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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 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**”) 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 10:00 a.m. for the purpose of considering and passing the following resolutions:

As ordinary resolutions:

1. To consider and approve the annual report of the Company as at 31 December 2008.
2. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2008.
3. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2008.
4. To consider and approve the audited consolidated financial statements of the Company and the report of the auditors for the year ended 31 December 2008.
5. To consider and approve the profit distribution plan for the year ended 31 December 2008, and the final dividend distribution plan for the year ended 31 December 2008 (if any), and to authorize the Board for the distribution of the final dividend (if any) to the shareholders of the Company.
6. To consider and approve (if appropriate) the remuneration of the directors and supervisors of the Company for the year ending 31 December 2009.
7. To consider and approve the re-appointment of KPMG and KPMG Huazhen as the auditors of the Company (international and PRC auditors, respectively) for the year ending 31 December 2009 and to authorize the Board to determine their remunerations.

8. To consider and approve the following resolution relating to the proposed transfer of listing of the H Shares from the GEM Board to the Main Board be approved by way of a special resolution and if approved, the proposed resolution set out in resolution No.16 shall only be passed, if approved, as a special resolution, and if not approved, the proposed resolution set out in resolution No. 16 shall be passed, if approved, as an ordinary 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.
9. To consider and approve the resignation of Mr. Zheng Yue Wen as an executive Director and chairman of the Board, which will take effect from the date on which this resolution is passed.
10. To consider and approve the resignation of Mr. Lo Chih-Hsien as a non-executive Director, which will take effect from the date on which this resolution is passed.
11. To consider and approve the new appointment of Mr. Lin Wu-Chung as a non-executive Director for a term of office commencing from the date on which this resolution is passed until the expiration of the term of the third session of the Board on 27 May 2010 and to authorize any executive Director to sign the relevant service contract on behalf of the Company with him and to authorize the remuneration committee of the Board to determine his remuneration.
12. To consider and approve the new appointment of Mr. Liu Tsung-Yi as a non-executive Director of the Company for a term of office commencing from the date on which this resolution is passed until the expiration of the term of the third session of the Board on 27 May 2010 and to authorize any executive Director to sign the relevant service contract on behalf of the Company with him and to authorize the remuneration committee of the Board to determine his remuneration.

As special resolutions:

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

THAT:

- (1) the Board be and is hereby granted an unconditional general mandate to issue, allot and/or deal with additional shares in the capital of the Company (whether Domestic Shares or H Shares) and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate nominal amount of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board shall not exceed:
 - i. 20% of the aggregate nominal amount of the Domestic Shares in issue; and/or
 - ii. 20% of the aggregate nominal amount of the H Shares in issue;in each case as at the date of the passing of this resolution; and
 - (c) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the GEM Listing Rules or other applicable laws, rules and regulations of other government or regulatory bodies and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;
- (2) contingent on the Board resolving to issue shares pursuant to paragraph (1) of this resolution, the Board be and is hereby authorized:
 - (a) to approve, execute and do or procure to be executed and done all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares of the Company, including, without limitation, determining the time and place of issue, making all necessary applications to the relevant authorities, and entering into underwriting agreement(s) (or any other agreements);
 - (b) to determine the use of proceeds and to make necessary filings and registration with the PRC, Hong Kong and other relevant authorities; and

- (c) to make such amendments to the articles of association of the Company as it may deem appropriate for the increase of the registered capital of the Company and to reflect the new share capital structure of the Company under the intended allotment and issue of the shares of the Company pursuant to the resolution under paragraph (1) of this resolution.

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;

“**GEM Listing Rules**” means the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (as the same may be amended from time to time);

“**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.

14. To consider and, if thought fit, 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 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 a class meeting for the holders of H Shares and at a class meeting of the holders of Domestic 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 resource) 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.

15. To consider and approve the following amendment to the articles of association of the Company (the “**articles of association**”) of the Company:

THAT:

- (1) Article 90 of the Articles of Association be amended by deleting the following paragraph:

“The Company shall establish a board of directors. The board of directors comprises 8 directors, of which 4 are executive directors and 4 are external directors (refer to directors who do not hold any positions in the Company). External directors include 1 non-executive director and 3 independent non-executive directors (refer to directors who do not hold any positions in the Company and are independent from the shareholders of the Company). The Board shall include 1 chairman and 2 vice chairmen.”

and substituted by the following paragraph

“The Company shall establish a board of directors. The board of directors comprises 8 directors, of which 3 are executive directors and 5 are external directors (refer to directors who do not

hold any positions in the Company). External directors include 2 non-executive directors and 3 independent non-executive directors (refer to directors who do not hold any positions in the Company and are independent from the shareholders of the Company). The Board shall include 1 chairman and 1 vice chairman.”; 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 above amendment to the Articles of Association as the Board may consider necessary and appropriate to give effect to the amendment according to the requirements of the relevant PRC authorities and the applicable PRC laws and regulations.”

As special resolution/ordinary resolution (depends on the voting result of resolution No. 8):

16. 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) Closure of Register of Members in Determining Shareholders' Entitlement for the Final Dividend (if any) and Attending the AGM

The register of holders of H Shares of the Company will be closed from 23 May 2009 (Saturday) to 22 June 2009 (Monday) (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 holders of H Shares with Tricor Tengis Limited by 4:30 p.m. on 22 May 2009 (Friday) and have completed the registration process, will be entitled to final dividend (if any), and to attend and vote at the AGM.

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

- (B) Holders of Domestic Shares or H Shares, who intend to attend the AGM, must complete and return the reply slips for attending the AGM and return them to the Company's principal place of business in Hong Kong (as set out above in this notice) (for holders of H Shares) or to the registered office of the Company (as set out above in this notice) (for holders of Domestic Shares) not later than 20 days before the date of the AGM.
- (C) Each holder of H Shares entitled to attend the AGM 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 AGM.
- (D) 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.

- (E) 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, the address of which is set out in Note (A) above, not less than 24 hours before the time for holding the AGM or any adjournment thereof in order for such documents to be valid.
- (F) Each holder of Domestic Shares is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on its behalf at the AGM, Notes (C) to (E) also apply to holders of Domestic Shares, except that a notarially certified copy of the proxy form or other documents of 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 AGM or any adjournment thereof in order for such documents to be valid.
- (G) If a proxy attends the AGM 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 AGM, 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.
- (H) 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 will be voted by poll.
- (I) In the case of joint registered holders of any share, 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; but if more than one of such joint holders be present at the AGM, 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.
- (J) The AGM is expected to last for half a day. Shareholders and their proxies attending the AGM 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*