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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)

**(I) COMPLETION OF SHARE TRANSFERS; AND
(II) REVISION OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF
ASSOCIATION**

I. Completion of Share Transfers

Reference is made to the announcement of Yantai North Andre Juice Co., Ltd.* (烟台北方安德利果汁股份有限公司) (the “**Company**”) dated 12 December 2008 (the “**PSI Announcement**”) in relation to, among other matters, (1) the share transfer between Yantai Anlin Fruit Industry Co., Ltd.* (as transferor) and Chengdu President Enterprises Food Co., Ltd. and Guangzhou President Enterprises Co., Ltd. (as transferees) as well as (2) the share transfer between Mr. Yung Ka Hee Titus (as transferor) and Chengdu President Enterprises Food Co., Ltd. (as transferee) (collectively referred to as the “**Share Transfers**”). Chengdu President Enterprises Food Co., Ltd. and Guangzhou President Enterprises Co., Ltd. are wholly foreign owned enterprises established under the laws of the People’s Republic of China (the “**PRC**”). Both of them are also wholly-owned subsidiaries of Uni-President China Holdings Ltd. (together with its direct and indirect subsidiaries and shareholders, collectively referred to as “**Uni-President Group**”).

The Company received notices from the relevant parties to the Share Transfers that all conditions under the relevant share purchase agreements governing the Share Transfers have been fulfilled or waived, and that the Share Transfers were duly completed on 21 April 2009. Upon completion, Uni-President Group held approximately 25.44% and 0.13% of the total number of domestic shares and H shares of the Company respectively, and Uni-President Group’s aggregate interest in the total issued share capital of the Company increased from 4.43% to 15.00% accordingly.

II. Revision of the Proposed Amendments to the Articles of Association

Reference is also made to the announcement of the Company dated 22 December 2008 (the “**AOA Amendments Announcement**”) in relation to the proposed amendments to the Articles of Association of the Company (the “**Articles of Association**”). A special general meeting (the “**SGM**”) was held by the Company on 5 February 2009 whereby all the special resolutions in relation to the proposed amendments to the Articles of Association were approved by the shareholders of the Company (the “**Shareholders**”).

However, the Company was subsequently notified by Mr. Yung Ka Hee Titus, an existing Shareholder, and Mr. Rong Jia Xiang that the proposed transfer of 22,000,000 domestic shares of the Company by Mr. Yung Ka Hee Titus to Mr. Rong Jia Xiang (the “**Proposed Transfer**”) has been cancelled. Accordingly, the proposed amendments to the Articles of Association that were approved by the Shareholders at the SGM have been revised by deleting the amendments arising from the Proposed Transfer.

The revised amendments to Article 1 and Article 16 of the Articles of Association, which are affected by the cancellation of the Proposed Transfer, are as follows:

1. (a) Article 1 of the Articles of Association will remain unchanged.
- (b) Article 1 of the Articles of Association will be amended by adding the name and details of Guangzhou President Enterprises Co., Ltd. as follows:

“Guangzhou President Enterprises Co., Ltd.

Place of incorporation: the People’s Republic of China

Registered address: No. 788 Kangnan Road,
Nan Guang Town,
Huang Pu,
Guangzhou,
Guangdong,
the PRC

Registered representative: Lin Chang Sheng

Nationality of registered
representative: the Republic of China (Taiwan)”

- (c) the last paragraph of Article 1 of the Articles of Association be deleted:

“Yantai Anlin Fruit Industry Co., Ltd.* holding 394,585,400 domestic shares, Donghua Fruit Industry Co., Ltd. holding 626,340,000 promoter foreign shares, China Pingan Investment Holdings Limited holding 441,519,606 promoter foreign shares, Chengdu President Enterprises Food Co., Ltd. holding 186,329,594 domestic shares, Shandong Andre Group Co., Ltd.* (山東安德利集團有限公司) holding 746,585,400 domestic shares, Yung Ka Hee Titus holding 110,000,000 promoter foreign shares, the aforesaid shareholders hold 2,505,360,000 shares in total.”

and substituted by the following paragraph:

“Donghua Fruit Industry Co., Ltd. holding 657,794,593 promoter foreign shares, Shandong Andre Group Co., Ltd.* holding 746,585,400 domestic shares, China Pingan Investment Holdings Limited holding 441,519,606 promoter foreign shares, Yung Ka Hee Titus holding 22,000,000 promoter foreign shares, Chengdu President Enterprises Food Co., Ltd. holding 424,183,601 domestic shares, Guangzhou President Enterprises Co., Ltd. holding 213,276,800 domestic shares, the aforesaid shareholders hold 2,505,360,000 shares in total.”; and

2. the following paragraph of Article 16 of the Articles of Association be deleted:

“The Company’s existing share structure consists of 4,265,536,000 shares, of which Yantai Anlin Fruit Industry Co., Ltd.* holding 394,585,400 domestic shares (representing approximately 9.25% of the total share capital of the Company), Donghua Fruit Industry Co., Ltd. holding 626,340,000 promoter foreign shares (representing approximately 14.68% of the total share capital of the Company), Shandong Andre Group Co., Ltd.* holding 746,585,400 domestic shares (representing approximately 17.50% of the total share capital of the Company), China Pingan Investment Holdings Limited holding 441,519,606 promoter foreign shares (representing approximately 10.35% of the total share capital of the Company), Chengdu President Enterprises Food Co., Ltd. holding 186,329,594 domestic shares (representing 4.37% of the total share capital of the Company), Yung Ka Hee Titus holding 110,000,000 promoter foreign shares (representing approximately 2.58% of the total share capital of the Company), the aforesaid shareholders hold 2,505,360,000 shares in total (representing approximately 58.73% of the total share capital of the Company), holders of H shares listed on GEM hold 1,760,176,000 shares (representing approximately 41.27% of the total share capital of the Company).”

and substituted by the following paragraph:

“The Company’s existing share structure consists of 4,265,536,000 shares, of which Donghua Fruit Industry Co., Ltd. holding 657,794,593 promoter foreign shares (representing approximately 15.42% of the total share capital of the Company), Shandong Andre Group Co., Ltd.* holding 746,585,400 domestic shares (representing approximately 17.50% of the total share capital of the Company), China Pingan Investment Holdings Limited holding 441,519,606 promoter foreign shares (representing approximately 10.35% of the total share capital of the Company), Yung Ka Hee Titus holding 22,000,000 promoter foreign shares (representing approximately 0.52% of the total share capital of the Company), Chengdu President Enterprises Food Co., Ltd. holding 424,183,601 domestic shares (representing 9.94% of the total share capital of the Company), Guangzhou President Enterprises Co., Ltd. holding 213,276,800 domestic shares (representing 5.00% of the total share capital of the Company), the aforesaid shareholders hold 2,505,360,000 shares in total (representing approximately 58.73% of the total share capital of the Company), holders of H shares listed on GEM hold 1,760,176,000 shares (representing approximately 41.27% of the total share capital of the Company).”

Saved as disclosed herein, other proposed amendments to the Articles of Association as set out in the AOA Amendments Announcement remain unchanged and have been duly registered with the relevant PRC authorities pursuant to the special resolutions passed at the SGM.

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

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 Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited 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.

** For identification purpose only*