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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 RE-ELECTION OF DIRECTORS  
AND  
NEW APPOINTMENT OF INDEPENDENT  
NON-EXECUTIVE DIRECTOR;  
(3) PROPOSED RESIGNATION AND APPOINTMENT OF SUPERVISORS;  
(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 Wednesday, 30 June 2010 are set out on pages 20 to 35 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, Tricolor 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) purpose only

\* For identification purpose only

13 May 2010

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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 2009 to be held at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC on Wednesday, 30 June 2010 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 Wednesday, 30 June 2010 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 Wednesday, 30 June 2010 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”	10 May 2010, 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
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company

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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. Wang An  
Mr. Zhang Hui  
Mr. Jiang Hong Qi

*Non-executive Director:*

Mr. Lin Wu-Chung  
Mr. Liu Tsung-Yi

*Independent non-executive Directors:*

Mr. Wu Jian Hui  
Ms. Yu Shou Neng  
Ms. Qu Wen

*Registered Office:*

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

*Principal Place of Business in Hong Kong:*

Unit 2805, 28/F  
The Center  
99 Queen's Road C  
Hong Kong

13 May 2010

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSAL FOR GENERAL MANDATES TO ISSUE SHARES  
AND REPURCHASE OF H SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS  
AND  
NEW APPOINTMENT OF INDEPENDENT  
NON-EXECUTIVE DIRECTOR;  
(3) PROPOSED RESIGNATION AND APPOINTMENT OF SUPERVISORS;  
(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 re-election of Directors and new appointment of independent non-executive Director; (iii) the resignation and

\* For identification purpose only

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## LETTER FROM THE BOARD

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appointment of Supervisors, 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 11 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 relevant requirements 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 RE-ELECTION OF DIRECTORS AND NEW APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The current term of the third session of the Board will expire on 27 May 2010. In accordance with the relevant provisions under PRC Company Law, where a new election is not yet available upon the expiration of directors' term, the directors shall continue to perform their duties as directors pursuant to the laws, administrative regulations and the Articles of Association until the new directors take their office. According to the relevant stipulation in the Articles of Association, a Director may serve consecutive terms if he/she is re-elected upon the expiration of his/her term subject to the review and approval by the shareholders at a general meeting. Due to personal reasons, Mr. Wu Jian Hui will retire from office upon the expiration of his current term. After consultation with the Directors and consideration and approval by the Board on 10 May 2010, it is therefore suggested that at the Annual General Meeting, Messrs Wang An and Zhang Hui be re-elected as executive Directors, Messrs Lin Wu-Chung and Liu Tsung-Yi be re-elected as non-executive Directors, Ms. Yu Shou Neng and Ms. Qu Wen be re-elected as independent non-executive Directors, Mr. Jiang Hong Qi retire as an executive Director and be elected as non-executive Director, and Mr. Xu Guang Zhou be newly appointed as an independent non-executive Director.

All the Directors who offered themselves for re-election and the newly nominated independent non-executive Director will be appointed to the fourth session of the Board for a term of three years, which are calculated from the date on which their respective appointments are approved by the Shareholders at the Annual General Meeting until the date of the Company's annual general meeting to be held in the year of 2013. Their remuneration 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 biographic details of Mr. Wang An are as follows: Mr. Wang An (王安), aged 47, a university graduate and a member of the Communist Party, is the Chairman and an Executive Director of the Company. Mr. Wang was appointed as a Director on 26 June 2001. Mr. Wang is a well known entrepreneur in the PRC. Mr. Wang has been awarded: one of the top ten Outstanding Youths Entrepreneurs in Shandong Province, the medal of "Labor Model of the Nation", an Advanced Individual of the United Front (統戰系統先進個人), an Outstanding Contributor to the Development of Socialism with Chinese Characteristics in Shandong Province (山東省優秀中國特色社會主義事業建設者), a Top Ten Outstanding and Influential Individual in the Agricultural Industry of Shandong Province (山東省農業產業化

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## LETTER FROM THE BOARD

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最具影響力十大傑出人物), a Star of Hope in the 30 Years' of Reform and Opening in Yantai (烟台改革開放三十年「希望之星」), an Influential and Outstanding Private Entrepreneur in Yantai to Commemorate the 60th Anniversary of the Establishment of the People's Republic of China (紀念中國成立60週年影響烟台優秀民營企業家), one of the Top Ten Influential Persons of the Time Among the Top 60 Advanced Individuals in the Development of Socialism in Yantai of Shandong Province (山東(烟台)社會主義建設六十佳先進人物之十佳經濟風雲人物), and is a representative of Shandong Province to the National People's Congress (人大代表). Mr. Wang graduated from the College of Chinese Communist Party (中共中央黨校函授學院) in June 1994. He was the General Manager of Yangma Resort (養馬島渡假村) for four years before joining the Group. Mr. Wang has the following social services appointments: Member of China Business Advisory Council (中國工商理事會理事), Member of the 1st Session of the Council of Yantai Charity Federation (烟台市慈善總會第一屆理事會理事), and the Honorary Principal of Song Lan Hou Hope Primary School (松嵐後希望小學) of Yantai city and the Vice-president of the 1st Session of the Modern Agriculture Vocational Education Group (現代農業職業教育集團) of Yantai city. He joined the Company in March 1996 and has been involving in the concentrated juice production industry since then. Mr. Wang is responsible for the overall management of the Group.

Mr. Wang was entitled to a remuneration of RMB50,000 per annum plus discretionary bonus for his directorship in the Company. The emolument was determined by the remuneration committee of the Board with reference to his experience, qualification, duties, responsibilities and expected time commitment to the Company's affairs, as well as the prevailing market standards.

As at the Latest Practicable Date, Mr. Wang An was interested in 1,188,105,006 Domestic Shares and 17,085,000 H Shares, representing 27.85% and 0.40% of the total issued share capital of the Company respectively, among which, Mr. Wang An through his controlled corporation, China Pingan Investment Holdings Limited, of which he had 90% equity interest, held 441,519,606 Domestic Shares and 17,085,000 H Shares representing 10.35% and 0.40% of the total issued share capital of the Company respectively. Mr. Wang An through his controlled corporation, Shandong Andre Group Co., Ltd.\* (山東安德利集團有限公司), of which he had 80% equity interest, held 746,585,400 Domestic Shares, representing 17.50% of the total issued share capital of the Company.

The biographic details of Mr. Zhang Hui are as follows: Mr. Zhang Hui (張輝), aged 38, a university graduate and a member of the Communist Party, is an Executive Director and the Chief Executive Officer of the Company. Mr. Zhang was appointed as a Director on 26 June 2001. He was the Deputy General Manager of Muping Foodstuff Industrial Company Limited (牟平食品工業有限公司) and Muping Material (牟平物資) before joining the Group. Mr. Zhang joined the Company in December 1998 and has been involving in the concentrated juice production industry since then. Mr. Zhang has been a Supervisor of the Production Department, General Manager of a subsidiary company and the Executive President of the Company. Mr. Zhang has been awarded an Outstanding Member of the Communist Party (優秀共產黨員) of Muping District, one of The 9th Session Top Ten Outstanding Youth Entrepreneurs of Yantai city (第九屆烟台市十大傑出青年企業家) and an awardee of the "May 1st Labor Award" of Yantai city. In March 2007, he took the position of the standing committee member of the Fruit and Vegetable Processing Division

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## LETTER FROM THE BOARD

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(果蔬加工分會) of the Chinese Institute of Food Science and Technology. He was appointed as the representative of the Communist Party in Weinan city (中共渭南市黨代表) and was a standing member of the CPPCC of Baishui County during his tenure as the General Manager of Baishui Andre Juice Co., Ltd\* (白水安德利果蔬汁有限公司). Currently, Mr. Zhang assists Mr. Wang An in the overall management of the Group. Mr. Zhang is an engineer.

Mr. Zhang was entitled to a remuneration of RMB50,000 per annum plus discretionary bonus for his directorship in the Company. The emolument was determined by the remuneration committee of the Board with reference to the his experience, qualification, duties, responsibilities and expected time commitment to Company's affairs, as well as the prevailing market standards.

The biographic details of Mr. Lin Wu-Chung are as follows: Mr. Lin Wu-Chung (林武忠), aged 58, is a Non-executive Director of the Company. Mr. Lin is the President and an 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 a Director of President Enterprises (China) Investment Co., Ltd. (統一企業(中國)投資有限公司) since 2004, a 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 degree in International Trade in 1975. Mr. Lin was appointed as a non-executive Director of the Board in 2009.

Mr. Lin was entitled to a remuneration of RMB50,000 per annum plus discretionary bonus for his directorship in the Company. The emolument was determined by the remuneration committee of the Board with reference to his experience, qualification, duties, responsibilities and expected time commitment to the Company's affairs, as well as the prevailing market standards. Mr. Lin Wu-Chung has waived his directors' emoluments with effect from 1 April 2010.

The biographic details of Mr. Liu Tsung-Yi are as follows: Mr. Liu Tsung-Yi (劉宗宜), aged 43, is a Non-executive Director of the Company. Mr. Liu is the Vice President of the 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 was transferred to President International Development Corporation, and was responsible for the investments of 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 President/ Director/ Supervisor of 15 member companies of Uni-President Enterprises Corp., amongst which Tait Marketing

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## LETTER FROM THE BOARD

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and Distribution Co., Ltd. is a listed company on the Taiwan Greta Securities Market. Mr. Liu has over 17 years of experience in banking, corporate finance and investment. Before joining Uni-President Enterprises Corp., he was the Team Head of the 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. Mr. Liu was appointed as a non-executive Director of the Board in 2009.

Mr. Liu Tsung-Yi was entitled to a remuneration of RMB50,000 per annum plus discretionary bonus for his directorship in the Company. The emolument was determined by the remuneration committee of the Board with reference to his experience, qualification, duties, responsibilities and expected time commitment to the Company's affairs, as well as the prevailing market standards. Mr. Liu has waived his directors' emoluments with effect from 1 April 2010.

As at the Latest Practicable Date, Mr. Liu held 1,954,000 H Shares, representing 0.045% equity interest of the total issued share capital of the Company.

The biographic details of Mr. Jiang Hong Qi are as follows: Mr. Jiang Hong Qi (姜洪奇), aged 44, holds a Master Degree in Economics, is an Executive Director of the Company. Mr. Jiang was appointed as a Director on 28 May 2007. Mr. Jiang majors in Accounting and is a certified public accountant in the PRC. He formerly served as the Business Manager and Senior Manager in Shandong International Trust and Investment Corporation (山東省國際信託投資公司) before joining the Company in 2002 as a Deputy Chief Accountant and then as the Financial Controller of the Company. Mr. Jiang is responsible for the accounting and finance matters of the Group.

Mr. Jiang was entitled to a remuneration of RMB50,000 per annum plus discretionary bonus for his directorship in the Company. The emolument was determined by the remuneration committee of the Board with reference to his experience, qualification, duties, responsibilities and expected time commitment to the Company's affairs, as well as the prevailing market standards.

The biographic details of Ms. Yu Shou Neng are as follows: Ms. Yu Shou Neng (俞守能), aged 55, is an Independent non-executive Director of the Company. Ms. Yu was appointed as a Director on 11 June 2004. Ms. Yu possesses postgraduate qualification. She is a representative of Shandong Province to the National People's Congress and is also the Head and Professor of Shandong Agricultural University Yantai Research Institute (山東農大烟台研究院).

Ms. Yu Shou Neng was entitled to a remuneration of RMB50,000 per annum plus discretionary bonus for her directorship in the Company. The emolument was determined by the remuneration committee of the Board with reference to her experience, qualification, duties, responsibilities and expected time commitment to the Company's affairs, as well as the prevailing market standards.

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## LETTER FROM THE BOARD

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The biographic details of Ms. Qu Wen are as follows: Ms. Qu Wen (曲雯), aged 42, is an Independent non-executive Director of the Company. Ms. Qu was appointed as a Director on 28 May 2007. Ms. Qu is a second grade lawyer in the PRC, an arbitrator of Yantai Arbitration Committee, a member of the 10th Session of the CPPCC and a supervisor of Yantai People's Procuratorate. Ms. Qu graduated from the Beijing University and obtained her Bachelor Degree in Law in 1989. From 1989 to 1992, Ms. Qu worked for the Legal Advisory Office of Muping, Yantai, Shandong Province and Bureau of Justice of Muping, Yantai. From 1992 to 2002, Ms. Qu was a lawyer and a Supervisor of Economic Division of the Shandong Qianwei Law Firm. Since October 2002, she has been a lawyer and an Executor Officer of Shandong Yanshiming Law Firm.

Ms. Qu Wen was entitled to a remuneration of RMB50,000 per annum plus discretionary bonus for her directorship in the Company. The emolument was determined by the remuneration committee of the Board with reference to her experience, qualification, duties, responsibilities and expected time commitment to the Company's affairs, as well as the prevailing market standards.

The biographic details of Mr. Xu Guang Zhou are as follows: Mr. Xu Guang Zhou (徐廣洲), aged 62, is a member of the Communist Party and a senior engineer. Mr. Xu graduated from Tianjin Institute of Light Industry (now known as Tianjin University of Light Industry) majoring food engineering and enjoys special governmental allowance of the State Council. After graduation, Mr. Xu took jobs as a teacher and then a technical worker at Jinan Fourth Machine Tool Factory (濟南機床四廠) and the State Owned Factory No. 9439 (國營9439廠). Mr. Xu was engaged in the scientific research and was a winner of the 3rd Class National Award of Science Advancement (國家科技進步三等獎), the 3rd Class Award of Science Advancement of Shandong Province (山東省科技進步三等獎) and 2nd Class Award of Science Advancement of the Ministry of Light Industry (輕工部科技進步二等獎). Mr. Xu has published 15 articles and was awarded the Outstanding Technological Expert in Weihai City (1996-1999) (威海市專業技術拔尖人才(1996-1999年度)) and the Advanced Technological Expert in the Light Industry of Shandong Province (山東省一輕系統先進科技工作者).

As far as the Directors are aware and save as disclosed above, none of the Directors who offered themselves for re-election and the proposed new director (i) holds any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years; (ii) holds any position with the Company or its subsidiaries; (iii) has any relationship with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company; (iv) had any interests in the Shares within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance as at the Latest Practicable Date.

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 each of the aforesaid Directors who offered themselves for re-election and the proposed new director.

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## LETTER FROM THE BOARD

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### PROPOSED RESIGNATION AND APPOINTMENT OF SUPERVISORS

Subject to the approval of the proposed ordinary resolution by the Shareholders at the Annual General Meeting, Mr. Mu Gui Sheng will resign as a Supervisor and chairman of the Supervisory Committee due to personal reasons. Mr. Mu Gui Sheng 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.

Mr. Qu Wei Jia will resign as an employee representative Supervisor on 30 June 2010 due to retirement. Mr. Qu Wei Jia 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. Mr. Li Ye Sheng has been appointed as an employee representative Supervisor to replace Mr. Qu Wei Jia with effect on 30 June 2010.

The biographic details of Mr. Li Ye Sheng are as follows: Mr. Li Ye Sheng (李業勝) aged 55, is the party secretary of the Company. Mr. Li is a member of the Communist Party and has post-secondary academic qualification. Mr. Li was the squad leader and captain of a warship under North Sea Marine from December 1973 to 1990, the supervisor of the Agricultural Bank of Muping, Yantai, Shandong Province from November 1990 to October 1995, and the deputy manager of Land Development Service Company of Muping, Yantai, Shandong Province from November 1995 to January 1997. Mr. Li joined the Company in 1997 and was the general manager of several subsidiaries of the Company.

After consultation with the Supervisor and consideration and approval by the Board on 10 May 2010, it is therefore suggested that at the Annual General Meeting, Mr. Wang Chun Tang be re-elected as a Supervisor and Mr. Li Kun Gui be newly appointed as a Supervisor to the fourth session of the Supervisory Committee for a term of three years, which are calculated from the date on which their respective appointments are approved by the Shareholders at the Annual General Meeting until the date of the Company's annual general meeting to be held in the year of 2013.

Their remuneration will be determined by arm's length negotiation between the Supervisors and the Company with reference to prevailing market conditions.

The biographic details of Mr. Wang Chun Tang are as follows: Mr. Wang Chun Tang (王春堂), aged 56, is an Independent Representative in the Supervisory Committee of the Company. Mr. Wang was appointed as a Supervisor on 28 May 2007. Mr. Wang has university academic qualification. Mr. Wang was the Officer of the Communications Bureau of Muping, Yantai, Shandong Province from May 1973 to December 1987. He studied Economics and Management in the Chinese Communist Party School and Shandong Province Party School from 1991 to 1996. From January 1988 to January 2006, Mr. Wang was the Supervisor, Deputy Chief and Managing Deputy Chief of Publishing Office of Muping, Yantai, Shandong Province. Since January 2006, Mr. Wang has been a member of the Executive Committee of the Yantai Muping National People's Congress.

The annual remuneration of Mr. Wang Chun Tang as a Supervisor of the Company was RMB 30,000, which was determined by arm's length negotiation between the Supervisors and the Company with reference to prevailing market conditions.

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## LETTER FROM THE BOARD

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The biographic details of Mr. Li Kun Gui are as follows: Mr. Li Kun Gui (李坤貴), aged 55, is a member of the Communist Party and has post-secondary academic qualification. Mr. Li served at the logistic department of Kunming Air Force Base in December 1974 and worked at the general office of the Government of Muping County and the Muping County Committee of the Communist Party of China. Mr. Li is the General Manager of China North Industries Corporation Yangma Resort (中國北方工業公司養馬島渡假村).

As far as the Directors are aware and save as disclosed above, neither of Mr. Wang Chun Tang and Mr. Li Kun Gui (i) holds any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years; (ii) holds any position with the Company or its subsidiaries; (iii) has any relationship with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company; (iv) had any interests in the Shares within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance as at the Latest Practicable Date.

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 Mr. Wang Chun Tang and Mr. Li Kun Gui.

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

According to the resolution passed by the Board on 10 May 2010, 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 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 substituted by the following paragraph:

“The Company shall establish a board of directors. The board of directors comprises 8 directors, of which 2 are executive directors and 6 are external directors (refer to directors who do not hold any positions in the Company). External directors include 3 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.”

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## LETTER FROM THE BOARD

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According to the resolution passed by the Board on 19 March 2010, the Board proposes to amend the Articles of Association to reflect the changes in ways of holding Board meetings. Set out below is the proposed amendment to the Articles of Association:

The following paragraph of Article 98 of the Articles of Association be deleted:

“Board of directors meetings or temporary meetings can be held by way of telephone conference or held with the help of similar communication equipment. As long as all directors present in the meeting can hear clearly the conversation of the other directors and can give feedback, all directors participated should be treated as present in the meeting.”

and substituted by the following paragraph:

“Board of directors meetings or temporary meetings can be held by way of telephone conference, written resolutions or held with the help of similar communication equipment. As long as all directors present in the meeting can hear clearly the conversation of the other directors or can communicate instantly, all directors participated should be treated as present in the meeting.”

### **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 re-election of Directors and new appointment of independent non-executive Director; (c) the resignation and appointment of Supervisors; 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 20 to 35 of this circular.

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.



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## LETTER FROM THE BOARD

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

The register of holders of H Shares will be closed from 29 May 2010 (Saturday) to 30 June 2010 (Wednesday) (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 28 May 2010 (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).

### 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.\***  
**Wang An**  
*Chairman*

Yantai, the PRC, 13 May 2010

\* 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 2009, 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>2009</b>		
June	0.340	0.435
July	0.355	0.410
August	0.320	0.405
September	0.325	0.365
October	0.310	0.350
November	0.335	0.395
December	0.340	0.415
<b>2010</b>		
January	0.365	0.490
February	0.370	0.455
March	0.440	0.560
April	0.480	0.570
May (up to the Latest Practicable Date)	0.400	0.485

**(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.	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.	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 Wednesday, 30 June 2010 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 2009.
2. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2009.
3. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2009.
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 2009.
5. To consider and approve the profit distribution plan for the year ended 31 December 2009, and the final dividend distribution plan for the year ended 31 December 2009 (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 2010.
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 2010 and to authorize the Board to determine their remunerations.
8. To consider and approve the re-election of directors and newly appointment of independent non-executive director of the Company:
  - 8.1 To consider and approve the re-election of Mr. Wang An as an executive director of the Company;
  - 8.2 To consider and approve the re-election of Mr. Zhang Hui as an executive director of the Company;
  - 8.3 To consider and approve the re-election of Mr. Lin Wu-Chung as a non-executive director of the Company;

\* *For identification purpose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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- 8.4 To consider and approve the re-election of Mr. Liu Tsung-Yi as a non-executive director of the Company;
  - 8.5 To consider and approve the election of Mr. Jiang Hong Qi as a non-executive director of the Company;
  - 8.6 To consider and approve the re-election of Ms. Yu Shou Neng as an independent non-executive director of the Company;
  - 8.7 To consider and approve the re-election of Ms. Qu Wen as an independent non-executive director of the Company; and
  - 8.8 To consider and approve the appointment of Mr. Xu Guang Zhou as an independent non-executive director of the Company.
9. To consider and approve the resignation of Mr. Mu Gui Sheng as a supervisor of the Company, which will take effect from the date on which this resolution is passed.
  10. To consider and approve the appointment of supervisors of the Company:
    - 10.1 To consider and approve the re-election of Mr. Wang Chun Tang as a supervisor of the Company; and
    - 10.2 To consider and approve the appointment of Mr. Li Kun Gui as a supervisor of the Company.

**As special resolutions:**

11. 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



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## NOTICE OF ANNUAL GENERAL MEETING

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- 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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“**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.

12. 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 ANNUAL GENERAL MEETING

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

**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 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 substituted by the following paragraph:

“The Company shall establish a board of directors. The board of directors comprises 8 directors, of which 2 are executive directors and 6 are external directors (refer to directors who do not hold any positions in the Company). External directors include 3 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.

14. To consider and approve the following amendment to the Articles of Association:

**THAT:**

- (1) Article 98 of the Articles of Association be amended by deleting the following paragraph:

“Board of directors meetings or temporary meetings can be held by way of telephone conference or held with the help of similar communication equipment. As long as all directors present in the meeting can hear clearly the conversation of the other directors and can give feedback, all directors participated should be treated as present in the meeting.”

and substituted by the following paragraph:

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## NOTICE OF ANNUAL GENERAL MEETING

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“Board of directors meetings or temporary meetings can be held by way of telephone conference, written resolutions or held with the help of similar communication equipment. As long as all directors present in the meeting can hear clearly the conversation of the other directors or can communicate instantly, all directors participated should be treated as present in the meeting.”; 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.

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

Yantai, the PRC, 13 May 2010

*Registered Office:*

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

*Principal Place of Business in Hong Kong:*

Unit 2805, 28/F  
The Center  
99 Queen's Road C  
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 29 May 2010 (Saturday) to 30 June 2010 (Wednesday) (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 28 May 2010 (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

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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. 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*)

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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 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 Wednesday, 30 June 2010 at 11:00 a.m. for the purpose of considering and passing the following resolutions:

**As special resolution:**

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.



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## NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

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

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

Yantai, the PRC, 13 May 2010

*Registered Office:*

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

*Principal Place of Business in Hong Kong:*

Unit 2805, 28/F  
The Center  
99 Queen's Road C  
Hong Kong

*Notes:*

- (A) Holders of Domestic Shares, who intend to attend the Class Meeting, must complete and return the reply slips for attending the Class Meeting and return them to the registered office of the Company (as set out above in this notice) not later than 20 days before the date of the Class Meeting.
- (B) Each holder of Domestic Shares entitled to attend the Class Meeting and having voting rights is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the Class Meeting.
- (C) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, in the case of a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing such attorney to sign or other authorization documents must be notarially certified.
- (D) To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the registered office of the Company, the address of which is set out above in this notice, not less than 24 hours before the time for holding the Class Meeting or any adjournment thereof in order for such documents to be valid.
- (E) If a proxy attends the Class Meeting on behalf of a shareholder, he/she should produce his/her ID card and the instrument signed by the proxy or his/her legal representative, and specifying the date of its issuance. If a legal person shareholder appoints its corporate representative to attend the Class Meeting, such representative should produce his/her ID card and the notarised copy of the resolution passed by the board of directors or other authorities or other notarised copy of the licence issued by such legal person shareholder.
- (F) In accordance with the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in this notice of Class Meeting will be voted by poll.

\* For identification purpose only

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## NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

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- (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. 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*)

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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 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 Wednesday, 30 June 2010 at 11:30 a.m. for the purpose of considering and passing the following resolutions:

**As special resolution:**

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.

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## NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

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

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

Yantai, the PRC, 13 May 2010

*Registered Office:*

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

*Principal Place of Business in Hong Kong:*

Unit 2805, 28/F  
The Center  
99 Queen's Road C  
Hong Kong

*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, 29 May 2010 to Wednesday, 30 June 2010 (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, 28 May 2010 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 notorially certified.

\* For identification purpose only

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## NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

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- (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.

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*)