

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



烟台北方安德利果汁股份有限公司

Yantai North Andre Juice Co., Ltd.*

(a joint stock limited company incorporated in the People's Republic of China)

(Stock code : 2218)

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

NOTICE IS HEREBY GIVEN that the class meeting for the holders of H Shares (the “**Class Meeting**”) 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, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC at 11:30 a.m. on Tuesday, 26 June 2012 to consider and and, if though fit, pass the following resolutions (unless otherwise specified, the terms used in this circular shall have the same meanings as defined in the circular dated 10 May 2012):

1. To consider and pass the following resolution: **THAT:**

- (1) subject to and conditional upon the Company obtaining the approvals from the relevant PRC authorities and the listing committee of the Hong Kong Stock Exchange granting the listing of, and permission to deal in, the Consolidated H Shares, the consolidation of every ten (10) Shares of RMB0.10 each into one (1) Consolidated Share of RMB1.00 each, be and is hereby duly approved;
- (2) the change of the registered capital of the Company upon completion of the Share Consolidation from RMB426,553,600 (comprising 1,760,176,000 H Shares of RMB0.10 each and 2,505,360,000 Domestic Shares of RMB0.10 each) to RMB426,553,600 (comprising 176,017,600 Consolidated H Shares and 250,536,000 Consolidated Domestic Shares);
- (3) the Board be authorized to: (i) determine and implement at its discretion and with full authority the proposed Share Consolidation, including but not limit to the specific timing of the Share Consolidation, the issue of the relevant announcements, the application for the listing of, and permission to deal in, the Consolidated H Shares and the application for the acceptance of the Consolidated H Shares as eligible securities by HKSCC for deposit, clearance and settlement in CCASS; (ii) amend the Articles of Association as a result of the implementation of the Share Consolidation and submit the amended Articles of Association to the relevant authorities of the PRC and Hong Kong for approval, filing or registration; (iii) carry out such procedures, take such other actions and execute such documents as are in its discretion necessary and appropriate to effect and complete the proposed Share Consolidation; and (iv) delegate the power and authorization to any executive Directors to execute such documents as are in its discretion necessary to effect and complete the proposed Share Consolidation during the Relevant Period.

* For identification purpose only

For the purposes of this resolution, “**Relevant Period**” means the period from the date of passing this resolution until whichever is the earlier 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; 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 of the Company in a general meeting.

2. To consider and pass 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 on the Hong Kong Stock Exchange during the Relevant Period, 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) the aggregate nominal value of H Shares authorised to be repurchased subject to the approval in paragraph (1) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of the issued H Shares as at 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 the Class Meeting for Holders of Domestic Shares and the Class Meeting for Holders of H Shares of the Company to be convened for such purpose;
 - (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 resources) pursuant to the notification procedure set out in the relevant article of the Articles of Association of the Company;
- (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 authorised to:
 - (a) amend the Articles of Association of the Company 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 of Association of the Company with the relevant governmental authorities of the PRC.

For the purposes of this resolution, “**Relevant Period**” means the period from the date of passing this resolution until whichever is 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; 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 of the Company in a general meeting.

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

Yantai, the PRC
10 May 2012

As at the date of this notice, the executive Directors of the Company are Messrs. Wang An and Zhang Hui, the non-executive Directors are Messrs. Lin Wu-Chung, Liu Tsung-Yi and Jiang Hong Qi, and the independent non-executive Directors are Ms. Yu Shou Neng, Ms. Qu Wen, Mr. Gong Fan and Mr. Chow Kam Hung.

* For identification only

Notes:

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

The register of H Shareholders of the Company will be closed from Friday, 25 May 2012 to Tuesday, 26 June 2012 (both days inclusive) during which period no transfer of H Shares will be registered. Any holder of the H Shares of the Company and whose name appears in the Company’s register of H Shareholders with Tricor Tengis Limited by 4:30 p.m. on Thursday, 24 May 2012 and have completed the registration process, will be entitled to attend and vote at the Class Meeting.

The address of Tricor Tengis Limited is as follows:

26th Floor
Tesbury Centre
28 Queen’s Road East, Wanchai
Hong Kong
Fax: (852) 2810 8185

2. 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 this notice of Class Meeting will be voted by poll.
3. Each holder of H Shares entitled to attend the 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 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time for holding the Class Meeting or any adjournment thereof in order for such documents to be valid.
5. In the case of joint registered holders of any share, any one of such persons may vote at the 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 be present at the 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 member in respect of the joint holding.
6. Shareholders, who intend to attend the Class Meeting, must complete and return the reply slip for attending the Class Meeting and return them to the Company's principal place of business in Hong Kong at Unit 2805, 28/F, The Center, 99 Queen's Road C, Hong Kong (Fax: (852) 2587-9166) on or before Tuesday, 5 June 2012.
7. The Class Meeting is expected to last for less than half a day. Shareholders and their proxies attending the Class Meeting are responsible for their own transportation and accommodation expenses. Shareholders and their proxies attending the Class Meeting must produce their identity documents.