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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 : 02218)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**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**”) for the year ended 31 December, 2023 will be held at 10th Floor Conference Room, Andre Building, No. 889 Xincheng Avenue, Muping District, Yantai City, Shandong Province, the People’s Republic of China (the “**PRC**”) at 2:00 p.m. on Tuesday, 30 April, 2024 to consider and, if thought fit, pass the following resolutions.

### **ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board of directors of the Company for the year ended 31 December, 2023;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December, 2023;
3. To consider and approve the annual report of the Company for the year ended 31 December, 2023;
4. To consider and approve the profit distribution plan for the year ended 31 December, 2023;
5. To consider and approve the resolution in relation to the remuneration of Directors and supervisors of the Company for the year ending 31 December, 2024;
6. To consider and approve the resolution in relation to re-appointment of Da Hua Certified Public Accountants as the external auditors of the Company for the year ending 31 December, 2024 and authorization to the Board to determine their remuneration;
7. To consider and approve the resolution in relation to the estimates for daily related party transactions of the Company in 2024;

\* *For identification purpose only*

8. To consider and approve the proposal on the amendments to the Independent Director Work System.

### **SPECIAL RESOLUTIONS**

9. To consider and 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 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 20% of the aggregate number of shares of the Company in issue as at the date of the passing of this resolution at the 2023 AGM; and
  - (c) the Board will only exercise its power under such mandate in accordance with the PRC Company Law and the 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, 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 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 pursuant to the resolution under paragraph (1) of this resolution.

For the purposes of this resolution: “Relevant Period” means the period from the date of passing this special resolution at the 2023 AGM until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this special resolution at the 2023 AGM; or
- (ii) the expiry date of the 12-month period following the passing of this special resolution at the 2023 AGM; or
- (iii) 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 in a general meeting.

10. To consider and approve the following resolution:

**THAT** approve the resolution in relation to the grant of authorization by the shareholders’ meeting to the board of directors to handle the issuance of shares to specific targets by simplified procedure;

11. To consider and approve the following resolution:

**THAT** approve the resolution in relation to reduction in registered share capital of the Company and amendments to the Articles of Association;

12. To consider and approve the following resolution:

**THAT** approve the resolution in relation to the amendments to Rules of Procedure of the Shareholders’ Meeting;

13. To consider and approve 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 of the Company (“**H Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) during the Relevant Period (as defined in paragraph (5) below), 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 Hong Kong Stock Exchange or of any other governmental or regulatory body;
- (2) subject to the approval in paragraph (1), the number of the H Shares authorized to be repurchased during the Relevant Period (as defined in paragraph (5) below) shall not exceed 10% of the number of the H Shares as of 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 an annual general meeting and at a class meeting of holders of A shares of the Company (“**A Shares**”);
  - (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 (the “**Articles**”);
- (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 authorized to:
- (a) amend the Articles 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 with the relevant governmental authorities of the PRC;
- (5) For the purposes of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until the earliest of:
- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
  - (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 at any general meeting or by a special resolution of holders of H Shares or holders of A Shares at their respective general meetings.

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

Yantai, the PRC, 27 March, 2024

*As of the date of this notice, the executive Directors are Mr. Wang An, Mr. Wang Kun, Ms. Wang Meng and Mr. Wang Yan Hui, the non-executive Directors are Mr. Zhang Hui and Mr. Liu Tsung-Yi, and the independent non-executive Directors are Mr. Gong Fan, Ms. Wang Yan and Mr. Li Yao.*

\* For identification purpose only

Notes:

1. For the purpose of determining who may attend the AGM to be held on Tuesday, 30 April, 2024, the register of holders of H Shares will be closed from Thursday, 25 April, 2024 to Tuesday, 30 April, 2024 (both dates inclusive), during which no transfer of H Shares will be registered. In order to qualify for entitlement to attending and voting at the AGM, 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 for registration not later than 4:30 p.m. on Wednesday, 24 April, 2024 for registration.

The address of Tricor Tengis Limited is as follows:

17/F., Far East Finance Centre  
16 Harcourt Road  
Hong Kong  
Fax No.: (852) 2810 8185

2. In accordance with the Rules Governing the Listing of Securities on The Hong Kong Stock Exchange Limited, any vote of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notice of AGM will be voted by poll. Results of the poll voting will be published on the Company's website at [www.andre.com.cn](http://www.andre.com.cn) and the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) after the AGM.
3. Any Shareholder entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a Shareholder.
4. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and deposited at the Company's H Share registrar, Tricor Tengis Limited (for H Shareholders) at least 24 hours before the AGM or any adjourned meeting thereof. The Company's H Share registrar, Tricor Tengis Limited, is located at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong (Fax no. (852) 2810 8185).
5. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and any adjourned meeting thereof if you so wish.
6. In the case of joint registered holders of any shares of the Company ("**Shares**"), 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; if more than one of such holders are present at the AGM in person or by proxy, the vote of the senior holder in the register of members of the Company in respect of the relevant shares 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 holders in respect of the joint holding.

7. The AGM is expected to last for about half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the AGM.
8. For the matters relating to the attendance of the AGM by holders of A Shares, please refer to the notice of meeting and other relevant documents published by the Company on the website of the Shanghai Stock Exchange at [www.sse.com.cn](http://www.sse.com.cn).