a non-executive Director of the Company since 18 June 2024. 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.* (烟台崑龍溫泉有限公司) 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.* (烟台崑龍置業有限公司), the executive director and general manager of Yantai Kunlong Hotel Co., Ltd.* (烟台崑龍大酒店有限公司), the executive director of Yantai Andre Real Estate Development Co., Ltd.* (烟台安德利房地產開發有限公司), and the director and general manager of Yantai Hongan Real Estate Development Co., Ltd.* (烟台弘安置業發展有限公司). He has been serving as the president of Shandong Andre Group Co., Ltd.* (山東安德利集團有限公司) since April 2024.

Independent Non-executive Directors

Mr. Gong Fan (龔凡), aged 61, is an independent non-executive Director since 26 May 2022. He graduated from Xi'an Jiaotong University (西安交通大學) in July 1987 with a Bachelor's degree in Industrial Management Engineering (工業管理工程). Mr. Gong has over 30 years of experience in finance and is a certified public accountant and a certified valuer in the PRC. Mr. Gong worked in Beihai Finance Bureau in Guangxi Province (廣西北海市財政局) from 1987 to 1992; and Beihai Accounting Firm* (北海會計師事務所) and Zhong He Accounting Firm* (中和會計師事務所) from 1993 to 2000 as a registered accountant. Mr. Gong was the Chief Finance Officer of the Company and Secretary of the Board from 2001 to 2003, a director and Chief Financial Officer of Henan Ping Gao Electric Co., Ltd.* (河南平高電氣股份有限公司) (its shares are listed on the Shanghai Stock Exchange, stock code: 600312) from 2003 to 2004, Chief Investment Officer of Creat Tian Cheng Investment Holding Co., Ltd.* (科瑞天誠投資控股有限公司) from 2005 to 2015. He was the vice president of Beijing Hongyuan Chuangjia Holdings Co., Ltd.* (北京宏遠創佳控股有限公司) from January 2015 to May 2023. Mr. Gong served as an independent non-executive Director of the Company from June 2011 to January 2017, and has served as a non-independent director of Guangdong Jingyi Metal Co., Ltd.* (廣東精藝金屬股份有限公司) (its shares are listed on the Shenzhen Stock Exchange, stock code: 002295) since May 2019.

Ms. Wang Yan (王雁), aged 67, is an independent non-executive Director since 26 May 2022. Ms. Wang graduated from TAFE in Western Australia and Curtin University majoring in English and IT software. Ms. Wang has 20 years of experience in enterprise operation and management. Ms. Wang served as the assistant to general manager in Raymond Industrial Limited (its shares are listed on The Stock Exchange of Hong Kong Limited, stock code: 229) from 1993 to 1996, deputy general manager in High Sun Industrial Co., Ltd. from 2002 to 2006, deputy general manager in DEUTZ Energy Systems Technology Beijing Company from 2006 to 2011, Chief Financial Officer and Compliance Officer in Hong Kong China International Medical Rescue Co., Ltd.* (香港中國國際醫療救援有限公司) from 2011 to 2018, and a consultant in the Beijing Representative Office of the American Heart Association from 2018 to 2019.

Mr. Wang Chang Qing (王常青), aged 57, graduated from the University of San Francisco in the United States with a doctorate degree in management. Mr. Wang has over 30 years of experience in enterprise operation and management. Mr. Wang served as the business manager and representative in the United States for China South Industries Group Corporation from 1999 to 2008; the manager of North Andre Juice (USA), Inc., a subsidiary of the Company in the United States, from 2000 to 2010; the Asia Pacific region manager and partner of Eblana Photonics Ltd. since 2010; and the senior partner of Autoliv Inc. and Compal USA, Inc. since 2013.

Shareholder Representative Supervisors

Mr. Yu Cheng Bo (于成波), aged 55, holds a high-school diploma. Mr. Yu joined the Company in July 2000 and has successively served as the operator, the workshop leader, the workshop supervisor and the deputy general manager of the Company, the general manager of Dalian Andre Juice Co., Ltd. * (大連安德利果蔬汁有限公司), and the general manager of Yantai Longkou Andre Juice Co.,

Ltd.* (烟台龍口安德利果汁飲料有限公司). He served as the deputy general manager of the Company from April 2024 to January 2025. He has been serving as the general manager of Liquan Andre Juice Co., Ltd.* (禮泉安德利果蔬汁有限公司) since February 2025.

Mr. Liang Jian Hao (梁建浩), aged 49, holds a junior high school diploma. Mr. Liang joined the Company in October 2000 and has successively served as the operator, the workshop leader, the deputy workshop supervisor, the workshop supervisor of the Company, the assistant to the general manager of Xuzhou Andre Juice Co., Ltd. (徐州安德利果蔬汁有限公司), the assistant to the general manager of Baishui Andre Juice Co., Ltd. (白水安德利果蔬汁有限公司) and the deputy general manager of Liquan Andre Juice Co., Ltd.* (禮泉安德利果蔬汁有限公司). He served as the deputy general manager of Yongji Andre Juice Co., Ltd. (永濟安德利果蔬汁有限公司) in May 2022. He has been serving as the general manager of Yongji Andre Juice Co., Ltd. (永濟安德利果蔬汁有限公司) since February 2025.

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

The Board, with the assistance and recommendation from the nomination committee of the Company, has reviewed the structure, size, composition and diversity of the Board from a number of aspects, and the professional experience, skills and expertise Mr. Gong Fan, Ms. Wang Yan and Mr. Wang Chang Qing can provide. The Board is of the view that the educational qualifications, background and experiences of Mr. Gong Fan, Ms. Wang Yan and Mr. Wang Chang Qing can create valuable and relevant visions and hence contribute to the diversity of the Board. The Board also considers that, Mr. Wang Chang Qing will make positive contributions to the Group's development, strategies and performance during his tenure as an independent non-executive Director with his independent advice and suggestions coupled with his general understanding of the business of the Group. The nomination committee of the Company had assessed and reviewed the written confirmations of independence of Mr. Gong Fan, Ms. Wang Yan and Mr. Wang Chang Qing based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that Mr. Gong Fan, Ms. Wang Yan and Mr. Wang Chang Qing remain independent. In view of the above factors, the Board would recommend Mr. Wang Chang Qing for proposed appointment as an independent non-executive Director and Mr. Gong Fan and Ms. Wang Yan for proposed re-election at the AGM.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in respect of each of the aforesaid Directors who offered themselves for re-election or is to be newly appointed or Shareholder representative Supervisors to be newly appointed.

Each of the Directors who offered themselves for re-election or is to be newly appointed is entitled to a remuneration of RMB120,000 per annum for his or her directorship in the Company. Each of the Shareholder representative Supervisors to be newly appointed is entitled to a remuneration of RMB80,000 per annum for his or her position as a Supervisor, which will be paid based on his or her performance evaluation. The remuneration plans are subject to Shareholders' approval at the AGM.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Company announces that, in light of the changes in the share capital of the Company, the Board proposed to amend the Articles of Association of the Company at the Board meeting held on 26 March 2025. Details of the proposed amendments to the Articles of Association are set out in the Appendix to this announcement.

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

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

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

Yantai, the PRC, 26 March 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 Directors 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*

APPENDIX

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

PROPOSED AMENDMENTS TO THE MAIN BODY OF THE ARTICLES OF ASSOCIATION

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

Table of comparison of the Articles of Association before and after revision

Existing provisions	Revised provisions (Deletions are presented in the deletion line and the revision are presented in bold and underlined form.)
Article 16 The total shares of the Company is 349,000,000 shares: 349,000,000 ordinary shares, of which 270,536,000 shares are held by shareholders of domestic shares and 78,464,000 shares are held by shareholders of overseas listed foreign shares.	Article 16 The total shares of Company is 349,000,000 <u>341,200,000</u> shares: 349,000,000 <u>341,200,000</u> ordinary shares, of which 270,536,000 shares are held by shareholders of domestic shares and 78,464,000 <u>70,664,000</u> shares are held by shareholders of overseas listed foreign shares.
Article 17 The registered capital of the Company shall be RMB349,000,000 yuan.	Article 17 The registered capital of the Company shall be RMB 349,000,000 <u>341,200,000</u> yuan.