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This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Main Board 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.



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 on Main Board: 2218)

(Stock code on GEM: 8259)

Financial Advisor to the Company



Guotai Junan Capital Limited

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

On 12 November 2010, an application was made by the Company to the Stock Exchange for the Transfer of Listing. The Company has applied for the listing of, and permission to deal in 1,760,176,000 H Shares, being all the H Shares in issue, on the Main Board by way of transfer of the listing from GEM to the Main Board. The approval-in-principle has been granted by the Stock Exchange on 23 December 2010 for the H Shares to be listed on the Main Board and to be de-listed from GEM.

Subject to the passing of the resolutions approving the appointments of Mr. Gong Fan and Mr. Chow Kam Hung as independent non-executive Directors at the SGM, the last day of dealings in the H Shares on GEM is 18 January 2011 and dealings in the H Shares on the Main Board (Stock code: 2218) will commence at 9:30 a.m. on 19 January 2011.

TRANSFER OF LISTING OF THE H SHARES FROM GEM TO THE MAIN BOARD

On 12 November 2010, an application was made by the Company to the Stock Exchange for the Transfer of Listing. The Company has applied for the listing of, and permission to deal in 1,760,176,000 H Shares, being all H Shares in issue, on the Main Board by way of Transfer of Listing. The approval-in-

principle has been granted by the Stock Exchange on 23 December 2010 for the H Shares to be listed on the Main Board and to be de-listed from GEM.

The Transfer of Listing is conditional on the passing of the resolutions approving the appointments of Mr. Gong Fan and Mr. Chow Kam Hung as independent non-executive Directors at the SGM. The Transfer of Listing will not become effective unless the appointments of Mr. Gong Fan and Mr. Chow Kam Hung as independent non-executive Directors have been approved at the SGM. Save as the aforementioned condition, all qualifications for the Transfer of Listing as set out in Rule 9A.02 of the Main Board Listing Rules in relation to the Company and its H Shares have, insofar as applicable, been met.

REASONS FOR THE TRANSFER OF LISTING

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 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 Transfer of Listing.

The Transfer of Listing will not involve any issue of new H Shares by the Company.

DEALINGS IN THE H SHARES ON THE MAIN BOARD

The H Shares have been accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from 22 April 2003, the date on which the H Shares were listed on GEM. Subject to the continued compliance with the stock admission requirements of HKSCC, the H Shares will continue to be accepted as eligible securities by HKSCC for deposit, clearance and settlement in the CCASS once dealings in the H Shares on the Main Board commence, and that all activities under CCASS are subject to the General Rules of the CCASS and CCASS Operational Procedures in effect from time to time.

Subject to the passing of the resolutions approving the appointments of the Proposed Directors at the SGM, the last day of dealings in the H Shares on GEM is 18 January 2011 and dealings in the H Shares on the Main Board (Stock code: 2218) will commence at 9:30 a.m. on 19 January 2011.

The Transfer of Listing will have no effect on the existing share certificates in respect of the H Shares which will continue to be good evidence of legal title and be valid for trading, settlement and registration purpose. There will be no exchange of the existing H Share certificates. No change will be made to the board lot size, trading currency and the share registrar of the H Shares in connection with the Transfer of Listing. H Shares will be traded under the new stock code 2218 in board lots of 5,000 H Shares each following the Transfer of Listing.

GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE OF H SHARES

Pursuant to Rule 9A.12 of the Main Board Listing Rules, the general mandate granted to the Board by the Shareholders on 30 June 2010 to allot, issue and/or deal with new Shares will continue to be valid and remain in effect until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiry date of the 12-month period from 30 June 2010; or
- (c) the date on which the authority granted is revoked or varied by a special resolution of the Shareholders at a general meeting.

Pursuant to Rule 9A.12 of the Main Board Listing Rules, the general mandate granted to the Board by the Shareholders on 30 June 2010 to repurchase H Shares will continue to be valid and remain in effect until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiry date of the 12-month period from 30 June 2010; or
- (c) the date on which the authority granted is revoked or varied by a special resolution of the Shareholders at a general meeting.

COMPETING INTERESTS

Mr. Wang An, a Director, through his controlled corporation, Andre Group, has 40% equity interests in Andre Pectin. The Company currently has 20% equity interests in Andre Pectin.

Andre Pectin was incorporated on 25 September 2003. Upon incorporation, Andre Pectin was owned as to 75% by the Company and 25% by Yantai North Andre Juice Inc., a wholly-owned subsidiary of the Company incorporated in the United States of America. Following the completion of the restructuring of Andre Pectin in 2005, Andre Pectin ceased to be a subsidiary of the Company, and was owned as to 40% by Andre BVI, a wholly-owned subsidiary of the Company, and as to 35% by Bytetrion Limited and 25% by Richride Investments Limited, both strategic investors. Further information about such restructuring has been disclosed in the relevant announcement and circular of the Company dated 16 March 2005 and 4 April 2005 respectively.

On 10 March and 15 May 2009, Bytetrion Limited entered into two separate share transfer agreements and transferred its 25% and 5% equity interests, respectively, in Andre Pectin to Andre Group.

On 11 November 2009, Andre BVI entered into several share transfer agreements to transfer its 40% equity interests in Andre Pectin, as to (i) 10% to Andre Group; (ii) 20% to the Company; and (iii) 10% to Richride Investments Limited, respectively. Further information about such agreements and transactions have been disclosed in the relevant announcement of the Company dated 11 November 2009. On 28

May 2010, Richride Investments Limited entered into a share transfer agreement and transferred its 10% equity interests in Andre Pectin to an independent third party, namely, Meng Yu Corporation Pte. Ltd.. Upon the completion of the aforementioned share transfers, Andre Pectin is owned as to 40% by Andre Group, 25% by Richride Investments Limited, 20% by the Company, 10% by Meng Yu Corporation Pte. Ltd. and 5% by an independent third party, namely, Yantai Anlin Fruit Industry Co., Ltd.* (烟台安林果業有限公司) (which was transferred to it by Bytetron Limited).

The Company currently has 20% equity interests in Andre Pectin. The Company considers that pectin business is no longer the principal business of the Company, and Mr. Wang An's holding 40% equity interests in Andre Pectin through his controlled corporation, Andre Group, does not constitute competing business under the Main Board Listing Rules. Saved as disclosed therein, as at the date of this announcement, none of the Directors, management shareholders and their respective associates has an interest in a business which competes or may compete, either directly or indirectly, with the business of the Group.

FINANCIAL HIGHLIGHTS

For the year ended 31 December 2009, the Group's turnover decreased to approximately RMB597,252,000 as compared to approximately RMB1,309,354,000 in 2008, representing a significant decrease of approximately RMB712,102,000 or 54%. For the year ended 31 December 2008, the Group's turnover decreased to approximately RMB1,309,354,000 as compared to approximately RMB1,662,976,000 in 2007, representing a significant decrease of approximately RMB353,622,000 or 21%. The Group's turnover was principally derived from the manufacture and sale of apple juice concentrate, pear juice concentrate, apple essence, feedstuff and related products. The sale of apple juice concentrate accounted for approximately 94%, 91% and 97% of the total turnover of the Group for the year ended 31 December 2009, the year ended 31 December 2008 and the year ended 31 December 2007 respectively. The decrease in turnover for the year ended 31 December 2009 was mainly attributable to the decrease in selling price of apple juice concentrate, and the decrease in turnover for the year ended 31 December 2008 was mainly attributable to the decrease in sales volume and selling price of apple juice concentrate, both of which are mainly caused by the worldwide economic crisis, resulting in the drop in overall consumption of apple juice.

For the year ended 31 December 2009, the Group's net profit (i.e. the profit for the year attributable to equity shareholders of the Company) decreased to approximately RMB64,382,000 as compared to approximately RMB156,107,000 in 2008, representing a significant decrease of approximately RMB91,725,000 or 59%. For the year ended 31 December 2008, the Group's net profit (i.e. the profit for the year attributable to equity shareholders of the Company) decreased to approximately RMB156,107,000 as compared to approximately RMB213,874,000 in 2007, representing a significant decrease of approximately RMB57,767,000 or 27%. The decrease in net profit for the year ended 31 December 2009 was mainly attributable to the decrease in selling price of the Group's products, and the decrease in net profit for the year ended 31 December 2008 was mainly attributable to the decrease in sales volume and selling price of the Group's products.

Please refer to the annual reports of the Company for the three-year period ended 31 December 2009 for further information about the results of the Group.

WAIVER FROM STRICT COMPLIANCE WITH THE MAIN BOARD LISTING RULES

Rule 8.12 as applied by Rule 19A.15 of the Main Board Listing Rules provides that a PRC issuer applying for a primary listing on the Stock Exchange must have a sufficient management presence in Hong Kong, which normally means that at least two of its executive Directors must be ordinary resident in Hong Kong.

Given that the headquarters and all the business operations of the Group are located in the PRC, the senior management team of the Group is and will continue to be based in the PRC. At present, all of the executive Directors ordinarily reside in the PRC. Accordingly, the Company does not and, for the foreseeable future, will not have a sufficient management presence in Hong Kong.

The Company has applied to the Stock Exchange for a waiver from compliance with the requirements under Rules 8.12 and 19A.15 of the Main Board Listing Rules. The Stock Exchange has granted the requested waiver to the Company on the condition that the Company would adopt the following arrangements to maintain an effective communication channel with the Stock Exchange:

- (a) the Company has two authorised representatives pursuant to Rule 3.05 of the Main Board Listing Rules, who will act as the Company's principal channel of communication with the Stock Exchange. The two authorised representatives appointed are Mr. Wang An and Ms. Ng Man Yee Karen. Mr. Wang An has confirmed that he possesses valid travel documents and can readily travel to Hong Kong to meet with the Stock Exchange upon the request of the Stock Exchange, if required. Ms. Ng Man Yee, Karen is a Hong Kong qualified accountant and resides in Hong Kong. They will be readily contactable by telephone, facsimile and e-mail, and are authorised to communicate on behalf of the Group with the Stock Exchange;
- (b) the authorised representatives have means of contacting all of the Directors (including the independent non-executive Directors) promptly at all times as and when the Stock Exchange wishes to contact the Directors on any matters. To enhance communication between the Stock Exchange, the authorised representatives and the Directors, the Company has implemented a policy whereby (a) each Director will have to provide his office phone numbers, mobile phone numbers, residential phone numbers, facsimile numbers and e-mail addresses to the authorised representatives; (b) in the event that an executive Director expects to travel and be out of office, he will have to provide the phone number of the place of his accommodation to the authorised representatives; and (c) all Directors will provide their respective mobile phone numbers, office phone numbers, facsimile numbers and e-mail addresses to the Stock Exchange;

- (c) meetings between the Stock Exchange and the Directors could be arranged through the authorised representatives, or directly with the Directors within a reasonable time frame. The Company will inform the Stock Exchange promptly in respect of any change in the Company's authorised representatives; and
- (d) each of the Directors who does not ordinarily reside in Hong Kong has confirmed that he possesses or can apply for valid travel documents to visit Hong Kong and will be able to meet with the Stock Exchange in Hong Kong within a reasonable period.

BIOGRAPHICAL INFORMATION OF DIRECTORS AND SUPERVISORS

The Company discloses below the biographical information of each current Director and Supervisor and each Proposed Director:

Executive Directors

Mr. Wang An (王安), aged 47, is Chairman of the Board and an executive Director. Mr. Wang has been a Director since 26 June 2001. Mr. Wang is a well known entrepreneur in the PRC. Mr. Wang has received the following awards/recognitions: 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 Institute of the PRC Central Communist Party (中共中央黨校函授學院) in June 1994. He was 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), Honorary Principal of Song Lan Hou Hope Primary School (松嵐後希望小學) of Yantai city and 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 since been involved in the concentrated juice production industry. Mr. Wang is responsible for the overall management of the Group.

Mr. Wang is entitled to a remuneration of RMB50,000 per annum plus discretionary bonus for his directorship in the Company. The emolument is 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 date of this announcement, Mr. Wang An is interested in 1,188,105,006 Domestic Shares and 17,085,000 H Shares, representing approximately 27.85% and 0.40% of the total issued share capital of the Company respectively, among which, Mr. Wang An holds, through his controlled corporation, China Pingan Investment Holdings Limited, of which he has 90% equity interests, 441,519,606 Domestic Shares and 17,085,000 H Shares, representing approximately 10.35% and 0.40%, respectively, of the total issued share capital of the Company. Mr. Wang An holds, through his controlled, Andre Group, of which he has 80% equity interest, 746,585,400 Domestic Shares, representing approximately 17.50% of the total issued share capital of the Company.

Mr. Zhang Hui (張輝), aged 38, is an executive Director and Chief Executive Officer of the Company. Mr. Zhang has been a Director since 26 June 2001. He was 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 Supervisor of the Production Department, General Manager of a subsidiary of the Company and Executive President of the Company. Mr. Zhang has received the following awards: Outstanding Member of the Communist Party (優秀共產黨員) of Muping District, The 9th Session Top Ten Outstanding Youth Entrepreneurs of Yantai city (第九屆煙台市十大傑出青年企業家) and the “May 1st Labor Award” of Yantai city. In March 2007, he was appointed as a member of the standing committee of the Fruit and Vegetable Processing Division (果蔬加工分會) of the Chinese Institute of Food Science and Technology. During his tenure as General Manager of Baishui Andre Juice Co., Ltd* (白水安德利果蔬汁有限公司), he was appointed as a representative of the Communist Party in Weinan city (中共渭南市黨代表) and was a standing member of the Chinese People’s Political Consultative Committee of Baishui County. Currently, Mr. Zhang assists Mr. Wang An in the overall management of the Group. Mr. Zhang graduated from Shandong Agriculture University with a Bachelor’s degree in Economics and Management (majoring in corporate management) in July 1997. Mr. Zhang is an engineer.

Mr. Zhang is entitled to a remuneration of RMB50,000 per annum plus discretionary bonus for his directorship in the Company. The emolument is 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.

Non-executive Directors

Mr. Lin Wu-Chung (林武忠), aged 59, is a non-executive Director. Mr. Lin has been as a non-executive Director since 22 June 2009. Mr. Lin is President and an executive director of Uni-President China Holdings Ltd., a company listed on the Main Board (Uni-President China Holdings Ltd., together with its direct and indirect subsidiaries and holding companies are, collectively hereinafter referred to as “Uni-President China Group”). He joined the Uni-President Group in January 1978 and has over 30 years of experience in beverage and instant noodle businesses. He was Head of Uni-President Enterprises Corp.’s beverages department from 1991 to July 1995. Mr. Lin joined the Uni-President China Group in August 1995 and is primarily responsible for its business management. He has been 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 General Manager of President Enterprises (China) Investment Co., Ltd. since 2005. He was also appointed as General Manager of Tong Ren Corp. Limited

in 2007. He is currently a director of Tong Ren Corp. Limited and each of Uni-President China Group's PRC subsidiaries except for Nanchang President Enterprises Co., Ltd. (南昌統一企業有限公司). He is also a director of Heilongjiang Wondersun Dairy Co., Ltd. (黑龍江省完達山乳業股份有限公司). Mr. Lin graduated from Tamkang University with a Bachelor's degree in International Trade in 1975.

Mr. Lin is entitled to a remuneration of RMB50,000 per annum plus discretionary bonus for his directorship in the Company. The emolument is 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 has waived his directors' emoluments with effect from 1 April 2010.

Mr. Liu Tsung-Yi (劉宗宜), aged 43, is a non-executive Director. He has been a non-executive Director since 22 June 2009. Mr. Liu is Vice President of the Business Integration Division of Uni-President Enterprises Corp., a company listed on the Taiwan Stock Exchange. He joined Uni-President Enterprises Corp. in July 1996, and was subsequently appointed as Head of its Investment Analysis Section. In 2000, he was transferred to President International Development Corporation, and was responsible for its investments. He has also been Director of the Treasury Division of Uni-President Enterprises Corp. since 2004. Currently, Mr. Liu is also President/director/supervisor of 15 member companies of Uni-President Enterprises Corp., amongst which Tait Marketing and Distribution Co., Ltd. is a company listed 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 Head of the Credit and Loan Unit of Taipei branch of Cosmos Commercial Bank. Mr. Liu obtained a Bachelor of Laws degree (majoring in Economics) from National Chengchi University in 1989, and a Master of Business Administration degree from National Taiwan University in 1991.

Mr. Liu is entitled to a remuneration of RMB50,000 per annum plus discretionary bonus for his directorship in the Company. The emolument is 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 date of this announcement, Mr. Liu holds 1,954,000 H Shares, representing approximately 0.045% of the total issued share capital of the Company.

Mr. Jiang Hong Qi (姜洪奇), aged 44, is a non-executive Director. He was appointed as an executive Director on 28 May 2007 and was subsequently redesignated as a non-executive Director on 30 June 2010. Mr. Jiang obtained a Master's degree in Economics from Hangzhou Institute of Electronic Technology (杭州電子工業學院) in 1997 and is a certified public accountant in the PRC. He formerly served as Business Manager and Senior Manager of Shandong International Trust and Investment Corporation (山東省國際信託投資公司) before joining the Company in 2002 as Deputy Chief Accountant.

Mr. Jiang is entitled to a remuneration of RMB50,000 per annum plus discretionary bonus for his directorship in the Company. The emolument is 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.

Independent non-executive Directors

Mdm. Yu Shou Neng (俞守能), aged 55, is an independent non-executive Director. Mdm. Yu has been an independent non-executive Director since 11 June 2004. Mdm. Yu obtained a Master's degree in Agricultural Extension (農業推廣) from China Agricultural University in 2004. She is a representative of Shandong Province to the National People's Congress and is also Professor and Head of Shandong Agricultural University Yantai Research Institute (山東農大烟台研究院).

Mdm. Yu is entitled to a remuneration of RMB50,000 per annum plus discretionary bonus for her directorship in the Company. The emolument is 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.

Ms. Qu Wen (曲雯), aged 43, is an independent non-executive Director. Ms. Qu has been a non-executive Director since 28 May 2007. Ms. Qu is a qualified lawyer in the PRC, an arbitrator of Yantai Arbitration Committee, a member of the 10th Session of the Chinese People's Political Consultative Committee and Supervisor of Yantai People's Procuratorate. Ms. Qu graduated from Peking University and obtained her Bachelor's degree in Law in 1989. From 1989 to 1992, Ms. Qu worked for the Legal Advisory Office of Muping, Yantai, Shandong Province and the Bureau of Justice of Muping, Yantai, Shandong Province. From 1992 to 2002, Ms. Qu was a lawyer and Supervisor of Economic Division of the Shandong Qianwei Law Firm. Since October 2002, she has been a lawyer and Executive Officer of Shandong Yanshiming Law Firm.

Ms. Qu is entitled to a remuneration of RMB50,000 per annum plus discretionary bonus for her directorship in the Company. The emolument is 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.

Mr. Xu Guang Zhou (徐廣洲), aged 62, a senior engineer, is an independent non-executive Director. Mr. Xu has been an independent non-executive Director since 30 June 2010. Mr. Xu graduated from Tianjin Institute of Light Industry (now known as Tianjin University of Light Industry) majoring in food engineering. After graduation, Mr. Xu worked 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 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). He enjoys special governmental allowance from the State Council. Mr. Xu has published 15 articles and was given the award of an Outstanding Technological

Expert in Weihai City (1996-1999) (威海市專業技術拔尖人才(1996-1999年度)) and an Advanced Technological Expert in the Light Industry of Shandong Province (山東省一輕系統先進科技工作者). Due to health reason, Mr. Xu will resign as an independent non-executive Director with effect from the conclusion of the SGM.

Mr. Xu is entitled to a remuneration of RMB50,000 per annum plus discretionary bonus for his directorship in the Company. The emolument is 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.

Proposed Directors

Mr. Gong Fan (龔凡), aged 46, is a Proposed Director. Mr. Gong graduated from Xi'an Jiaotong University (西安交通大學) in July 1987 with a Bachelor's degree in Industrial Management Engineering (工業管理工程). Mr. Gong has over 20 years of experience in finance and is a certified public accountant and a certified appraiser in the PRC. 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 Chief Finance Officer of the Company and Secretary of the Board 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. He has been Chief Investment Officer of Creat Tian Cheng Investment Holding Co., Ltd.* (科瑞天誠投資控股有限公司) since 2005.

Upon his appointment as an independent non-executive Director, Mr. Gong will be entitled to a remuneration of RMB50,000 per annum plus discretionary bonus for his directorship in the Company. The emolument is 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. Chow Kam Hung (周錦雄), aged 50, is a Proposed Director. Mr. Chow graduated from St. Cloud State University, U.S.A. in May 1986 with a Bachelor's degree in Electrical Engineering, and Newport University, U.S.A. in December 1998 with a Master of Business Administration degree. Mr. Chow has over 16 years of experience in both overseas and PRC investments. Mr. Chow has been General Manager of the Hong Kong office of Creat Group, a China based investment company which has investments in finance, manufacturing, real estate and resource sectors, since 1996. He is also Chief Operation Officer of Creat Resources Holdings Limited, an Australia based resources investment and development company listed on the AIM Market of the London Stock Exchange, since July 2010.

Upon his appointment as an independent non-executive Director, Mr. Chow will be entitled to a remuneration of RMB50,000 per annum plus discretionary bonus for his directorship in the Company. The emolument is 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.

Supervisors

Mr. Li Ye Sheng (李業勝) aged 56, a member of the Communist Party, is Party Secretary of the Company. Mr. Li has been a Supervisor since 30 June 2010. Mr. Li was Squad Leader and Captain of a warship under North Sea Marine from December 1973 to 1990, a supervisor of the Agricultural Bank of Muping, Yantai, Shandong Province from November 1990 to October 1995, and 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 General Manager of several subsidiaries of the Company.

The annual remuneration of Mr. Li as a Supervisor is RMB30,000, which is determined by arm's length negotiation between Mr. Li and the Company with reference to prevailing market conditions.

Mr. Wang Chun Tang (王春堂), aged 57, is an independent representative in the Supervisory Committee of the Company. Mr. Wang has been a Supervisor since 28 May 2007. Mr. Wang was an officer of the Communications Bureau of Muping, Yantai, Shandong Province from May 1973 to December 1987. He studied Economics and Management in the Communist Party School of Shandong Province from September 1995 to December 1997 and obtained the graduation certificate issued by the Communist Party School of Shandong Province on 30 December 1997. From January 1988 to January 2006, Mr. Wang was Supervisor, Deputy Chief and Managing Deputy Chief of Publishing Office of Muping, Yantai, Shandong Province. From January 2006 to January 2009, Mr. Wang was a member of the Executive Committee of the Yantai Muping National People's Congress.

The annual remuneration of Mr. Wang as a Supervisor is RMB30,000, which is determined by arm's length negotiation between Mr. Wang and the Company with reference to prevailing market conditions.

Mr. Li Kun Gui (李坤貴), aged 55, is a member of the Communist Party. Mr. Li has been a Supervisor since 30 June 2010. 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 General Manager of China North Industries Corporation Yangma Resort (中國北方工業公司養馬島渡假村).

The annual remuneration of Mr. Li as a Supervisor is RMB30,000, which is determined by arm's length negotiation between Mr. Li and the Company with reference to prevailing market conditions.

To the knowledge of the Directors and save as disclosed above, none of the current Directors, Proposed Directors or Supervisors (i) holds any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) holds any position with the Company or its subsidiaries; (iii) has interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance at the date of this announcement; (iv) has relationship with other current Directors, Proposed Directors, senior management of the Company or substantial Shareholders.

To the knowledge of the Directors and save as disclosed above, there is no information required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Main Board Listing Rules in relation to the aforementioned current Directors, Proposed Directors and Supervisors and there are no other matters that needed to be brought to the attention of the Shareholders.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for viewing on the Company's website (www.andre.com.cn) and on the website of the Stock Exchange (<http://www.hkgem.com>):

- (a) the articles of association of the Company;
- (b) the Directors' report and annual report of the Group for the year ended 31 December 2009;
- (c) the interim report of the Group for the six months ended 30 June 2010;
- (d) the third quarterly report of the Group for the nine months ended 30 September 2010;
- (e) the circular of the Company dated 7 May 2009 in relation to (i) the proposal for general mandates to issue shares and repurchase of H Shares; (ii) the proposed transfer of listing of H Shares from GEM to the Main Board; (iii) the proposed resignation of Directors and new appointment of non-executive Directors; and (iv) the proposed amendments to the articles of association of the Company;
- (f) the circular of the Company dated 25 June 2009 in relation to the connected transaction for the formation of a joint venture by the Company and Andre BVI with Chengdu President Enterprises Food Co., Ltd.;
- (g) the circular of the Company dated 13 May 2010 in relation to (i) the proposal for general mandates to issue shares and repurchase of H Shares; (ii) the proposed re-election of Directors and new appointment of independent non-executive Director; (iii) the proposed resignation and appointment of Supervisors; and (iv) the proposed amendments to the articles of association of the Company; and
- (h) a copy of each of the announcements and other corporate communications made by the Company before the date of this announcement as required under the GEM Listing Rules and the Main Board Listing Rules.

DEFINITIONS

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

“Andre BVI”	Andre Juice Co., Ltd., a wholly-owned subsidiary of the Company incorporated in the British Virgin Islands
“Andre Group”	Shandong Andre Group Co., Ltd.* (山東安德利集團有限公司), a limited liability company incorporated in the PRC and owned as to 80% by Mr. Wang An, a Director
“Andre Pectin”	Yantai Andre Pectin Co., Ltd. (烟台安德利果膠有限公司) (formerly known as Yantai North Andre Pectin Co., Ltd.), a limited liability company incorporated in the PRC
“Board”	the board of Directors
“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 with limited liability and whose H Shares are listed on GEM
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Director(s)”	the director(s) 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 and traded in Renminbi
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	The Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“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
“Main Board”	the securities 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
“Main Board Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, excluding, for the purpose of this announcement only, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Director(s)”	Mr. Gong Fan and Mr. Chow Kam Hung, whose appointment as independent non-executive Directors will be considered, and if thought fit, approved by the Shareholders at the SGM
“RMB”	Renminbi, the lawful currency of the PRC
“SGM”	the 2011 special general meeting of the Company, which will be held at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC on Tuesday, 18 January 2011 at 10:00 a.m.
“Share(s)”	Domestic Shares and H Shares
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Transfer of Listing”	the transfer of listing of the H Shares from GEM to the Main Board

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

Yantai, the PRC, 23 December 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*)

The 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 <http://www.hkgem.com> for seven days from the date of its posting and on the Company’s website at www.andre.com.cn.

* *For identification purpose only*