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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)

NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

NOTICE IS HEREBY GIVEN THAT that a class meeting (the “**Class Meeting**”) of the holders of Domestic Shares (as defined below) 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 People’s Republic of China (the “**PRC**”) on Monday, 22 June 2009 at 11:00 a.m. for the purpose of considering and passing the following resolutions:

As special resolutions:

1. To consider and, if thought fit, pass the following resolution:

THAT:

- (1) subject to paragraphs (2) and (3) below, the board of directors’ of the Company (the “**Board**”) be and is hereby granted an unconditional general mandate to repurchase the issued H Shares on the Growth Enterprise Market of the 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 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 annual general meeting of the Company and the Class Meeting of the holders of H Shares 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:

“**Domestic Shares**” means the domestic invested shares in the share capital of the Company with a nominal value of RMB0.10 each, which are held in Renminbi;

“**H Shares**” means the overseas-listed foreign invested shares in the share capital of the Company with a nominal value of RMB0.10 each, which are held and traded in Hong Kong dollars;

“**Hong Kong**” means the Hong Kong Special Administrative Region of the PRC;

“**PRC**” means the People’s Republic of China, excluding, for the purpose of this resolution only, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;

“**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.

“**RMB**” means Renminbi, the lawful currency of the PRC.

2. To consider and, if thought fit, pass the following resolution:

THAT:

- (1) (a) the proposed application to the China Securities Regulatory Commission (the “**CSRC**”) for a transfer of listing of the overseas listed foreign invested shares of the Company (“**H Shares**”) from the Growth Enterprise Market (the “**GEM Board**”) to the Main Board (the “**Main Board**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); and (b) simultaneously with the application to the CSRC or after obtaining the CSRC’s approval as referred to in (a) above, the proposed application to the Listing Committee of the Stock Exchange for a transfer of listing of the H Shares from the GEM Board to the Main Board, 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 Stock Exchange or of any other governmental or regulatory body; and
- (2) the Board be authorized to do all such acts or things and to take all such steps relating to or in connection with the applications referred to in paragraph (1) above as the Board may consider necessary, desirable or expedient and to approve the payment of such related and incidental expenses thereby reasonably incurred.

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

Yantai, the PRC, 7 May 2009

Registered Office:

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

Principal Place of Business in Hong Kong:

Room 3516
West Tower
Shun Tak Centre
200 Connaught Road Central
Hong Kong

Notes:

- (A) Holders of Domestic Shares, who intend to attend the Class Meeting, must complete and return the reply slips for attending the Class Meeting and return them to the registered office of the Company (as set out above in this notice) not later than 20 days before the date of the Class Meeting.
- (B) Each holder of Domestic 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.
- (C) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, in the case of a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing such attorney to sign or other authorization documents must be notarially certified.
- (D) 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 registered office of the Company, the address of which is set out above in this notice, 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.
- (E) If a proxy attends the Class Meeting on behalf of a shareholder, he/she should produce his/her ID card and the instrument signed by the proxy or his/her legal representative, and specifying the date of its issuance. If a legal person shareholder appoints its corporate representative to attend the Class Meeting, such representative should produce his/her ID card and the notarised copy of the resolution passed by the board of directors or other authorities or other notarised copy of the licence issued by such legal person shareholder.
- (F) In accordance with the GEM 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.
- (G) 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.
- (H) The Class Meeting is expected to last for half a day. Shareholders and their proxies attending the Class Meeting are responsible for their own transportation and accommodation expenses.

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.

** For identification purpose only*