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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: 8259)**

## **ANNOUNCEMENT**

### **PRICE-SENSITIVE INFORMATION**

#### **MOU WITH UNI-PRESIDENT FOR ESTABLISHMENT OF A JOINT VENTURE COMPANY**

This announcement is made pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

The board of directors (the “**Board**”) of Yantai North Andre Juice Co., Ltd.\* (the “**Company**”) is pleased to announce that on 6 February 2009, the Company entered into a non-legally binding memorandum of understanding (the “**MOU**”) with Uni-President China Holdings Ltd. (“**Uni-President**”) for the formation of a joint venture company in Shandong, the People’s Republic of China (the “**PRC**”) to engage in the production of beverage products for Uni-President and other third parties (the “**Joint Venture Company**”).

The establishment of the Joint Venture Company is still subject to the obtaining of the necessary internal approvals of the Company and Uni-President and the entering into of a legally binding definitive agreement. Upon establishment, the Joint Venture Company will be owned as to 50% directly and indirectly by the Company and the remaining 50% by Uni-President. The Company and Uni-President will each contribute RMB50 million to the registered capital of the Joint Venture Company. The Company will also transfer certain land use rights to the Joint Venture Company, upon its establishment.

The Company is principally engaged in the business of manufacturing and sale of apple juice concentrate, pear juice concentrate, apple essence, feedstuff and related products. The H-shares of the Company are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited. Uni-President is a limited liability company incorporated in the Cayman Islands and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited. Uni-President is one of the leading manufacturers of beverages and instant noodles in the PRC.

As at the date of this announcement, Uni-President holds 186,329,594 domestic shares and 2,370,000 H-shares of the Company, representing approximately 4.37% and 0.06%, respectively, of the total issued share capital of the Company. In addition, on 12 December

2008, Uni-President has agreed to acquire an aggregate of 451,130,807 domestic shares of the Company, representing approximately 10.58% of the total issued share capital of the Company (the “**Acquisition**”). As at the date of this announcement, the Acquisition has not been completed. Details of the Acquisition are set out in the announcement of the Company dated 12 December 2008.

Upon completion of the Acquisition, Uni-President will have an aggregate interest of approximately 15.00% in the total issued share capital of the Company. Therefore, Uni-President will become a connected person of the Company by virtue of being a substantial shareholder of the Company upon completion of the Acquisition pursuant to Rule 20.11 of the GEM Listing Rules.

**The discussions between the Company and Uni-President regarding the establishment of the Joint Venture Company are at a preliminary stage which may or may not lead to a legally binding definitive agreement. Shareholders of the Company and potential investors should exercise caution when dealing in the H-shares of the Company.**

By order of the Board  
**Yantai North Andre Juice Co., Ltd.\***  
**Zheng Yue Wen**  
Chairman

Yantai, the PRC, 6 February 2009

As at the date hereof, the Board comprises:

Mr. Zheng Yue Wen (*Executive Director*)  
Mr. Wang An (*Executive Director*)  
Mr. Zhang Hui (*Executive Director*)  
Mr. Jiang Hong Qi (*Executive Director*)  
Mr. Lo Chih-Hsien (*Non-executive Director*)  
Mr. Wu Jian Hui (*Independent non-executive Director*)  
Ms. Yu Shou Neng (*Independent non-executive Director*)  
Ms. Qu Wen (*Independent non-executive Director*)

*The announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for seven days from the date of its posting and on the Company’s website at [www.andre.com.cn](http://www.andre.com.cn).*

*\* For identification purpose only.*