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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Yantai North Andre Juice Co., Ltd.\* (烟台北方安德利果汁股份有限公司), you should at once hand this circular and the enclosed proxy form and reply slip to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market 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, (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement herein misleading; and (iii) all opinions expressed herein have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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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)**

- (1) PROPOSAL FOR GENERAL MANDATES TO ISSUE SHARES  
AND REPURCHASE OF H SHARES;**
- (2) PROPOSED TRANSFER OF LISTING OF H SHARES  
FROM GEM TO THE MAIN BOARD;**
- (3) PROPOSED RESIGNATION OF DIRECTORS AND  
NEW APPOINTMENT OF NON-EXECUTIVE DIRECTORS;**
- (4) PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION;  
AND**
- (5) NOTICES OF ANNUAL GENERAL MEETING  
AND CLASS MEETINGS**
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The notices convening the Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting to 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 are set out on pages 16 to 33 of this circular.

Whether or not you are able to attend the respective meetings, you are strongly urged to complete and sign the enclosed forms of proxy in accordance with the instructions printed thereon. For holders of H Shares, please return it to the Company's H Share registrar, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong; and for holders of Domestic Shares, the proxy form shall be delivered to the registered office of the Company at No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC as soon as possible but in any event not later than 24 hours before the time appointed for the holding of the relevant meeting(s) or any adjourned meeting(s) (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting(s) or any adjourned meeting(s) should you so wish.

This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page 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

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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“Annual General Meeting”	the annual general meeting of the Company for the year ended 31 December 2008 to be held at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC on Monday, 22 June 2009 at 10:00 a.m.
“Articles of Association”	the articles of association of the Company
“Board”	the board of directors of the Company
“Class Meetings”	the H Shareholders’ Class Meeting and the Domestic Shareholders’ Class Meeting
“Company”	Yantai North Andre Juice Co., Ltd.* (烟台北方安德利果汁股份有限公司)
“Directors”	the directors of the Company
“Domestic Shares”	the domestic invested shares in the share capital of the Company, with a nominal value of RMB0.10 each, which are held in Renminbi
“Domestic Shareholders’ Class Meeting”	the class meeting of the holders of Domestic Shares to be held at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC on Monday, 22 June 2009 at 11:00 a.m.
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM of the Stock Exchange
“H Shares”	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
“H Shareholders’ Class Meeting”	the class meeting of the holders of H Shares to be held at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC on Monday, 22 June 2009 at 11:30 a.m.
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to issue, allot or otherwise deal with additional shares in the capital of the Company (whether Domestic Shares and/or H Shares) up to a maximum of 20% of the aggregate nominal amount of the Domestic Shares and/or H Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	30 April 2009, being the latest practicable date for ascertaining certain information contained in this circular prior to its publication
“Main Board”	the securities market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) and which continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“PRC”	the People’s Republic of China, excluding, for the purpose of this Circular only, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PRC Company Law”	the Company Law of the PRC
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase H Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of H Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting
“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Shares”	Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Zheng Yue Wen

Mr. Wang An

Mr. Zhang Hui

Mr. Jiang Hong Qi

*Registered Office:*

No. 18 Andre Avenue,

Muping Economic Development Zone,

Yantai City,

Shandong Province,

the PRC

*Non-executive Director:*

Mr. Lo Chih-Hsien

*Principal Place of Business in Hong Kong:*

Room 3516,

West Tower,

Shun Tak Centre,

200 Connaught Road Central,

Hong Kong

*Independent non-executive Directors:*

Mr. Wu Jian Hui

Ms. Yu Shou Neng

Ms. Qu Wen

7 May 2009

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSAL FOR GENERAL MANDATES TO ISSUE SHARES  
AND REPURCHASE OF H SHARES;  
(2) PROPOSED TRANSFER OF LISTING OF H SHARES  
FROM GEM TO THE MAIN BOARD;  
(3) PROPOSED RESIGNATION OF DIRECTORS AND  
NEW APPOINTMENT OF NON-EXECUTIVE DIRECTORS;  
(4) PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION;  
AND  
(5) NOTICES OF ANNUAL GENERAL MEETING  
AND CLASS MEETINGS**

### INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting to (a) approve, among other matters, (i) the grant of the Issue Mandate and the Repurchase Mandate; (ii) the transfer of listing of the H Shares from GEM to the Main Board; (iii) the resignation of Directors and new appointment

\* For identification purpose only

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## LETTER FROM THE BOARD

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of non-executive Directors; and (iv) the amendment to the Articles of Association and (b) give you notices of the Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting.

### **GENERAL MANDATE TO ISSUE SHARES**

A special resolution will be proposed at the Annual General Meeting to grant the Directors the Issue Mandate, details of which are set out in the proposed resolution numbered 13 in the notice of Annual General Meeting. Based on 4,265,536,000 Shares in issue as at the Latest Practicable Date, and assuming that no further H Shares are issued prior to the Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting and subject to the passing of the relevant special resolution to approve the Issue Mandate at the Annual General Meeting, the Directors will be authorized to allot and issue up to a limit of 853,107,200 Shares (comprising 352,035,200 H Shares and 501,072,000 Domestic Shares) under the Issue Mandate.

### **GENERAL MANDATE TO REPURCHASE H SHARES**

The PRC Company Law (to which the Company is subject) provides that a joint stock limited company incorporated in the PRC may not repurchase its shares unless such repurchase is effected for the purpose of (a) reducing its share capital; (b) granting shares as reward to the staff of the company; (c) in connection with a merger between itself and another entity that holds its shares; or (d) the repurchase is made at the request of its shareholders who disagree with shareholders' resolutions in connection with merger or division. The Articles of Association provides that subject to the approval of the relevant regulatory authorities of the PRC and compliance with the Articles of Association, share repurchase may be effected by the Company for the purpose of reducing its share capital, in connection with a merger between itself and another entity that holds its shares or in circumstances permitted by law or administrative regulations of the PRC.

The GEM Listing Rules permit shareholders of a PRC joint stock limited company to grant a general mandate to the Directors to repurchase H shares of such company that are listed on GEM. Such mandate is required to be given by way of a special resolution passed by shareholders in general meeting and special resolutions passed by holders of domestic shares and overseas listed foreign invested shares in separate class meetings.

As the H Shares are traded on GEM in Hong Kong dollars and the price payable by the Company upon any repurchase of H Shares will, therefore, be paid in Hong Kong dollars, the approval of SAFE is required.

In accordance with the requirements of article 24 of the Articles of Association applicable to capital reduction, the Company will have to notify its creditors of the passing of such special resolutions and the reduction to the registered capital of the Company that would occur should the Directors decide to exercise the Repurchase Mandate. Such notification has to be given in writing to the Company's creditors within 10 days after the passing of such special resolutions and also by way of publication on three occasions of a press announcement within 30 days after the passing of such special resolutions. Creditors then have a period of up to 30 days after the Company's written notification or if no such

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## LETTER FROM THE BOARD

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notification has been received, up to 90 days after the first publication of the press announcement to require the Company to repay amounts due to them or to provide guarantees in respect of such amounts.

Accordingly, approval is being sought from the Shareholders for a general mandate to repurchase H Shares in issue. In accordance with the legal and regulatory requirements described above, the Directors will convene the Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting. At each of such meetings, a special resolution will be proposed to grant to the Directors a general mandate to purchase H Shares in issue on GEM with an aggregate nominal value not exceeding 10% of the aggregate nominal value of H Shares in issue as at the date of the passing of such resolution.

The Repurchase Mandate will be conditional upon:

- (i) the special resolution approving the grant of the Repurchase Mandate being approved at each of the Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting;
- (ii) 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
- (iii) 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.

If the conditions are not fulfilled, the Repurchase Mandate will not be exercisable by the Directors.

The Repurchase Mandate would expire on the earlier of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of the relevant special resolution at the Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting;
- (b) the expiration of a period of twelve months following the passing of the relevant special resolution at the Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting; or
- (c) the date on which the authority conferred by the relevant special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting or by holders of H Shares or holders of Domestic Shares at their respective class meetings.



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## LETTER FROM THE BOARD

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A special resolution will be proposed at the Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting to grant to the Directors the Repurchase Mandate, details of which are set out in the notices of the Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting. The H Shares which may be repurchased pursuant to the Repurchase Mandate shall not exceed 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of the relevant resolutions approving the Repurchase Mandate.

An explanatory statement giving certain information regarding the Repurchase Mandate is set out in the Appendix to this circular.

### **PROPOSED TRANSFER OF LISTING FROM GEM TO THE MAIN BOARD**

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 have been listed on GEM since 22 April 2003.

The Directors believe that the listing of the H Shares on the Main Board will help to enhance the profile of the Company and increase the trading liquidity of the H Shares and recognitions by attracting larger institutional and retail investors. The Directors consider that the listing of the H Shares on the Main Board will be beneficial to the future growth, financial flexibility and business development of the Company. Details of the special resolution in relation to the proposed transfer of listing of H Shares from the GEM to the Main Board are set out in the notices of the Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting.

At the Annual General Meeting, a resolution will be proposed as an ordinary resolution (Resolution No. 8) to decide whether the resolution relating to the proposed transfer of listing of the H Shares from the GEM to the Main Board shall be passed by way of a special resolution. If the resolution (Resolution No. 8) is passed, the proposed transfer of listing will then be considered and approved as a special resolution (Resolution No. 16), and if the resolution (Resolution No. 8) is not passed, the proposed transfer of listing will then be considered and approved as an ordinary resolution (Resolution No. 16).

### **PROPOSED RESIGNATION OF DIRECTORS AND NEW APPOINTMENT OF NON-EXECUTIVE DIRECTORS**

Subject to the approval of the proposed ordinary resolution by the Shareholders at the Annual General Meeting, Mr. Zheng Yue Wen will resign as the executive Director and chairman of the Board due to personal work arrangements. Mr. Zheng Yue Wen confirms that there is no disagreement between him and the Board and that there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders.

Subject to the approval of the proposed ordinary resolution by the Shareholders at the Annual General Meeting, Mr. Lo Chih-Hsien will resign as the non-executive Director due to personal work arrangements. Mr. Lo Chih-Hsien confirms that there is no disagreement between him and the Board and that there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders.

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## LETTER FROM THE BOARD

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In addition, it is proposed that Mr. Lin Wu-Chung and Mr. Liu Tsung-Yi be appointed as the non-executive Directors for a term of office commencing from the date on which their respective appointments are approved by the Shareholders at the Annual General Meeting until the expiration of the term of the third session of the Board on 27 May 2010. The remuneration of Mr. Lin Wu-Chung and Mr. Liu Tsung-Yi will be determined by the remuneration committee of the Board based on their previous experience, qualifications, responsibility to be involved in the Company, the amount of time required to be devoted to the Company's business and the prevailing market benchmarks.

The biographical details of Mr. Lin Wu-Chung and Mr. Liu Tsung-Yi are as follows:

**Mr. Lin Wu-Chung** (林武忠), aged 57, is the president and executive director of Uni-President China Holdings Ltd., a company listed on the Main Board of the Stock Exchange, (together with its direct and indirect subsidiaries and shareholders, collectively referred to as “**Uni-President China Group**”). Mr. Lin joined Uni-President China Group in August 1995 and is primarily responsible for business management. He joined the Uni-President Group in January 1978 and has over 30 years of experience in beverage and instant noodle businesses. He was the head of Uni-President Enterprises Corp.'s beverages department from 1991 to July 1995. He has been appointed as the director of President Enterprises (China) Investment Co., Ltd. (統一企業(中國)投資有限公司) since 2004, the director of Uni-President China Holdings Ltd. since 2007, and the general manager of President Enterprises (China) Investment Co., Ltd. since 2005. He was also appointed as the general manager of Tong Ren Corp. Limited in 2007. Except for Nanchang President Enterprises Co., Ltd. (南昌統一企業有限公司), he is currently a director of Tong Ren Corp. Limited and each of Uni-President China Group's PRC subsidiaries. He is also a director of Heilongjiang Wondersun Dairy Co., Ltd. (黑龍江省完達山乳業股份有限公司). Mr. Lin graduated from Tamkang University with a bachelor's degree in international trade in 1975.

**Mr. Liu Tsung-Yi** (劉宗宜), aged 42, is the vice president of Business Integration Division of Uni-President Enterprises Corp., a company listed in the Taiwan Stock Exchange. He joined Uni-President Enterprises Corp. in July 1996, and became the chief of the Investment Analysis Section. In 2000, he has been transferred to President International Development Corporation, and was responsible for the investments in the company. He also held the position as director of the Treasury Division of Uni-President Enterprises Corp. from 2004. Currently, Mr. Liu is also a director/supervisor of the 10 members of Uni-President Enterprises Corp., amongst which Tait Marketing and Distribution Co., Ltd. is a listed company in the Taiwan Greta Securities Market. Mr. Liu has over 16 years experience in banking, corporate finance and investment. Before joining Uni-President Enterprises Corp., he was the team head of credit and loan unit of Taipei branch of Cosmos Commercial Bank. Mr. Liu graduated from National Chengchi University in 1989, and obtained a Master of Business Administration degree from National Taiwan University in 1991. As at the Latest Practicable Date, Mr. Liu held 1,945,000 H Shares, representing 0.045% interest in the total issued share capital of the Company.

As far as the Directors are aware and save as disclosed above, Mr. Lin Wu-Chung and Mr. Liu Tsung-Yi did not hold any directorships in other public listed companies in the last 3 years. Save as disclosed above, Mr. Lin Wu-Chung and Mr. Liu Tsung-Yi do not have any relationship with any other Directors, supervisors, senior management, management

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## **LETTER FROM THE BOARD**

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shareholders, substantial shareholders or controlling shareholders of the Company, nor do they have any interests in the shares of the Company within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance. As far as the Directors are aware and save as disclosed above, there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2) of the GEM Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders in respect of the new appointment of Mr. Lin Wu-Chung and Mr. Liu Tsung-Yi as non-executive Directors.

### **PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION**

According to the resolution passed by the Board on 5 May 2009, the Board proposes to amend the Articles of Association to reflect the changes arising from the proposed changes to the composition of the Board. Set out below is the proposed amendment to the Articles of Association:

The following paragraph of Article 90 of the Articles of Association be deleted:

“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.”

### **ANNUAL GENERAL MEETING, THE DOMESTIC SHAREHOLDERS’ CLASS MEETING AND THE H SHAREHOLDERS’ CLASS MEETING**

At the Annual General Meeting, resolutions will be proposed to approve, among other matters, (a) the grant of the Issue Mandate and the Repurchase Mandate; (b) the transfer of listing of H Shares from GEM to the Main Board; (c) the resignation of Directors and new appointment of non-executive Directors; and (d) the amendment to the Articles of Association.

The notices convening the Annual General Meeting, the Domestic Shareholders’ Class Meeting and the H Shareholders’ Class Meeting at which the resolutions mentioned above will be proposed are set out on pages 16 to 33 of this circular.

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## LETTER FROM THE BOARD

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The relevant forms of proxy for use at the Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting are enclosed. Whether or not you are able to attend the respective meetings, you are strongly urged to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon. For holders of H Shares, please return it to the Company's H Share registrar, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong; and for holders of Domestic Shares, the proxy form shall be delivered to the registered office of the Company at No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC as soon as possible but in any event not later than 24 hours before the time appointed for the holding of the relevant meeting(s) or any adjourned meeting(s) (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting(s) or any adjourned meeting(s) should you so wish.

### **CLOSURE OF H SHARE REGISTER OF MEMBERS OF THE COMPANY**

The register of holders of H Shares 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. In order to qualify to attend and vote in the Annual General Meeting and the H Shareholders' Class Meeting, all transfers of H Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's H Share registrar, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 22 May 2009 (Friday).

### **VOTING BY POLL**

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 the notices convening the Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting will be voted by poll.

### **RECOMMENDATION**

The Directors consider that the resolutions to be put before the Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders, holders of Domestic Shares and holders of H Shares to vote in favour of all the aforesaid resolutions to be proposed at the Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting (as the case may be).

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## LETTER FROM THE BOARD

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### ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix to this circular.

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

Yantai, the PRC, 7 May 2009

\* *For identification purpose only*

*This explanatory statement contains all the information required to be given to the Shareholders of the Company pursuant to Rule 13.08 of the GEM Listing Rules in connection with the proposed Repurchase Mandate, which is set out as follows:*

**(i) GEM Listing Rules**

The GEM Listing Rules permit companies with a primary listing on GEM to repurchase their securities on GEM subject to certain restrictions. Repurchases must be funded out of funds legally available for the purpose and in accordance with the company's constitutional documents and the applicable laws of the jurisdiction in which the company is incorporated or otherwise established. Any premium payable on a repurchase over the par value of the shares may be effected out of book balance of distributable profits of the Company or proceeds of a new issue of shares made for such purpose.

**(ii) Reasons for Repurchase of H Shares**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase H Shares in the market. Such repurchase may, depending on the market conditions and funding arrangement at the time, lead to an enhancement of the net assets value and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

**(iii) Registered Capital**

As at the Latest Practicable Date, the registered capital of the Company is 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.

**(iv) Exercise of the Repurchase Mandate**

Subject to the passing of the special resolution approving the grant of the Repurchase Mandate at each of the Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting, the Directors will be granted the Repurchase Mandate until the end of the Relevant Period (as defined in the special resolution in each of the notices of Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting).

Additionally, the exercise of the Repurchase Mandate is subject to the approvals of the relevant PRC regulatory authorities as required by the laws, rules and regulations of the PRC being obtained and 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. The notification to the creditors will not be issued until

the Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting to be convened have approved the Repurchase Mandate by way of special resolutions.

The exercise in full of the Repurchase Mandate (on the basis of 1,760,176,000 H Shares in issue as at the Latest Practicable Date and no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting) would result in a maximum of 176,017,600 H Shares being repurchased by the Company during the Relevant Period, being the maximum of 10% of the total H Shares in issue as at the date of passing the relevant resolutions at the Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting.

The Repurchase Mandate would expire on the earlier of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of the relevant special resolution at the Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting;
- (b) the expiration of a period of twelve months following the passing of the relevant special resolution at the Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting; or
- (c) the date on which the authority conferred by the relevant special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting or by holders of H Shares or holders of Domestic Shares at their respective class meetings.

**(v) Funding of Repurchases**

In repurchasing its H Shares, the Company intends to apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

The Company is empowered by the Articles of Association to purchase its H Shares. Any repurchases by the Company may only be made out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the proceeds of a new issue of shares made for such purpose. Under the PRC laws, H Shares so repurchased will be treated as cancelled and the Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled. The Company may not purchase securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Based on the financial position disclosed in the recently published audited accounts for the year ended 31 December 2008, the Directors consider that there will not be any material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing and in the best interests of the Company.

**(vi) Status of Repurchased H Shares**

The GEM Listing Rules provide that the listing of all the H Shares repurchased by the Company shall automatically be cancelled and the relevant share certificates shall be cancelled and destroyed. Under the PRC laws, the H Shares repurchased by the Company will be cancelled and the Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled.

**(vii) H Shares Prices**

The highest and lowest prices at which the H Shares have been traded on GEM during each of the twelve months preceding the Latest Practicable Date were as follows:

	<b>H Share prices</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2008</b>		
May	0.8600	0.6200
June	0.8700	0.7000
July	0.7500	0.6700
August	0.7000	0.5100
September	0.7100	0.3250
October	0.4500	0.2250
November	0.3700	0.2550
December	0.3500	0.2600
<b>2009</b>		
January	0.3400	0.2700
February	0.3050	0.2410
March	0.2800	0.2250
April (up to the Latest Practicable Date)	0.3100	0.2490



**(viii) Substantial Shareholders**

As at the Latest Practicable Date, the interests of substantial shareholders of the Company, as defined under the GEM Listing Rules, were as follows:

Name of substantial shareholder	Class of Shares	Number of Shares held	Approximate percentage of total share capital
Wang An	Domestic Shares	1,188,105,006	27.85%
HSBC International Trustee Limited	Domestic Shares	657,794,593	15.42%
Uni-President Enterprises Corp. 統一企業股份有限公司	Domestic Shares	637,460,401	14.94%

**(ix) General Information**

- (a) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders of the Company.
- (b) The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to repurchase the H Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of PRC.
- (c) No connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he has a present intention to sell H Shares to the Company or its subsidiaries, or has undertaken not to do so, if the Repurchase Mandate is granted and is exercised.

**(x) Takeovers Code**

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of Takeovers Code. As a result, a shareholder or group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

Assuming that the substantial shareholders do not dispose of its Shares, if the Repurchase Mandate was exercised in full, the percentage shareholdings of the substantial shareholders before and after such repurchase would be as follows:

<b>Name of substantial shareholder</b>	<b>Before repurchase</b>	<b>After repurchase</b>
Wang An	27.85%	29.05%
HSBC International Trustee Limited	15.42%	16.08%
Uni-President Enterprises Corp. 統一企業股份有限公司	14.94%	15.59%

On the basis of the shareholdings held by the substantial shareholders named above, an exercise of the Repurchase Mandate in full will not have any implications for the substantial shareholders under the Takeovers Code.

Assuming that there is no issue of Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate whether in whole or in part will not result in less than the relevant prescribed minimum percentage of the Shares of the Company being held by the public as required by the Stock Exchange. The Directors have no intention to exercise the Repurchase Mandate to an extent which may result in a public shareholding of less than such minimum percentage.

The Directors are not aware of any consequences that may arise under the Takeovers Code and/or any similar applicable law of which the Directors are aware, if any, as a result of any repurchases made under the Repurchase Mandate.

**(xi) Share Repurchases Made by the Company**

The Company had not repurchased any of its H Shares (whether on GEM or otherwise) during the six months period preceding the Latest Practicable Date.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 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.

\* *For identification purpose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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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

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## NOTICE OF ANNUAL GENERAL MEETING

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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);

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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



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## NOTICE OF ANNUAL GENERAL MEETING

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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

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## NOTICE OF ANNUAL GENERAL MEETING

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*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.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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*)

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## NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

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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 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

\* For identification purpose only

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## NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

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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.

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## NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

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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.

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## NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

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- (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*)

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## NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

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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 IS HEREBY GIVEN THAT** that a class meeting (the “**Class Meeting**”) of the holders of H 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 11:30 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 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

\* For identification purpose only



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## NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

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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.

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## NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

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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

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## NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

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*Notes:*

(A) Closure of Register of Members in Determining Shareholders' Entitlement for Attending the Class Meeting

The register of holders of H Shares of the Company will be closed from Saturday, 23 May 2009 to Monday, 22 June 2009 (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 Friday, 22 May 2009 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

- (B) Holders of H 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 Company's principal place of business in Hong Kong (as set out above in this notice) not later than 20 days before the date of the Class Meeting.
- (C) 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.
- (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 Class Meeting or any adjournment thereof in order for such documents to be valid.
- (F) 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.
- (G) 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.
- (H) 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.
- (I) 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.

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## NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

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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*)