
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 notices and the forms of proxy dispatched on 21 April, 2023 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) PROPOSED ANNUAL PROFIT DISTRIBUTION PLAN;**
- (2) ESTIMATES FOR DAILY RELATED PARTY TRANSACTIONS IN 2023;**
- (3) PROPOSED APPOINTMENT OF DIRECTORS;**
- (4) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (5) CHANGE OF THE USE OF THE PROCEEDS AND CAPITAL INCREASE IN A WHOLLY-OWNED SUBSIDIARY; AND**
- (6) PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE H SHARES**

A letter from the Board is set out on pages 4 to 12 of this circular.

The Annual General Meeting will be held at the Conference Room, 2nd Floor, Andre Building, No. 889 Xincheng Avenue, Muping District, Yantai City, Shandong Province, the People's Republic of China ("PRC") at 2:00 p.m. on Thursday, 25 May, 2023, and the Class Meeting for Holders of H Shares will be held immediately after the Annual General Meeting and the Class Meeting for Holders of A Shares.

The notices of the Annual General Meeting and the Class Meeting for Holders of H Shares and relevant forms of proxy for use at such meetings were published on the Hong Kong Stock Exchange's website and the Company's website on 21 April, 2023, and would be dispatched to you on the same day.

Whether or not you are able to attend the respective meetings, you are strongly urged to complete and sign the enclosed forms 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 relevant meeting(s) or any adjourned meeting(s) should you so wish.

21 April, 2023

* 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
“AGM” or “Annual General Meeting”	the Annual General Meeting of the Company for the year ended 31 December, 2022 to be held at the Conference Room, 2nd Floor, Andre Building, No. 889 Xincheng Avenue, Muping District, Yantai City, Shandong Province, the PRC on Thursday, 25 May, 2023 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
“Class Meetings”	the Class Meeting for Holders of A Shares and the Class Meeting for Holders of H Shares or any of their adjourned meeting(s)
“Class Meeting for Holders of A Shares”	the Class Meeting of Holders of A Shares of the Company to be held at the Conference Room, 2nd Floor, Andre Building, No. 889 Xincheng Avenue, Muping District, Yantai City, Shandong Province, the PRC, at 3:00 p.m. on Thursday, 25 May, 2023, or any adjourned meeting(s) thereof
“Class Meeting for Holders of H Shares”	the Class Meeting of Holders of H Shares of the Company to be held at the Conference Room, 2nd Floor, Andre Building, No. 889 Xincheng Avenue, Muping District, Yantai City, Shandong Province, the PRC at 3:30 p.m. on Thursday, 25 May, 2023, or any adjourned meeting(s) thereof
“Class Holders”	Holders of A Shares and Holders of H Shares
“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
“connected person(s)”	has the meaning ascribed thereto in the Hong Kong Listing Rules
“CSRC”	China Securities Regulatory Commission
“Directors”	director(s) of the Company

DEFINITIONS

“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
“Latest Practicable Date”	18 April, 2023, 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
“Repurchase General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase H Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of H Shares in issue as of the date of the passing of the relevant resolutions at the Annual General Meeting and the Class Meetings
“RMB”	Renminbi, the lawful currency of the PRC
“Shanghai Listing Rules”	the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange
“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

DEFINITIONS

“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as amended from time to time
“%”	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 Yan Hui

Non-executive Directors:

Mr. Liu Tsung-Yi
Mr. Zhang Hui

Independent Non-executive Directors:

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

Registered Office:

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

Principal Place of Business in Hong Kong:

Flat A
2/F, Hong Kong Industrial Building
444-452 Des Voeux Road West
Shek Tong Tsui
Hong Kong

21 April, 2023

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED ANNUAL PROFIT DISTRIBUTION PLAN;
(2) ESTIMATES FOR DAILY RELATED PARTY TRANSACTIONS IN 2023;
(3) PROPOSED APPOINTMENT OF DIRECTORS;
(4) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(5) CHANGE OF THE USE OF THE PROCEEDS AND CAPITAL INCREASE IN
A WHOLLY-OWNED SUBSIDIARY; AND
(6) PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE H
SHARES**

(I) INTRODUCTION

References are made to (i) the announcement of the Company dated 31 March, 2023, in relation to, among other matters, (a) proposed annual profit distribution plan; (b) estimates for daily related party transactions in 2023; (c) proposed re-election or appointment of Directors and proposed appointment of Shareholder representative Supervisors; and (d) proposed amendments to the Articles of Association; (ii) the announcement of the Company dated 20 March, 2023, in relation to, among

* For identification purpose only

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other matters, change of the use of the proceeds and capital increase in a wholly-owned subsidiary; and (iii) the notices of the Annual General Meeting and the Class Meeting for Holders of H Shares dated 21 April, 2023.

The purposes of this circular are to provide you with information regarding the resolutions to be proposed below, among other matters, (i) proposed annual profit distribution plan; (ii) estimates for daily related party transactions in 2023; (iii) proposed appointment of Directors; (iv) proposed amendments to the Articles of Association; (v) change of the use of the proceeds and capital increase in a wholly-owned subsidiary; and (vi) proposed grant of general mandate to repurchase H Shares, in order to seek your approval of the ordinary resolutions and special resolutions relating to the aforesaid matters to be proposed at the Annual General Meeting and the Class Meeting for Holders of H Shares.

(II) PROPOSED ANNUAL PROFIT DISTRIBUTION PLAN

The Board has resolved to recommend a final dividend of approximately RMB35,770,000 (inclusive of tax), or RMB1.00 per every 10 shares for 2022. The proposal to declare and pay this final dividend will be submitted to the Shareholders at the forthcoming annual general meeting to be held on 25 May, 2023. Final dividend of A Shares will be distributed and paid in RMB, while final dividend of H Shares will be declared in RMB and paid in HKD. The final dividend will be paid to those H Shares holders whose names appear on the Company's register of members at the close of business on 8 June, 2023. To determine the identity of the H Shares holders entitled to receive the final dividend, the register of holders of H Shares will be closed from 6 June, 2023 to 8 June, 2023 (both days inclusive) during which no transfer of H Shares will be registered. In order to qualify for entitlement to the proposed final dividend, 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 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on 5 June, 2023. For A Shares holders, those whose names appear on the Company register of members at the close of business on 20 July, 2023 will be qualified for entitlement to the proposed final dividend. The final dividend is expected to be distributed on 21 July, 2023.

(III) ESTIMATES FOR DAILY RELATED PARTY TRANSACTIONS IN 2023

In 2023, the Company plans to sell products to Uni-President China Holdings Ltd. (統一企業中國控股有限公司) (“**Uni-President China Holdings**”), Ton Yi (China) Investment Co., Ltd.* (統實(中國)投資有限公司) (“**Ton Yi**”), Yantai DSM Andre Pectin Co., Ltd.* (烟台帝斯曼安德利果膠股份有限公司) (“**DSM Andre Pectin**”), Mitsui & Co., Ltd. (“**Mitsui**”); purchase steam and electricity from Yantai Yitong Biological Energy Co., Ltd.* (烟台億通生物能源有限公司) (“**Yantai Yitong**”) and purchase construction and installation services from Yantai Andre Construction and Installation Engineering Co., Ltd.* (烟台安德利建築安裝工程有限公司) (“**Andre Construction and Installation**”). Such transactions are daily related party transactions of the Company.

Reference is made to the announcement dated on 31 December, 2022 in relation to renewal of and entering into continuing connected transactions. As disclosed in such announcement, the daily related party transactions between the Company and Uni-President China Holdings, Ton Yi, Yantai Yitong

LETTER FROM THE BOARD

and Andre Construction and Installation constitute continuing connected transactions under Chapter 14A of the Hong Kong Listing Rules. As the highest applicable percentage ratios of such transactions exceed 0.1% but are less than 5%, such transactions are subject to annual review and announcement requirements but exempt from the independent Shareholders' approval requirement under the Hong Kong Listing Rules.

The daily related party transactions between the Company and DSM Andre Pectin and Mitsui do not constitute continuing connected transactions under Chapter 14A of the Hong Kong Listing Rules.

Although the abovementioned daily related party transactions are exempt from or not subject to the independent Shareholders' approval requirement under the Hong Kong Listing Rules, according to the requirements of the laws, regulations and normative documents such as Shanghai Listing Rules, the estimated amounts of such transactions shall be submitted to the general meeting of the Company for consideration and approval. Details are set out in the Appendix I to this announcement.

(IV) PROPOSED APPOINTMENT OF DIRECTORS

The Board hereby announces that, 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 of the Board, relevant resolutions have been passed at the Board meeting held on 31 March, 2023, Mr. Wang Kun and Ms. Wang Meng were proposed to be elected as executive Directors at the AGM.

The ordinary resolutions regarding proposed appointment of Directors shall be submitted to the AGM for consideration with a term commencing from the date of approval for his/her appointment at the AGM and ending on the expiration of the term of office of the eighth session of the Board.

Details of biography of the above newly nominated Directors are set out as follows:

Mr. Wang Kun (王坤), aged 42, is a member of the Communist Party of the People's Republic of China. Mr. Wang Kun held high school diploma. Mr. Wang Kun joined the Company in August 2000. He served successively as the director of the production department, assistant to the president of the Company and the general manager of a subsidiary of the Company. From June 2018 to May 2022, he served as a shareholder representative supervisor of the Company. Mr. Wang Kun served as the chairman and general manager of Yantai Hengda Cement Co., Ltd.* (烟台亨達水泥有限公司), the general manager of Yantai Hengtong Thermoelectricity Co., Ltd.* (烟台亨通熱電有限公司), the chairman of Yantai Andre Construction and Installation Engineering Co., Ltd. (烟台安德利建築安裝工程有限公司), the executive director and general manager of Yantai Muping Kunlun Gas Co., Ltd.* (烟台牟平區昆侖燃氣有限公司) and the chairman and general manager of Yantai Yitong Bio-energy Co., Ltd.* (烟台億通生物能源有限公司). Currently, he is the director of Yantai Hengda Cement Co., Ltd.* (烟台亨達水泥有限公司) and a supervisor of Yantai DSM Andre Pectin Co., Ltd. (烟台帝斯曼安德利果膠股份有限公司).

Ms. Wang Meng (王萌), aged 35, has been serving as the vice president of the Company since 27 May, 2022. Ms. Wang is a Canadian with a bachelor's degree. She worked at Hony Capital (Beijing) Co., Ltd.* (弘毅投資(北京)有限公司) from October 2012 to March 2014. She served as the director

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of Rich Spring Holdings Limited since September 2013 and the director of Hongan International Company Limited since September 2014. She served as the financial management director of Harvest Wealth Management Co., Ltd. from April 2014 to May 2019. She has been serving as the vice chairman of Yantai Kunlong Hot Spring Co., Ltd.* (烟台崑龍溫泉有限公司) and Yantai Xiping Construction and Installation Co., Ltd.* (烟台新平建安工程有限公司) since June 2019, 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, 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 the director of Yantai Yangma Island Andre Resort Co., Ltd.* (烟台養馬島安德利度假村有限公司) since September 2021.

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

As at the Latest Practicable Date, Ms. Wang Meng (a) indirectly holds 100% equity interests in Donghua Fruit Industry Co., Ltd., which in turn holds 65,779,459 A shares of the Company, representing 18.39% of the total issued share capital of the Company; and (b) holds the entire issued share capital of Hongan International Investment Co., Ltd., which in turn holds 17,222,880 H Shares of the Company, representing 4.81% of the total issued share capital of the Company. Ms. Wang Meng was deemed to be interested in the abovementioned equity interests through her interests in Donghua Fruit Industry Co., Ltd. and Hongan International Investment Co., Ltd.

Each of the newly appointed Directors is entitled to a remuneration of RMB80,000 per annum for his or her directorship in the Company, which will be paid based on his or her performance evaluation. The remuneration plans are subject to shareholders' approval at the AGM.

As far as the Directors of the Company are aware and save as disclosed above, none of the newly appointed Directors (i) holds 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) holds any other major appointment and professional qualification; (iii) has any relationship with any Directors, senior management, 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 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 the aforesaid newly appointed Directors.

The appointment of above Directors (if approved by shareholders) is subject to approval of proposed amendments to the Articles of Association described below by shareholders at the AGM. If the proposed amendments to the Articles of Association is not approved by Shareholders, the appointment of above Directors will not be effective even if such appointment is approved by Shareholders.

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(V) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated on 31 March, 2023. In light of the Company's operation and development needs and actual circumstances, as well as amendments to Appendix III to the Hong Kong Listing Rules, the Company proposed to amend the Articles of Association. Details are set out in the Appendix II to this announcement.

The proposed amendments to the Articles of Association are subject to the consideration and approval of the Shareholders at the Annual General Meeting and Class Meetings.

(VI) CHANGE OF THE USE OF THE PROCEEDS AND CAPITAL INCREASE IN A WHOLLY-OWNED SUBSIDIARY

An ordinary resolution will be proposed at the AGM and the Class Meetings to pass the proposal on change of the use of the proceeds and capital increase in a wholly-owned subsidiary, the full text of which is set out in Appendix III to this circular.

(VII) PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE H SHARES

The Company will propose a special resolution at each of the Annual General Meeting, the Class Meeting for Holders of A Shares and the Class Meeting for Holders of H Shares to grant the Directors the Repurchase General Mandate to purchase H Shares in issue with an aggregate nominal value not exceeding 10% of the aggregate nominal value of H Shares in issue as of the date of the passing of such resolution.

The Company Law of the People's Republic of China provides that a joint stock limited company incorporated in the PRC may not repurchase its shares unless such repurchase is effected for (i) reducing its share capital; (ii) a merger with another entity that holds the shares of the Company; (iii) granting shares for the employee stock ownership plan or share incentive; (iv) the repurchase is made at the request of its shareholders who disagree with shareholders' resolutions in connection with merger or division of the company; (v) the repurchased shares are used for the corporate bonds convertible into shares of the listed company; or (vi) the repurchase is necessary for maintaining the value of the listed company and the interests of its shareholders. The Articles provide that, subject to the approval of the relevant regulatory authorities and compliance with laws, administrative regulations, departmental rules and the Articles, share repurchase may be effected by the Company if such action has become a necessity for maintaining corporate value and the interests of the Shareholders.

The Hong Kong Listing Rules permit shareholders of a PRC joint stock limited liability company to grant a general mandate to the Directors to repurchase H shares of such company that are listed on the Hong Kong Stock Exchange. Such mandate is required under the Articles to be given by way of a special resolution passed by the Shareholders in the general meeting and special resolutions passed by Holders of A Shares and Holders of H Shares in separate class meetings.

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As the H Shares are traded on the Hong Kong Stock Exchange in Hong Kong dollars and the price payable by the Company upon any repurchase of H Shares will, therefore, be paid in Hong Kong dollars, the registration and filing with the competent foreign exchange administrative authority of the PRC or an administrative body authorized thereby is required.

In accordance with the relevant requirements of the Articles applicable to capital reduction, the Company will have to notify its creditors of the passing of such special resolutions and the reduction to the registered capital of the Company that would occur should the Directors decide to exercise the Repurchase General Mandate. Such notification has to be given in writing to the Company's creditors within 10 days after the passing of the resolution in respect of capital reduction and also by way of publication of a press announcement within 30 days after the passing of such special resolution. Creditors then have a period of up to 30 days after the Company's written notification or if no such notification has been received, up to 45 days after the publication of the press announcement to require the Company to repay amounts due to them or to provide guarantees in respect of such amounts.

Accordingly, approval is being sought from the Shareholders for a general mandate to repurchase H Shares in issue. In accordance with the legal and regulatory requirements described above, the Directors will convene the Annual General Meeting, the Class Meeting for Holders of A Shares and the Class Meeting for Holders of H Shares. At each of such meetings, a special resolution will be proposed to grant to the Directors a general mandate to repurchase H Shares in issue on the Hong Kong Stock Exchange with an aggregate nominal value not exceeding 10% of the aggregate nominal value of H Shares in issue as of the date of the passing of such resolution.

The Repurchase General Mandate will be conditional upon:

- (i) the special resolution in respect of the grant of the Repurchase General Mandate being approved at each of the Annual General Meeting, the Class Meeting for Holders of A Shares and the Class Meeting for Holders of H Shares;
- (ii) the approval of the relevant PRC regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate; and
- (iii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount using internal resources) pursuant to the notification procedure set out in the relevant article of the Articles.

If the above conditions are not fulfilled, the Repurchase General Mandate will not be exercisable by the Directors.

LETTER FROM THE BOARD

The Repurchase General Mandate would expire on the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of the relevant special resolution at each of the Annual General Meeting, the Class Meeting for Holders of A Shares and the Class Meeting for Holders of H Shares;
- (ii) the expiration of a period of 12 months following the passing of the relevant special resolution at each of the Annual General Meeting, the Class Meeting for Holders of A Shares and the Class Meeting for Holders of H Shares; or
- (iii) the date on which the authority granted to the Board set out in the relevant special resolution is revoked or varied by a special resolution of the Shareholders at any general meeting or by a special resolution of Holders of A Shares or Holders of H Shares at their respective class meetings.

Details of the Repurchase General Mandate are set out in the notices of the Annual General Meeting and the Class Meeting for Holders of H Shares dated 21 April, 2023. An explanatory statement giving certain information regarding the Repurchase General Mandate is set out in Appendix IV to this circular.

(VIII) ANNUAL GENERAL MEETING, THE CLASS MEETING FOR HOLDERS OF A SHARES AND THE CLASS MEETING FOR HOLDERS OF H SHARES

Resolutions will be proposed at the Annual General Meeting to approve, among other matters, (i) proposed annual profit distribution plan; (ii) estimates for daily related party transactions in 2023; (iii) proposed appointment of Directors; (iv) proposed amendments to the Articles of Association; (v) change of the use of the proceeds and capital increase in a wholly-owned subsidiary; and (vi) proposed grant of general mandate to repurchase H Shares. The resolutions in respect of the proposed amendments to the Articles of Association, change of the use of the proceeds and capital increase in a wholly-owned subsidiary and the proposed grant of general mandate to repurchase H Shares will also be proposed at each of the Class Meetings for approval. Pursuant to the Shanghai Listing Rules, Uni-President China Holdings, Guangzhou President Enterprises Corp.* (廣州統一企業有限公司), Chengdu President Enterprises Food Co., Ltd.* (成都統一企業食品有限公司), China Pingan Investment Holdings Limited, Hongan International Investment Co. Ltd. (弘安國際投資有限公司), Shandong Andre Group Co., Ltd.* (山東安德利集團有限公司), Donghua Fruit Industry Co., Ltd. and Mitsui shall abstain from voting at the Annual General Meeting for resolution regarding to approve the estimates for daily related party transactions of the Company in 2023. Save as disclosed above, to the best of the Directors' knowledge, information and belief, no other shareholder is required to abstain from voting on the resolution in respect of the estimates for daily related party transactions in 2023 at the Annual General Meeting. In addition, to the best of the Directors' knowledge, information and belief, no other shareholder is required to abstain from voting on other resolutions proposed at the Annual General Meeting or Class Meetings.

The notices and the relevant forms of proxy regarding the convening of the Annual General Meeting and the Class Meeting for Holders of H Shares 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

LETTER FROM THE BOARD

21 April, 2023. Whether or not you are able to attend the respective meetings, you are strongly urged to complete and sign the enclosed forms 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, 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.

For matters concerning the Holders of A Shares participated in the Annual General Meeting and the Class Meeting for Holders of A Shares, the Shareholders may refer to the notices of meeting and other relevant documents published by the Company on the website of the Shanghai Stock Exchange at (www.sse.com.cn).

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

The register of holders of H Shares will be closed from Monday, 22 May, 2023 to Thursday, 25 May, 2023 (both days inclusive) during which period no transfer of H Shares will be registered. In order to qualify to attend and vote at the Annual General Meeting and the Class Meeting for Holders of H Shares, 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 Friday, 19 May, 2023.

(X) 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 notices relating to the Annual General Meeting and the Class Meetings for Holders of H Shares will be voted by poll.

(XI) 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.

(XII) 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 Annual General Meeting and the Class Meeting for Holders of H Shares as set out in the notice of the Annual General Meeting and the notice of the Class Meeting for Holders of H Shares dated 21 April, 2023.

LETTER FROM THE BOARD

(XIII) ADDITIONAL INFORMATION

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

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

* *For identification purpose only*

I. GENERAL INFORMATION OF DAILY RELATED PARTY TRANSACTIONS**(I) Overview of Daily Related Party Transactions**

1. The Company has entered into the Product Purchase Framework Agreement with Uni-President China Holdings on 30 December, 2021, to sell the Company's products such as juice concentrate, etc., to Uni-President China Holdings. The estimated transaction amount in 2023 will not exceed RMB21 million.
2. The Company has entered into the Product Purchase Framework Agreement with Ton Yi on 30 December, 2021, to sell the Company's products such as juice concentrate, etc., to Ton Yi. The estimated transaction amount in 2023 will not exceed RMB21 million.
3. The Company will sell pomace and juice products to DSM Andre Pectin. The estimated transaction amount in 2023 will not exceed RMB50 million.
4. The Company will sell its products such as juice concentrate, etc., to Mitsui. The estimated transaction amount in 2023 will not exceed RMB90 million.
5. The Company has entered into the Product Purchase Framework Agreement with Yantai Yitong on 30 December, 2021, to purchase products of steam and electricity, etc., from Yantai Yitong. The estimated transaction amount in 2023 will not exceed RMB30 million.
6. The Company has entered into the Construction and Installation Services Framework Agreement for years of 2022-2024 with Andre Construction and Installation on 30 December, 2021, to purchase construction and installation services from Andre Construction and Installation. The estimated transaction amount in 2023 will not exceed RMB30 million.

(II) Estimates and Implementation of Previous Daily Related Party Transactions

Types of related party transaction	Related party	Estimated cap for 2022 (RMB'0000)	Actual amount for 2022 (RMB'0000)
Provision of products, warehousing and other services to related parties	Uni-President China Holdings	2,100.00	2,050.76
	Ton Yi	2,100.00	1,226.56
	DSM Andre Pectin	5,000.00	1,902.23
	Mitsui	9,000.00	7,636.54
Purchase fuels and power from related party	Yantai Yitong	3,000.00	1,971.74
Provision of construction and installation service by related party to the Company	Andre Construction and Installation	3,000.00	1,888.74

(III) Estimated Amounts and Types of Daily Related Party Transactions for This Year

Types of related party transaction	Related party	Estimated amount (RMB'0000)
Provision of products, warehousing and other services to related parties	Uni-President China Holdings	2,100.00
	Ton Yi	2,100.00
	DSM Andre Pectin	5,000.00
	Mitsui	9,000.00
Purchase of fuels and power from related party	Yantai Yitong	3,000.00
Provision of construction and installation services by related party to the Company	Andre Construction and Installation	3,000.00

Explanation on the material difference between actually incurred amount and the estimated amount of the daily related party transactions from the Board

The Company's estimated amounts for daily related party transactions were prepared based on its own operating requirements and the annual caps for transactions required by the Hong Kong Stock Exchange. The actual amount incurred is determined based on the actual transactions between both parties. In order to prevent the actual amount of transactions incurred from exceeding the annual cap, there is a difference between the estimated amount and the actual amount incurred. The abovementioned difference is in line with normal business practices and will not have a material impact on the Company's daily operations and results.

Explanation on the material difference between actually incurred amount and the estimated amount of the daily related party transactions from independent Directors

After review, the explanation by the Board on the actual occurrence of daily related party transactions with material difference from the estimates is in line with the actual situation. The abovementioned related party transactions are priced fairly and in accordance with the principles of fairness, justice and openness, and there are no circumstances that are detrimental to the interests of the Company and its shareholders, especially the interests of minority shareholders, which will not have any impact on the independence of the Company.

II. RELATED PARTIES AND RELATED RELATIONSHIPS**(I) Related Relationships with the Company****1. Uni-President China Holdings**

Uni-President China Holdings holds 237,000 H shares of the Company, and it holds 63,746,040 A shares of the Company through its wholly-owned subsidiaries, Chengdu President Enterprises Food Co., Ltd.* (成都統一企業食品有限公司) (“**Chengdu President**”) and Guangzhou President Enterprises Corp.* (廣州統一企業有限公司) (“**Guangzhou President**”), representing approximately 17.89% of the total issued share capital of the Company. The Article 6.3.3 of the Shanghai Listing Rules stipulates that “the CSRC, the Shanghai Stock Exchange or listed companies may, in accordance with the principle of substance over form, identify other legal persons (or other organizations) or natural persons who have special relationships with the listed company that may cause or have caused the listed company to favor its interests as related parties of the listed company”, pursuant to which, Uni-President China Holdings is a related party to the Company.

2. Ton Yi

Ton Yi is a non-wholly owned subsidiary of Uni-President Enterprises Corp (“**Uni-President Enterprises**”). Uni-President Enterprises holds 63,746,040 A shares of the Company through its wholly-owned subsidiaries, Chengdu President and Guangzhou President, and holds 237,000 H shares of the Company through Uni-President China Holdings, representing approximately 17.89% of the total issued share capital of the Company. The Article 6.3.3 of the Shanghai Listing Rules stipulates that “the CSRC, the Shanghai Stock Exchange or listed companies may, in accordance with the principle of substance over form, identify other legal persons (or other organizations) or natural persons who have special relationships with the listed company that may cause or have caused the listed company to favor its interests as related parties of the listed company”, pursuant to which, Ton Yi is a related party to the Company.

3. DSM Andre Pectin

Mr. Wang An and Mr. Zhang Hui, both Directors of the Company, are also directors of DSM Andre Pectin. According to the Clause 3 of Article 6.3.3 of the Shanghai Listing Rules, DSM Andre Pectin is a related party of the Company.

4. Mitsui

Mitsui holds over 5% shares of the Company. Pursuant to the Clause 4 of Article 6.3.3 of the Shanghai Listing Rules, Mitsui is a related party of the Company.

5. *Yantai Yitong*

The substantial shareholders of Yantai Yitong are Shandong Andre Group Co., Ltd.* (山東安德利集團有限公司) (“**Andre Group**”) and Hongan International Investment Co. Ltd. (弘安國際投資有限公司) (“**Hongan International**”), controlling shareholders of the Company. Pursuant to the Clause 2 of Article 6.3.3 of the Shanghai Listing Rules, Yantai Yitong is a related party of the Company.

6. *Andre Construction and Installation*

The substantial shareholders of Andre Construction and Installation are Andre Group and Hongan International, controlling shareholders of the Company. Pursuant to the Clause 2 of Article 6.3.3 of the Shanghai Listing Rules, Andre Construction and Installation is a related party of the Company.

(II) Analysis of the implementation and performance of previous related party transactions

The abovementioned related parties have performed their duties under the related party transactions with the Company in the previous period normally and have not defaulted. The current operation and financial position of the related parties are normal and they are capable of performance.

III. MAIN CONTENTS AND PRICE POLICIES OF RELATED PARTY TRANSACTIONS

The Company provides products such as juice concentrates, warehousing and other services to Uni-President China Holdings, Ton Yi and Mitsui; to purchase fuels and power for production purpose from Yantai Yitong; and to purchase construction and installation services from Andre Construction and Installation. DSM Andre Pectin purchases pomace and juice products from the Company. Price policies of related party transactions were made by referring to market prices. There is no material difference between actual price and market price.

The Company has entered into daily related party transactions framework agreements with Uni-President China Holdings, Ton Yi, Yantai Yitong and Andre Construction and Installation. For details, please refer to the announcement dated 31 December, 2021, which is in relation to Signing Daily Related Party Transactions Framework Agreements for years 2022-2024.

IV. PURPOSE OF RELATED PARTY TRANSACTIONS AND IMPACTS ON LISTED COMPANY

The daily related party transactions between the Company and the related parties are necessary for the normal operation of the Company, which follow the principles of openness, fairness and impartiality, and the transaction prices are fairly and reasonably determined with reference to market prices, so as to further reduce costs and prevent risks while ensuring the normal operation of production and operation activities. The expected daily connected transactions will not affect the independence of the Company. The Company’s main business will not be dependent on the related parties as a result of the such transactions. Such transactions will not affect the Company’s ability to continue operation. Such transactions will neither adversely affect the Company’s financial position and operating results, nor be detrimental to the interests of the Company and its shareholders.

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

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

<p style="text-align: center;">Before Amendments</p>	<p style="text-align: center;">After Amendments (with amendments in bold and underlined)</p>
<p>Article 87</p> <p>.....</p>	<p>Article 87</p> <p>.....</p> <p><u>Where the shareholder is a recognized clearing house (or its proxy) within the meaning of the Securities and Futures Ordinance of Hong Kong, the shareholder may authorise a representative of the Company or one or more persons as it thinks fit to act as its representative(s) at any shareholders' general meeting or any class meeting of shareholders or creditors' meeting provided that the proxy (ies) shall have the same statutory rights as other shareholders, including the right to speak and vote; however, if more than one person is so authorised, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorised. The persons so authorised may exercise the rights on behalf of the recognized clearing house (or its agent) as if they were the individual shareholders of the Company.</u></p>

Before Amendments	After Amendments (with amendments in bold and underlined)
<p>Article 132 The Company shall establish a Board of Directors, which shall be responsible to the Shareholders' Meeting. The Board of Directors shall be composed of seven directors, who shall include three executive directors and four external directors (refer to the directors not taking the internal positions of the Company). The external directors include one non-executive director and three independent non-executive directors (refer to the directors not taking the internal positions of the Company and independent from the shareholders of the Company). The Board of Directors shall have one chairman and one or two deputy chairmen as required.</p>	<p>Article 132 The Company shall establish a Board of Directors, which shall be responsible to the Shareholders' Meeting. The Board of Directors shall be composed of <u>nine</u> directors, who shall include three executive directors and four external directors (refer to the directors not taking the internal positions of the Company). The external directors include one non-executive director and three independent non-executive directors (refer to the directors not taking the internal positions of the Company and independent from the shareholders of the Company). The Board of Directors shall have one chairman and one or two deputy chairmen as required.</p>
<p>Article 133</p> <p>.....</p> <p>Any person appointed as a director by the Board to fill a casual vacancy on or as an addition to the Board of Directors shall hold office until the next annual general meeting of the Company, and shall then be eligible for re-election.</p> <p>.....</p>	<p>Article 133</p> <p>.....</p> <p>Any person appointed as a director by the Board to fill a casual vacancy on or as an addition to the Board of Directors shall hold office until the next annual general meeting <u>first annual general meeting</u> of the Company <u>after his/her appointment</u>, and shall then be eligible for re-election.</p> <p>.....</p>

Before Amendments	After Amendments (with amendments in bold and underlined)
<p>Article 243 If there is a vacancy in the position of the accounting firm, the Board of Directors may appoint an accounting firm to fill such vacancy before the convening of the shareholders’ general meeting. However, if other accounting firms are holding the position of the accounting firm of the Company while such vacancy still exists, such accounting firms shall continue to act.</p>	<p>Article 243 If there is a vacancy in the position of the accounting firm, the Board of Directors may <u>Company shall hold a special general meeting as soon as possible to</u> appoint an accounting firm to fill such vacancy before the convening of the shareholders’ general meeting. However, if other accounting firms are holding the position of the accounting firm of the Company while such vacancy still exists, such accounting firms shall continue to act.</p>
<p>Article 245 The remuneration of an accounting firm or the manner in which such remuneration is to be decided shall be determined by the shareholders’ general meeting. The remuneration of an accounting firm appointed by the Board of Directors shall be determined by the Board of Directors.</p>	<p>Article 245 The remuneration of an accounting firm or the manner in which such remuneration is to be decided shall be determined by the shareholders’ general meeting. The remuneration of an accounting firm appointed by the Board of Directors shall be determined by the Board of Directors.</p>

The details of the resolution on change of the use of the proceeds and capital increase in a wholly-owned subsidiary are as follows:

References are made to the announcements of Company dated 30 August, 2017, 20 December, 2018, 18 January, 2019, 4 March, 2019, 30 July, 2020, 28 August, 2020, 4 September, 2020, 7 September, 2020, 9 September, 2020, 10 September, 2020, 14 September, 2020 and 17 September, 2020, the circulars of the Company dated 9 October, 2017, 16 May, 2018, 10 May, 2019 and 8 April, 2020, in relation to, among other things, the A share offering of the Company, and the announcement of the Company dated 31 December, 2021 and the circular of the Company dated 18 January, 2022, in relation to, among other things, the termination of the original proceeds-invested project and change of the use of part of the proceeds and capital increase in a wholly-owned subsidiary.

I. OVERVIEW OF THE PROCEEDS

(I) Basic information of the proceeds

As approved by the China Securities Regulatory Commission in the Reply on the Approval of the Initial Public Offering of Yantai North Andre Juice Co., Ltd.* (Zheng Jian Xu Ke [2020] No.1914) and with permission from the Shanghai Stock Exchange, the Company has issued 20,000,000 RMB ordinary shares (A shares) in the initial public offering at an offering price of RMB7.60 per share. The total proceeds were RMB152,000,000 and the net proceeds were RMB121,500,000 after deducting the offering expenses of RMB30,500,000. KPMG Huazhen LLP reviewed the proceeds of the offering and issued Report on Capital Verification (KPMG Huazhen Yan Zi No. 2000713) on 14 September, 2020.

(II) Previous changes of the use of proceeds

On 30 December, 2021 and 16 February, 2022, the Company held the 20th meeting of the 7th session of the board of directors and the 2022 first special general meeting, respectively, to consider and approve the Proposal on Termination of the Original Proceeds-invested Project and Change of the Use of Part of the Proceeds and Capital Increase in a Wholly-owned Subsidiary, pursuant to which, the original proceeds-invested project “Construction of production line for multi-type fruit juice concentrate” was agreed to be terminated and RMB63,000,000 of the proceeds was used to increase the capital of Dalian Andre Juice Co., Ltd. (hereinafter referred to as “**Dalian Andre**”), a wholly-owned subsidiary of the Company, for the construction of 30-tonne production line for fruit juice concentrate of Dalian Andre. For details, please refer to the announcement of the Company published on 31 December, 2022 at the website of The Stock Exchange of Hong Kong Limited, in relation to the Termination of the Original Proceeds-invested Project and Change of the Use of Part of the Proceeds and Capital Increase in a Wholly-owned Subsidiary.

On 25 March, 2022, Dalian Andre completed the change of industrial and commercial registration and obtained a new business licence, increasing its registered capital from RMB80 million to RMB143 million. The construction of 30-tonne production line for fruit juice concentrate of Dalian Andre commenced in March 2022 with a construction period of 6

months. The construction was completed in August 2022 and put into production in September. 2,437-tonne apple juice concentrate and 878-tonne pear juice concentrate were produced during the year. Due to the special nature of seasonal production in the juice concentrate industry, the products produced in the current year need to be sold in the next year. Therefore, based on the current selling price of apple juice concentrate and pear juice concentrate, the estimated profit is RMB6.66 million, and the estimated net profit margin is 20%, which is slightly higher than the net profit margin of 19.13% in the feasibility report. According to the calculation results, the benefits generated by the products produced in 2022 of this project can reach the expected value of the Company's investment.

As of the end of February 2023, Dalian Andre had used RMB56,510,400.53 of the proceeds, of which RMB41,465,874.68 was used for investment in fixed assets, RMB15,044,525.85 was used as working capital, and the remaining proceeds (including interest income) amounted to RMB6,965,967.64.

(III) The use of proceeds

As of 28 February, 2023, the use of proceeds from the initial public offering of A shares of the Company was as follows:

Unit: RMB

No.	Item	Project type	Implementa- tion entity	Committed investment amount of proceeds	Proposed investment amount of proceeds before the change	Proposed investment amount of proceeds after the change	Amount of proceeds that have been invested	Remaining balance of the proceeds (including interest income after deducting handling fees)
1	Construction of production line for multi-type fruit juice concentrate	Original project	The Company	122,500,000.00	122,500,000.00	-	2,035,100.00	62,144,091.08
2	Construction of 30-tonne production line for fruit juice concentrate of Dalian Andre	Previous changed project	Dalian Andre	-	-	63,000,000.00	56,510,400.53	6,965,967.64
Total				<u>122,500,000.00</u>	<u>122,500,000.00</u>	<u>63,000,000.00</u>	<u>58,545,500.53</u>	<u>69,110,058.72</u>

II. SPECIFIC REASONS FOR THE PROPOSED CHANGE IN USE OF PROCEEDS

Yongji Andre Juice Co., Ltd. (hereinafter referred to as “Yongji Andre”), a wholly-owned subsidiary of the Company, is located in the place with abundant production and excellent quality in both peach

and hawthorn. Upon preliminary investigation, the Company is of the view that the demand for concentrated fruit juice products such as peach juice and hawthorn juice from customers both at home and abroad has increased in recent years. In order to meet customer demand, optimize the Company's product structure and enrich the category of the Company's products, the Company will build a new production line for peach juice and hawthorn juice at Yongji Andre. The construction project will increase the Company's production of these two products and enhance the diversity of these products, through the optimization of the Company's production capacity layout and expansion of the Company's production and operation scale, so as to further meet customer demand for different products. By enhancing customer loyalty, it is conducive to the Company continuing to maintain and consolidate its market share and leading position in the field of fruit juice concentrate, thereby facilitating the enhancement of the Company's profitability and market competitiveness, and creating a new profit growth point for the Company.

In order to increase the efficiency of the use of proceeds and investment returns from the proceeds, and enhance the Company's competitiveness, the Company proposes to invest RMB62.60 million in the construction of the new project, of which RMB62.1441 million of the proceeds will be used (the final amount will be subject to the remaining amount of the proceeds received by Yongji Andre by way of remittance after being considered and approved by the shareholders' general meeting), and the short amount will be made up by its own funds.

In conclusion, the change of the use of proceeds is a prudent decision made by the Company based on factors such as changes in the market environment and the Company's business development needs, and will not adversely affect the Company's production and operation. There is no instance of change of the investment of proceeds in violation of regulations and prejudice to the interests of shareholders, especially minority shareholders.

III. SPECIFIC DETAILS OF THE PROPOSED CHANGE IN THE USE OF PROCEEDS

(I) Information about the new designated account for the proceeds and the capital increase

1. Overview

The board of directors of the Company permitted the Company to invest RMB62.60 million in Yongji Andre for the purpose of implementing a new project, of which RMB62.1441 million of the proceeds will be used (the final amount will be subject to the remaining amount of the proceeds received by Yongji Andre by way of remittance after being considered and approved by the shareholders' general meeting), and the short amount will be made up by its own funds. Yongji Andre will open a new designated deposit account for the proceeds and entered into the four-party custody agreement after the matter has been considered and approved by the shareholders' general meeting of the Company, and will deposit and manage the proceeds for the capital increase in accordance with the law.

The proposed capital increase amounts to RMB62.60 million, converted at the exchange rate of RMB6.94 to USD1 as published on 1 March, 2023. Upon completion of the capital increase, Yongji Andre's registered capital will increase from USD12.96 million to USD21.98 million, and Yongji Andre will remain a wholly-owned subsidiary of the Company. The funds for the capital increase will be paid in installments based on the progress of the new project. This capital increase is in line with the Management Measures for the Use of Proceeds, and there is no disguised change in the investment with the proceeds and prejudice to the interests of shareholders.

2. *Basic information about the target of the capital increase*

Company name	Yongji Andre Juice Co., Ltd.	Legal representative	Zhang Hui	Registered capital	USD12.96 million
Establishment time	22 January, 2007			Company type	Limited liability company
Registration address	No. 109 Shushui East Street, Yongji, Yuncheng City, Shanxi Province				
Principal business	Production of food, beverages, food additives, and feedstuff				
Shareholding structure	Shareholder name			Contribution amount (USD0'000)	Contribution amount (%)
	Before capital increase	Yantai North Andre Juice Co., Ltd.*		972	75
		ANDRE JUICE CO., LTD.		324	25
	After capital increase	Yantai North Andre Juice Co., Ltd.*		1,874	85.26
ANDRE JUICE CO., LTD.		324	14.74		

(II) **Decision-making process for the change of the use of the proceeds**

On 20 March, 2023, the Company held the 7th meeting of the 8th session of the board of directors and the 4th meeting of the 8th session of the supervisory committee to consider and approve the Proposal on the Change of the Use of the Proceeds and Capital Increase in a Wholly-owned Subsidiary. The directors, independent directors, supervisors, and sponsor of the Company expressed their opinions approving the proposal. This matter is required to submit to the shareholders' general meeting of the Company for consideration and approval.

The change of the use of proceeds does not constitute a related party transaction under the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and material asset restructuring under Management Measures for Material Asset Restructuring of Listed Companies.

(III) Particulars of the new project after the change

1. Project name: Construction projects for 40-tonne production line for peach juice concentrate and 10-tonne production line for hawthorn juice concentrate of Yongji Andre Juice Co., Ltd.
2. Project implementing entity: Yongji Andre Juice Co., Ltd. (wholly-owned subsidiary of the Company)
3. Subject matter of the project: Construction of 40-tonne production line for processing peach juice concentrate and 10-tonne production line for hawthorn juice concentrate.

Project location: Yongji Andre Juice Co., Ltd. at inside No. 109 Shushui East Street of Yongji

This project is constructed in the original plant area and does not involve new land acquisition.

Project duration: From March 2023 to August 2023

4. Investment plan

The total investment in the project is expected to be RMB62.60 million, including project costs of RMB38.1104 million, other expenses for engineering construction of RMB3.3544 million, project preparation fees of RMB3.3352 million and initial working capital of RMB17.80 million. Total investment estimate is as follows:

Summary table of estimated total investment for the construction project

No.	Construction Item	Unit	Quantity	Unit price (in RMB)	Total price (RMB'000)
	Total investment				6,260
I	Project costs				3,811.04
a	Building and installation engineering cost				311.04
b	Workshop	m ²	2,592	1,200	311.04
c	Equipment				3,500
II	Other expenses for engineering construction				335.44
a	Construction unit management fee	%		Marginal rate progressive method	62.17
b	Engineering survey fee	%	0.8	Construction and installation cost	2.49
c	Engineering design fee			Interpolation method	123.30
d	Feasibility study, environmental assessment and other expenses			Interpolation method	20.00
e	Engineering supervision fee			Interpolation method	91.95

No.	Construction Item	Unit	Quantity	Unit price (in RMB)	Total price (RMB0'000)
f	Labor safety and health evaluation fee	%	0.1	Project costs	3.81
g	Engineering insurance fee	‰	0.6		14.12
h	Site preparation and temporary facilities fee	%	0.8	Construction and installation cost	2.49
i	Joint trial-commissioning fee	%	0.2	Project costs	7.62
j	Employee training fee	Person	50	600/person	3.00
k	Office and living furniture procurement fee	Person	50	900/person	4.50
III	Preparation fees	%	8	1+2 as the base	333.52
IV	Initial working capital				1,780

5. Estimation of economic benefits

The annual sales revenue generated from the project can amount to RMB17.15 million with normal annual after-tax profit of RMB3.3966 million. The Company can contribute RMB1.1133 million in taxes to the state each year, demonstrating better profitability. The project enjoys better financial and economic benefits, with an after-tax investment payback period of 9.73 years (including the construction period). The breakeven point of the project's production amounts to 43.54%, indicating a certain level of risk resistance.

Table of main technical and economic indicators

No.	Name	Unit	Quantity
1	Total construction area	m²	2,592
2	Estimated total investment	RMB0'000	6,260
2.1	Fixed assets	RMB0'000	4,480
2.1.1	Project costs	RMB0'000	3,811.04
2.1.2	Other expenses for engineering construction	RMB0'000	335.44
2.1.3	Preparation fees	RMB0'000	333.52
2.2	Initial working capital	RMB0'000	1,780
3	Key economic indicators		
3.1	Normal annual operating income	RMB0'000	1,715
3.2	After-tax financial internal rate of return	%	6.92
3.3	Normal annual net profit	RMB0'000	339.66
3.4	Annual national tax contribution	RMB0'000	111.33
3.5	After-tax investment payback period	Year	9.73
3.6	Breakeven point	%	43.54

In conclusion, the proceeds-invested project is in line with our national industrial policies, and through the addition of new products, the production scale will be expanded to meet the diverse needs of customers and the needs for consumption upgrade of end consumers. It has good economic and social benefits, which is conducive to improving the efficiency of the use of proceeds and is feasible.

IV. MARKET PROSPECTS, FEASIBILITY AND ISSUES AND COUNTERMEASURES OF THE NEW PROJECT

(I) Market prospects

Chinese consumers pay increasing attention to natural foods and the intake of nutrients, and the demand for various functional drinks in China will also follow the global trend and gradually expand. In the future, the juice industry in China will be more fragmented by launching more segmented functional juice drinks. The construction projects for 40-tonne production line for peach juice concentrate and 10-tonne production line for hawthorn juice concentrate will be constructed by Yongji Andre in response to the trend, and will expand its current production scale in line with the market segmentation of the juice industry.

(II) Feasibility

1. Core advantage

Core technology is a company's core advantage, and Yongji Andre has strong technical and talent advantages in processing concentrated liquids (juice, pulp). Additionally, the company has a team of highly skilled staff. The company has advantages in the construction of a new project that are difficult for other companies to enjoy.

2. Abundant raw material resources

The three major peach-growing regions in China are mainly located in the provinces of Shanxi, Shaanxi, and Gansu. The peach-growing area and peach production in these three provinces account for approximately 10% and 15% of that in China, respectively. The peach-growing area is mainly concentrated in Yuncheng of Shanxi Province (Wanrong, Linyi, Pinglu and other counties), Weinan (Dali County) and Tianshui of Gansu Province (Qinan County). These regions enjoy a moderate altitude, sufficient sunlight, deep soil horizon and good fruit flavor with better quality and high yield per unit area. The peach-growing area in Yuncheng alone has reached 460,000 mu, with 100,000 mu of the hawthorn-growing area.

With the gradual expansion of the fruit industry and the increasing scale of planting, the problem of concentrated sales period of mature fruits is becoming more and more stringent. As the support of the fresh peach market, the processing industry still needs to be vigorously developed at present.

In conclusion, the construction of a new project is both necessary and feasible.

(III) Issues and countermeasures

1. Reasonably and scientifically design the construction site and arrange for construction schedule.
2. Continuously conducting self-improvement and development, especially by paying attention to the development trends of new technologies, new processes, new equipment, and new products in the industry, upgrading technology in a timely manner, improving equipment and producing new products that meet market demands, thereby achieving better economic and social benefits.
3. To reduce investment risks and improve equipment utilization, it is necessary to strengthen market research and industrial cooperation.
4. The Company should strengthen cooperation with professional universities and research institutes, by utilizing their talent advantages, technological advantages, and experimental equipment advantages, and combining their advantages with the its advantages in directly serving vast consumers, so as to quickly transform scientific and technological achievements into productivity that meets the consumption needs of the general public.

V. THE CHANGED PROCEED-INVESTED PROJECT IS SUBJECT TO THE APPROVAL OF RELEVANT AUTHORITY

The Company still needs to complete the procedures for construction filing and approval for environmental assessment in accordance with the requirements of relevant laws and regulations.

The Company will pay close attention to the industry's policy reforms and developments, actively analyse and study the macro and micro national policies, actively communicate and coordinate with the competent authorities at all levels and actively push forward and implement the approval, filing and other procedures of the project to promote the smooth implementation of the new project.

VI. OPINIONS OF INDEPENDENT DIRECTORS, SUPERVISORY COMMITTEE, AND SPONSORS ON CHANGE OF THE USE OF THE PROCEEDS AND CAPITAL INCREASE IN A WHOLLY-OWNED SUBSIDIARY

(I) Opinions of independent directors

The independent directors believe that the Company will make the change to invest the remaining proceeds into the “construction project of production line for 40-tonne peach juice concentrate and 10-tonne hawthorn juice concentrate of Yongji Andre” based on the actual situation of the Company. Such change is beneficial for improving the efficiency of the use of the proceeds, in line with the long-term development needs of the Company and the interests

of shareholders as a whole, without prejudice to the interests of the Company and shareholders. Such change has gone through the necessary decision-making procedures and is in compliance with relevant requirements of the Guidelines for the Supervision and Administration on Listed Companies No. 2 - Supervision and Administration Requirements for Listed Companies on the Management and Use of Proceeds, the Shanghai Stock Exchange Self-Regulatory Supervision Guidelines for Listed Companies No. 1 —Standardized Operation, the Articles of Association and Management Measures for Proceeds. The independent directors approved the relevant matters concerning the change of the use of the proceeds and agreed to submit the same to the shareholders' general meeting for consideration and approval.

(II) Opinions of the supervisory committee

The supervisory committee believes that the review procedure of the Company's change of the use of the proceeds and capital increase in a wholly-owned subsidiary complies with the relevant regulations of the China Securities Regulatory Commission and the Shanghai Stock Exchange, and the review and voting results are legal and valid. The change is a decision made by the Company based on the actual market situation and combined with the Company's competitive projects, which is beneficial for improving the efficiency of the use of the proceeds, enhancing the Company's profitability, safeguarding the interests of shareholders as a whole, and meeting the long-term development needs of the Company. There is no instance of prejudice to the interests of the Company and shareholders. The supervisory committee agreed to submit the same to the shareholders' general meeting for consideration and approval.

(III) Review opinions of the sponsor

Upon verification, the sponsor is of the view that: the change of proceeds-invested projects is considered and approved at the meeting of the board of directors and the supervisory committee, with explicit consent of independent directors, which complies with relevant requirements of the Guidelines for the Supervision and Administration on Listed Companies No. 2 - Supervision and Administration Requirements for Listed Companies on the Management and Use of Proceeds, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, Guidelines for the Self-Regulatory and Supervision for Listed Companies on Shanghai Stock Exchange No. 1 – Standardized Operation and the Company's management system of proceeds. The matter relating to the change can only be implemented after the approval of the Company's general meeting. In conclusion, the sponsor has no objection to the change of the use of proceeds and capital increase in a wholly-owned subsidiary.

This appendix serves as an explanatory statement, as required by the Hong Kong Listing Rules, to provide the requisite information to enable you to make an informed decision on whether to vote for or against the special resolution to approve the grant of the Repurchase General Mandate.

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(I) THE HONG KONG LISTING RULES

The Hong Kong Listing Rules permit companies with a primary listing on the Hong Kong Stock Exchange to repurchase their securities on the Hong Kong Stock Exchange subject to certain restrictions. Repurchases must be funded out of funds legally available for the purpose and in accordance with the company's constitutional documents and the applicable laws of the jurisdiction in which the company is incorporated or otherwise established. Any premium payable on a repurchase over the par value of the shares may be effected out of book balance of distributable profits of the company or proceeds of a new issue of shares made for such purpose.

(II) REASONS FOR REPURCHASE OF H SHARES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase H Shares in the market. Such repurchase may, depending on the market conditions and funding arrangement at the time, lead to an enhancement of the earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

(III) REGISTERED CAPITAL

As of the Latest Practicable Date, the registered capital of the Company as filed with the relevant company registration agency of the PRC was RMB357,700,000, comprising 87,164,000 H Shares of RMB1.00 each and 270,536,000 A Shares of RMB1.00 each.

(IV) EXERCISE OF THE REPURCHASE GENERAL MANDATE

Subject to the passing of the special resolution approving the grant of the Repurchase General Mandate at each of the Annual General Meeting, the Class Meeting for Holders of A Shares and the Class Meeting for Holders of H Shares, the Directors will be granted the Repurchase General Mandate until the end of the Relevant Period (as defined in the special resolution in each of the notices of Annual General Meeting and the Class Meeting for Holders of H Shares).

Additionally, the exercise of the Repurchase General Mandate is subject to the approvals of the relevant PRC regulatory authorities as required by the laws, rules and regulations of the PRC being obtained and the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such

amount using internal resources) pursuant to the notification procedure set out in the relevant article of the Articles. The notification to the creditors will not be issued until the Annual General Meeting, the Class Meeting for Holders of A Shares and the Class Meeting for Holders of H Shares to be convened have approved the Repurchase General Mandate by way of special resolutions.

The exercise in full of the Repurchase General Mandate (on the basis of 87,164,000 H Shares in issue as of the Latest Practicable Date and no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the Annual General Meeting, the Class Meeting for Holders of A Shares and the Class Meeting for Holders of H Shares) would result in a maximum of 8,716,400 H Shares being repurchased by the Company during the Relevant Period, being the maximum of 10% of the total H Shares in issue as of the date of the passing of the relevant resolutions at the Annual General Meeting, the Class Meeting for Holders of A Shares and the Class Meeting for Holders of H Shares.

The Repurchase General Mandate would expire on the earlier of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of the relevant special resolutions at the Annual General Meeting, the Class Meeting for Holders of A Shares and the Class Meeting for Holders of H Shares;
- (b) the expiration date of the 12-month period following the passing of the relevant special resolutions at the Annual General Meeting, the Class Meeting for Holders of A Shares and the Class Meeting for Holders of H Shares; or
- (c) the date on which the authority granted to the Board set out in the relevant special resolution is revoked or varied by a special resolution of the Shareholders at any general meeting or by holders of A Shares or holders of H Shares at their respective class meetings.

(V) FUNDING OF REPURCHASES

In repurchasing its H Shares, the Company intends to apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles and the applicable laws, rules and regulations of the PRC.

The Company is empowered by the Articles to purchase its H Shares. Any repurchases by the Company may only be made out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the proceeds of a new issue of shares made for such purpose. The Company may not purchase securities on the Hong Kong Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Hong Kong Stock Exchange from time to time.

Based on the financial position disclosed in the recently published audited accounts for the year ended 31 December, 2022, the Directors consider that there will not be any material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase General Mandate is to be exercised in full at any time during the proposed repurchase period. The number of

H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing and in the best interests of the Company.

(VI) STATUS OF REPURCHASED H SHARES

The Hong Kong Listing Rules provide that the listing of all the H Shares repurchased by the Company shall automatically be cancelled and the relevant share certificates shall be cancelled and destroyed. Under the PRC laws, the H Shares repurchased by the Company will be cancelled and the Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled.

(VII) H SHARES PRICES

The highest and lowest prices at which the H Shares have been traded on the Hong Kong Stock Exchange during each of the 12 months preceding the Latest Practicable Date were as follows:

	H Share prices	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2022		
April	6.14	5.88
May	7.10	5.97
June	6.97	6.38
July	7.03	6.45
August	7.85	6.49
September	6.84	6.10
October	6.59	5.85
November	6.23	6.00
December	6.79	6.26
2023		
January	6.66	6.20
February	6.85	6.46
March	6.59	6.35
April (up until the Latest Practicable Date)	6.51	6.35

(VIII) SUBSTANTIAL SHAREHOLDERS

As of the Latest Practicable Date, the interests of substantial Shareholders (as defined in the Hong Kong Listing Rules), were as follows:

Substantial Shareholder	Class of Shares	Number of Shares held	Approximate percentage of total share capital of the Company
Wang An and parties acting in concert (as defined under the Takeovers Code) with him	A Shares	166,789,960	46.63%
	H Shares	17,222,880	4.81%
Uni-President Enterprises Corp.	A Shares	63,746,040	17.82%
	H Shares	237,000	0.07%

(IX) GENERAL INFORMATION

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company or any of its subsidiaries under the Repurchase General Mandate if such is approved by the Shareholders.

The Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to repurchase the H Shares pursuant to the Repurchase General Mandate in accordance with the Hong Kong Listing Rules and the applicable laws of PRC.

No core connected person (as defined in the Hong Kong Listing Rules) of the Company has notified the Company that he has a present intention to sell H Shares to the Company or its subsidiaries, or has undertaken not to do so, if the Repurchase General Mandate is granted and is exercised.

(X) TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase General Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

Assuming that the substantial Shareholders do not dispose of their Shares, if the Repurchase General Mandate is exercised in full, the changes of percentage shareholdings of the substantial Shareholders are set forth as follows:

Substantial Shareholder	As of the Latest Practicable Date	After repurchase
Wang An and parties acting in concert with him	51.44%	52.73%
Uni-President Enterprises Corp.	17.89%	18.33%

Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Assuming that there is no issue of Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase General Mandate whether in whole or in part will not result in less than the relevant prescribed minimum percentage of the Shares being held by the public as required by the Hong Kong Stock Exchange. The Directors have no intention to exercise the Repurchase General Mandate to an extent which may result in a public shareholding of less than such minimum percentage.

The Directors are not aware of any consequences that may arise under the Takeovers Code and/or any similar applicable law of which the Directors are aware, if any, as a result of any repurchases made under the Repurchase General Mandate.

(XI) SHARE REPURCHASES MADE BY THE COMPANY

No buy-back has been made by the Company of its Shares (whether on the Hong Kong Stock Exchange or otherwise) in the last six months prior to the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING

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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Yantai North Andre Juice Co., Ltd.* (烟台北方安德利果汁股份有限公司) (the “Company”) for the year ended 31 December, 2022 will be held at 2nd Floor Conference Room, 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, 25 May, 2023 to consider and, if thought fit, pass the following resolutions. A circular which sets out the details of the following resolutions is expected to be dispatched to the shareholders of the Company (the “Shareholders”) on 21 April, 2023.

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company for the year ended 31 December, 2022;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December, 2022;
3. To consider and approve the annual report of the Company for the year ended 31 December, 2022;
4. To consider and approve the profit distribution plan for the year ended 31 December, 2022;
5. To consider and approve the resolution in relation to the remuneration of Directors and supervisors of the Company for the year ending 31 December, 2023;
6. To consider and approve the resolution in relation to re-appointment of Da Hua Certified Public Accountants as the external auditors of the Company for the year ending 31 December, 2023 and authorization to the Board to determine their remuneration;
7. To consider and approve the resolution in relation to the estimates for daily related party transactions of the Company in 2023;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

8. To consider and approve the resolution in relation to appointment of non-independent directors of the eighth session of the board of directors of the Company:
- 8.1 To consider and approve the appointment of Mr. Wang Kun as an executive director; and
- 8.2 To consider and approve the appointment of Ms. Wang Meng as an executive director;
9. To consider and approve the proposal on the change of the use of the proceeds and capital increase in a wholly-owned subsidiary.

SPECIAL RESOLUTIONS

10. To consider and approve the following resolution:
- THAT** approve the resolution in relation to change in number of directors of the Company and amendments to the Articles of Association;
11. To consider and approve the following resolution:
- THAT:**
- (1) subject to paragraphs (2) and (3) below, the Board be and is hereby granted an unconditional general mandate to repurchase the issued H shares of the Company (“**H Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) during the Relevant Period (as defined in paragraph (5) below), subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Hong Kong Stock Exchange or of any other governmental or regulatory body;
 - (2) subject to the approval in paragraph (1), the number of the H Shares authorized to be repurchased during the Relevant Period (as defined in paragraph (5) below) shall not exceed 10% of the number of the H Shares as of the date of the passing of this resolution;
 - (3) the approval in paragraph (1) above shall be conditional upon:
 - (a) the passing of a special resolution with the same terms as the resolution set out in this paragraph (except for this sub-paragraph (3)(a)) at an annual general meeting and at a class meeting of holders of A shares of the Company (“**A Shares**”);
 - (b) the approval of the relevant PRC regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate; and
 - (c) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided

NOTICE OF ANNUAL GENERAL MEETING

guarantee in respect of such amount using internal resource) pursuant to the notification procedure set out in the relevant article of the articles of association of the Company (the “**Articles**”);

- (4) subject to the approval of all relevant PRC regulatory authorities for the repurchase of such H Shares being granted, the Board be and is hereby authorized to:
- (a) amend the Articles as it thinks fit so as to reduce the registered share capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares as contemplated in paragraph (1) above; and
 - (b) file the amended Articles with the relevant governmental authorities of the PRC;
- (5) For the purposes of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until the earliest of:
- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
 - (b) the expiry date of the 12-month period following the passing of this resolution; or
 - (c) the date on which the authority granted to the Board set out in this resolution is revoked or varied by a special resolution of the Shareholders at any general meeting or by a special resolution of holders of H Shares or holders of A Shares at their respective general meetings.

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

Yantai, the PRC, 21 April, 2023

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. For the purpose of determining who may attend the AGM to be held on Thursday, 25 May, 2023, the register of holders of H Shares will be closed from Monday, 22 May, 2023 to Thursday, 25 May, 2023 (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 AGM, 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 for registration not later than 4:30 p.m. on Friday, 19 May, 2023 for registration.

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 Hong Kong Stock Exchange Limited, any vote of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notice of AGM 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 AGM.
3. Any Shareholder entitled to attend and vote at the AGM 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 AGM 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 AGM and any adjourned meeting thereof if you so wish.
6. In the case of joint registered holders of any shares of the Company ("**Shares**"), any one of such persons may vote at the AGM, 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 AGM 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 AGM 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 AGM.
8. For the matters relating to the attendance of the AGM 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.

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

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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 CLASS MEETING FOR HOLDERS OF H SHARES

NOTICE IS HEREBY GIVEN that the 2023 second class meeting (the “**H Shareholders’ Class Meeting**”) for the holders of H shares (“**H Shares**”) 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 2nd Floor Conference Room, Andre Tower, No. 889 Xincheng Avenue, Muping District, Yantai City, Shandong Province, the People’s Republic of China (the “**PRC**”) at 3:30 p.m. on Thursday, 25 May, 2023 to consider and, if thought fit, pass the following resolutions. A circular which sets out the details of the following resolutions is expected to be dispatched to the shareholders of the Company (the “**Shareholders**”) on 21 April, 2023.

ORDINARY RESOLUTION

1. To consider and approve the proposal on the change of the use of the proceeds and capital increase in a wholly-owned subsidiary;

SPECIAL RESOLUTIONS

2. To consider and approve the following resolutions:

THAT approve the resolution in relation to change in number of directors of the Company and amendments to the Articles of Association;

3. To consider and approve the following resolutions:

THAT:

- (1) subject to paragraphs (2) and (3) below, the Board be and is hereby granted an unconditional general mandate to repurchase the issued H shares of the Company (“**H Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) during the Relevant Period (as defined in paragraph (5) below), subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Hong Kong Stock Exchange or of any other governmental or regulatory body;

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NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

- (2) subject to the approval in paragraph (1), the number of the H Shares authorized to be repurchased during the Relevant Period (as defined in paragraph (5) below) shall not exceed 10% of the number of the H Shares as of the date of the passing of this resolution;
- (3) the approval in paragraph (1) above shall be conditional upon:
 - (a) the passing of a special resolution with the same terms as the resolution set out in this paragraph (except for this sub-paragraph (3)(a)) at an annual general meeting and at a class meeting of holders of A shares of the Company (“**A Shares**”);
 - (b) the approval of the relevant PRC regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate; and
 - (c) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount using internal resource) pursuant to the notification procedure set out in the relevant article of the articles of association of the Company (the “**Articles**”);
- (4) subject to the approval of all relevant PRC regulatory authorities for the repurchase of such H Shares being granted, the Board be and is hereby authorized to:
 - (a) amend the Articles as it thinks fit so as to reduce the registered share capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares as contemplated in paragraph (1) above; and
 - (b) file the amended Articles with the relevant governmental authorities of the PRC;
- (5) For the purposes of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
 - (b) the expiry date of the 12-month period following the passing of this resolution;

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

- (c) the date on which the authority granted to the Board set out in this resolution is revoked or varied by a special resolution of the Shareholders at any general meeting or by a special resolution of holders of H Shares or holders of A Shares at their respective general meetings.

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

Yantai, the PRC, 21 April, 2023

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

Notes:

1. Closure of Register of Members in Determining Shareholders' Entitlement for Attending the H Shareholders' Class Meeting

The register of holders of H Shares of the Company will be closed from Monday, 22 May, 2023 to Thursday, 25 May, 2023 (both days inclusive) during which period no transfer of H Shares will be registered. Any holder of the H Shares and whose name appears in the Company's register of members with Tricor Tengis Limited by 4:30 p.m. on Friday, 19 May, 2023 and have completed the registration process, will be entitled to attend and vote at the H Shareholders' Class Meeting.

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 this notice of H Shareholders' Class Meeting 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 class meeting.
3. Each holder of H Shares entitled to attend the H Shareholders' Class Meeting and having voting rights is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the H Shareholders' Class Meeting.
4. To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H Share registrar, Tricor Tengis Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 24 hours before the time for holding the H Shareholders' Class Meeting or any adjournment thereof in order for such documents to be valid.

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

5. Completion and return of the form of proxy will not preclude you from attending and voting at the H Shareholders' Class Meeting or any adjourned meeting thereof should you so wish.
6. In the case of joint registered holders of any shares of the Company ("**Shares**"), any one of such persons may vote at the H Shareholders' Class Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint holders are present at the H Shareholders' Class Meeting, the vote of the senior 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 H Shareholders' Class Meeting is expected to last for about half a day. Shareholders and their proxies attending the H Shareholders' Class Meeting are responsible for their own transportation and accommodation expenses. Shareholders and their proxies attending the H Shareholders' Class Meeting must produce their identity documents.