

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



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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“SGM”) of Yantai North Andre Juice Co., Ltd.* (the “Company”) will be held at 10:00 a.m. on Monday, 10 August 2009 at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the People’s Republic of China for the purpose of considering and, if thought fit, approving, ratifying and confirming the following resolution. Unless otherwise indicated, capitalized terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 25 June 2009:

ORDINARY RESOLUTION

1. **“THAT**

- (a) the terms and conditions of the Joint Venture Agreement (a copy of which has been produced to this meeting marked “A” and initialed by the Chairman of the meeting) be and hereby approved, ratified and confirmed; and
- (b) that the Directors (or any one of them) be and are hereby authorized to implement and take all steps and to do all acts and things as may be necessary or desirable to give effect and/or to complete all matters in connection with the transactions contemplated under the Joint Venture Agreement, and to sign and execute such further documents or to do any other matters incidental thereto and/or as contemplated thereunder and to make changes or amendments to the Joint Venture Agreement and the supplemental agreement thereto as the Directors (or any one of them) may in their absolute discretion deem fit.”

By order of the Board
Yantai North Andre Juice Co., Ltd.*
Wang An
Chairman

Yantai, the PRC, 25 June 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 Entitlement for Attending the SGM

The register of holders of H Shares of the Company will be closed from Saturday, 11 July 2009 to Monday, 10 August 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, 10 July 2009 and have completed the registration process, will be entitled to attend and vote at the SGM.

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 SGM, must complete and return the reply slips for attending the SGM 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 SGM.
- (C) Each holder of H Shares entitled to attend the SGM 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 SGM.
- (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 SGM 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 SGM, 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 SGM or any adjournment thereof in order for such documents to be valid.
- (G) If a proxy attends the SGM on behalf of a shareholder, he/she should produce his/her ID card and the instrument signed by the appointor or his/her legal representative, and specifying the date of its issuance. If a legal person shareholder appoints its corporate representative to attend the SGM, 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 of the SGM 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 SGM, 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 SGM, 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 SGM is expected to last for half a day. Shareholders and their proxies attending the SGM are responsible for their own transportation and accommodation expenses.

As at the date hereof, the Board comprises:

Mr. Wang An (*Executive Director*)

Mr. Zhang Hui (*Executive Director*)

Mr. Jiang Hong Qi (*Executive Director*)

Mr. Lin Wu-Chung (*Non-executive Director*)

Mr. Liu Tsung-Yi (*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 document, 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 document 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 document misleading; and (3) all opinions expressed in this document have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This document 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*