
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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)

2024 PROFIT DISTRIBUTION PLAN

A letter from the Board is set out on pages 3 to 5 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 People's Republic of China (the "PRC") at 2:00 p.m. on Thursday, 12 June 2025.

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 27 May 2025.

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 Holders of H Shares, 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.

27 May 2025

* 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 Shares”	domestic shares with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Shanghai Stock Exchange
“EGM” or “Extraordinary General Meeting”	the 2025 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 Thursday, 12 June 2025 at 2:00 p.m.
“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
“Directors”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Holders of A Shares”	the holder(s) of A Shares
“Holders of H Shares”	the holder(s) of H Shares
“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\$
“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
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Latest Practicable Date”	26 May 2025, being the latest practicable date for ascertaining certain information contained in this circular prior to its publication
“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
“Share(s)”	the A Share(s) and the H Share(s)
“Shareholder(s)”	holder(s) of the Shares
“%”	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. Zhang Hui
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 Directors:

Mr. Liu Tsung-Yi
Mr. Zhang Wei

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. Wang Chang Qing

27 May 2025

To the Shareholders

Dear Sir or Madam,

2024 PROFIT DISTRIBUTION PLAN

(I) INTRODUCTION

References are made to (i) the announcement of the Company dated 20 May 2025, in relation to, among other things, the 2024 profit distribution plan of the Company; and (ii) the notice of EGM dated 27 May 2025.

The purpose of this circular is to provide you with information regarding, among other matters, the above proposed resolution and seek your approval of the ordinary resolution relating to the aforesaid matter to be proposed at the EGM.

(II) 2024 PROFIT DISTRIBUTION PLAN

The consolidated operating income of Company in 2024 was approximately RMB1,417.9870 million. The Company recorded a net profit of RMB260.7032 million, among which the net profit attributable to the Shareholders of the Company amounted to RMB260.7032 million. After drawing down statutory surplus reserve in accordance with the provisions of the Company Law of the People's Republic of China and the Articles of Association, the actual distributable profit of the Company to the Shareholders as at 31 December 2024 amounted to approximately RMB2,224.7270 million.

LETTER FROM THE BOARD

Taking into comprehensive consideration the long-term development of the Company and interests of the Shareholders, the 2024 profit distribution plan is as follows: the Company will distribute in the form of cash dividends, on the basis of 341,200,000 Shares in the total share capital at present, the final dividend of RMB2.5 (tax inclusive) for every ten Shares to all Shareholders, amounting to RMB85.30 million in aggregate and accounting for 32.72% of the net profit attributable to ordinary shareholders of the parent company in the consolidated statements for 2024. The remaining undistributed profit will be carried forward to the subsequent year. The final dividend is denominated and declared in RMB, and will be paid in RMB to the Holders of A Shares and in HKD to Holders of H Shares.

(III) EXTRAORDINARY GENERAL MEETING

A resolution will be proposed at the Extraordinary General Meeting to approve, among other things, the 2024 profit distribution plan of the Company.

To the best of the Directors' knowledge, information and belief, no Shareholder is required to abstain from voting on the resolution 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 resolution mentioned above will be proposed were published on the Hong Kong Stock Exchange's website and the Company's website on 27 May 2025. 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 Holders of H Shares, 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 meeting or any adjourned meeting should you so wish.

For the matters relating to the attendance of the Extraordinary General Meeting 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.

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

The register of holders of H Shares will be closed from Tuesday, 10 June 2025 to Thursday, 12 June 2025 (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 Monday, 9 June 2025.

LETTER FROM THE BOARD

(V) 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 resolution set out in the notice relating to the Extraordinary General Meeting will be voted by poll.

(VI) 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.

(VII) RECOMMENDATION

The Directors consider that the aforesaid resolution is 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 resolution to be proposed at the Extraordinary General Meeting as set out in the notice of the Extraordinary General Meeting dated 27 May 2025.

(VIII) ADDITIONAL INFORMATION

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

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

NOTICE OF EGM

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



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 2025 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 Thursday, 12 June 2025 to consider and, if thought fit, pass the following resolution.

ORDINARY RESOLUTION

1. To consider and approve the resolution in relation to the profit distribution plan for the year ended 31 December 2024.

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

Yantai, the PRC, 27 May 2025

As of the date of this notice, the executive Directors of the Company are Mr. Wang An, Mr. Zhang Hui, 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. Wang Chang Qing.

Notes:

1. For the purpose of determining who may attend the EGM to be held on Thursday, 12 June 2025, the register of holders of H Shares will be closed from Tuesday, 10 June 2025 to Thursday, 12 June 2025 (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 Monday, 9 June 2025.

* For identification purposes only

NOTICE OF EGM

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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll. As such, the resolution 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 Holders of H Shares) 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.