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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)

**PROPOSED TRANSFER OF LISTING FROM THE GROWTH ENTERPRISE MARKET TO
THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

The Board is pleased to announce that the Company has submitted a formal application to the Stock Exchange on 12 November 2010 for the proposed transfer of listing of the H Shares from GEM to the Main Board. The Proposed Transfer will not involve the issue of any new H Shares by the Company.

There is no assurance that permission will be obtained from the Stock Exchange for the Proposed Transfer. Shareholders and potential investors should be aware that the implementation of the Proposed Transfer is subject to the conditions set out below being fulfilled and thus may or may not become effective. Accordingly, the Proposed Transfer may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the H Shares.

INTRODUCTION

Reference is made to the notices of annual general meeting and class meetings (collectively the “**2009 Meetings**”) and the circular of the Company dated 7 May 2009 in relation to, among other things, the Proposed Transfer, and the poll results announcements of the Company for the 2009 Meetings dated 22 June 2009, in which it was disclosed that, among other things, the resolutions in relation to the proposed applications to the CSRC and the Stock Exchange for the Proposed Transfer had been approved at the 2009 Meetings.

On 15 April 2010, the Company submitted the application to the CSRC (the “**Application to CSRC**”). On 6 May 2010, the Company received from the CSRC the Notice on the Acceptance of the Application for the Administrative Permission of CSRC (中國證監會行政許可申請受理通知書) No. 100667 (the “**Notice of Acceptance**”) for the Proposed Transfer, pursuant to which the CSRC considered that the application materials submitted by the Company were complete and had complied with the statutory form, and decided to accept the Company’s submission of the Application to CSRC as a case for further official processing.

The Board is pleased to announce that the Company has submitted a formal application to the Stock Exchange on 12 November 2010 for the proposed transfer of listing of the H Shares from GEM to the Main Board.

The Board would like to emphasize that the definitive timetable for the Proposed Transfer has not yet been finalized. There is no assurance that the Company will proceed with the Proposed Transfer.

The Proposed Transfer will not involve the issue of any new H Shares or securities by the Company.

CONDITIONS OF THE PROPOSED TRANSFER

The Proposed Transfer will be conditional upon, amongst others:

1. the Listing Committee granting approval for the listing of, and permission to deal in, the 1,760,176,000 H Shares in issue on the Main Board;
2. the CSRC granting approval for the Proposed Transfer; and
3. all the other relevant consents required or in connection with the implementation of the Proposed Transfer having been obtained, and the fulfillment of all conditions which may be attached to such consents, if any.

Shareholders should note that the Notice of Acceptance does not constitute any approval of CSRC for the Proposed Transfer. There is no assurance that permissions will be obtained from the Stock Exchange and the CSRC for the Proposed Transfer. Shareholders and potential investors should be aware that the implementation of the Proposed Transfer is subject to the conditions set out above being fulfilled and thus may or may not become effective. Accordingly, the Proposed Transfer may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the H Shares.

REASONS FOR THE PROPOSED TRANSFER

The Group is principally engaged in the business of manufacturing and sale of apple juice concentrate, pear juice concentrate, apple essence, feedstuff and related products. The H Shares of the Company have been listed on GEM since 22 April 2003.

The Directors believe that the listing of the H Shares on the Main Board will help to enhance the image of the Company and increase the liquidity and recognitions of the H Shares by attracting larger institutional and retail investors. The Directors consider that the listing of the H Shares on the Main Board will be beneficial to the future growth, financial flexibility and business development of the Company. No change in nature of business of the Group is contemplated by the Board following the Proposed Transfer.

GENERAL

The Company will make further announcement(s) to keep the Shareholders and potential investors informed on the progress of the Proposed Transfer.

DEFINITIONS

Unless the context otherwise requires, capitalized terms used in this announcement shall have the following meanings:

“Board”	the board of Directors of the Company
“Company”	Yantai North Andre Juice Co., Ltd.* (烟台北方安德利果汁股份有限公司), a joint stock limited company incorporated in the PRC, the H Shares of which are listed on GEM
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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
“Listing Committee”	the listing committee of the board of directors of the Stock Exchange
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) 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, which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

“Proposed Transfer”	the proposed transfer of the listing of the H Shares of the Company from GEM to the Main Board pursuant to the Rules Governing the Listing of Securities on the Stock Exchange
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Yantai, the PRC, 12 November 2010

As at the date hereof, the Board comprises:

Mr. Wang An (*Executive Director*)
 Mr. Zhang Hui (*Executive Director*)
 Mr. Lin Wu-Chung (*Non-executive Director*)
 Mr. Liu Tsung-Yi (*Non-executive Director*)
 Mr. Jiang Hong Qi (*Non-executive Director*)
 Ms. Yu Shou Neng (*Independent non-executive Director*)
 Ms. Qu Wen (*Independent non-executive Director*)
 Mr. Xu Guang Zhou (*Independent non-executive Director*)

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “ Latest Company Announcements ” page of the GEM website at www.hkgem.com for seven days from the date of its posting and on the Company’s website at www.andre.com.cn.

* For identification purpose only