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烟台北方安德利果汁股份有限公司

Yantai North Andre Juice Co., Ltd.*

(a joint stock limited company incorporated in the People's Republic of China)

(Stock code: 8259)

NOTICE OF 2011 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2011 special general meeting (the “SGM”) 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 Tuesday, 18 January 2011 at 10:00 a.m. for the purpose of considering and passing the following resolutions:

As ordinary resolutions

1. To consider and approve the appointment of Mr. Gong Fan as an independent non-executive director of the Company.
2. To consider and approve the appointment of Mr. Chow Kam Hung as an independent non-executive director of the Company.

As special resolution

3. 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 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 substituted by the following paragraph:

“The Company shall establish a board of directors. The board of directors comprises 9 directors, of which 2 are executive directors and 7 are external directors (refer to directors who do not hold any positions in the Company). External directors include 3 non-executive directors and 4 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 of directors of the Company (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, 29 November 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) For the biographical details of Mr. Gong Fan and Mr. Chow Kam Hung, please refer to the Appendix of this Notice.
- (B) Closure of Register of Members in Determining Shareholders’ Entitlement for Attending the SGM

The register of holders of H Shares of the Company will be closed from 18 December 2010 (Saturday) to 18 January 2011 (Tuesday) (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 17 December 2010 (Friday) and have completed the registration process, will be entitled to attend and vote at the SGM.

The address of Tricor Tengis Limited is as follows:

26th Floor

Tesbury Centre

28 Queen's Road East, Wanchai

Hong Kong

Fax: (852) 2810 8185

- (C) Holders of Domestic Shares or H Shares, who intend to attend the SGM, must complete and return the reply slips for attending the SGM and return them to the Company's principal place of business in Hong Kong (as set out above in this notice) (for holders of H Shares) or to the registered office of the Company (as set out above in this notice) (for holders of Domestic Shares) not later than 20 days before the date of the SGM.
- (D) Each holder of H Shares entitled to attend the SGM and having voting rights is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the SGM.
- (E) 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.
- (F) 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 (B) above, not less than 24 hours before the time for holding the SGM or any adjournment thereof in order for such documents to be valid.
- (G) Each holder of Domestic Shares is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on its behalf at the SGM, Notes (D) to (F) also apply to holders of Domestic Shares, except that a notarially certified copy of the proxy form or other documents of authority must be delivered to the registered office of the Company, the address of which is set out above in this Notice, not less than 24 hours before the time for holding the SGM or any adjournment thereof in order for such documents to be valid.
- (H) If a proxy attends the SGM on behalf of a shareholder, he/she should produce his/her ID card and the instrument signed by the 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 SGM, such representative should produce his/her ID card and the notarized 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.
- (I) In accordance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (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.
- (J) In the case of joint registered holders of any share, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of member in respect of the joint holding.
- (K) The SGM is expected to last for half a day. Shareholders and their proxies attending the SGM are responsible for their own transportation and accommodation expenses.

As at the date hereof, the Board comprises:

Mr. Wang An (*Executive Director*)

Mr. Zhang Hui (*Executive Director*)

Mr. 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*

APPENDIX

Proposals on Appointment of Independent Non-Executive Directors of the Company and Amendment to the Articles of Association

The Board has accepted the resignation of Mr. Xu Guang Zhou as an independent non-executive director and a member of the Audit Committee of the Company with effect from the conclusion of the SGM due to health reason. The Board resolved to nominate Mr. Gong Fan as an independent non-executive director of the Company to fill the vacancy arising from the resignation of Mr. Xu Guang Zhou.

Mr. Xu Guang Zhou has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited and the shareholders of the Company.

As far as the Company is aware and save as disclosed above, there are no other matters that need to be brought to the attention of the holders of securities of the Company, nor is there any information discloseable under Rule 17.50(2)(h) to (v) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) in relation to the resignation of Mr. Xu Guang Zhou.

In order to increase the ratio of independent non-executive directors among the Board members and further improve the Company’s corporate governance mechanism, the Board resolved to nominate Mr. Chow Kam Hung as an independent non-executive director of the Company and amend the Articles of Association to reflect the changes arising from the proposed appointment of an additional independent non-executive director.

Mr. Gong Fan and Mr. Chow Kam Hung will be appointed to the fourth session of the Board for a term commencing from the date on which their respective appointment is approved by the shareholders of the Company at the SGM until the date of the Company’s annual general meeting to be held in the year of 2013.

Each of Mr. Gong Fan and Mr. Chow Kam Hung will be 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 their 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. Gong Fan and Mr. Chow Kam Hung are as follows:

Mr. Gong Fan (龔凡), aged 46, graduated from Xi'an Jiaotong University (西安交通大學) in July 1987 and obtained the bachelor degree in Industrial Management Engineering (工業管理工程). Mr. Gong has over 20 years' financial working experience and is a Chinese Certified Public Accountant and Chinese Certified Appraiser. Mr. Gong worked in Beihai Finance Bureau in Guangxi Province (廣西北海市財政局) from 1987 to 1992; and Beihai Accounting Firm (北海會計師事務所) and Zhong He Accounting Firm (中和會計師事務所) from 1993 to 2000 as a registered accountant. Mr. Gong was the Chief Finance Officer and Secretary of Board of the Company from 2001 to 2003, a director and Chief Financial Officer of Henan Ping Gao Electric Co., Ltd.* (河南平高電氣股份有限公司) from 2003 to 2004, and the Chief Investment Officer of Creat Tian Cheng Investment Holding Co., Ltd.* (科瑞天誠投資控股有限公司) from 2005 until now.

Mr. Chow Kam Hung (周錦雄), aged 50, graduated from St. Cloud State University, US in May 1986 and obtained a bachelor of science degree in Electrical Engineering, and graduated from Newport University, US in December 1998 and obtained a Master of Business Administration degree. Mr. Chow has extensive experience in both overseas and PRC investments. Mr. Chow is a General Manager of Creat Group (HK) Ltd. since 1996, and is a Chief Operation Officer of Creat Resources Holdings Limited, a London AIM-listed company since July 2010.

Each of Mr. Gong Fan and Mr. Chow Kam Hung confirmed that he meets the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

As far as the directors of the Company (the “**Directors**”) are aware and save as disclosed above, neither of Mr. Gong Fan and Mr. Chow Kam Hung (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) has any interests in the shares of the Company within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance as at the date of this Notice.

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 of the Company in respect of Mr. Gong Fan and Mr. Chow Kam Hung.