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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)

**DISCLOSEABLE TRANSACTION
SUBSCRIPTION OF WEALTH MANAGEMENT PRODUCTS**

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The Board announces that between 9 November 2022 and 24 April 2023, the Company subscribed for the Wealth Management Products issued by Lianchu Securities with an aggregate principal amount of RMB250 million. As at the date of this announcement, the aggregated outstanding principal amount of the Wealth Management Products was RMB250 million.

IMPLICATIONS UNDER THE HONG KONG LISTING RULES

As the highest applicable percentage ratio in respect of the subscription of the Wealth Management Products exceeds 5% but is less than 25%, the subscription of the Wealth Management Products constitutes a notifiable transaction of the Company and is subject to the notification and announcement requirements under the Hong Kong Listing Rules but exempt from the Shareholders' approval requirement.

SUBSCRIPTION OF WEALTH MANAGEMENT PRODUCTS

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The key terms of the subscription of the Wealth Management Products are set out as follows:

No.	Name of Product	Subscription Date	Principal amount of the subscription (RMB0'000)	Expected Annualized Rate of Return	Estimated Amount of Return (RMB0'000)	Term of Product (Days)	Type of Product
1	Shuangjixing No. 2 collective asset management plan (雙季興2號集合資產管理計劃)	9 November 2022	5,000	4.6%	118.47	188 (from 10 November 2022 to 17 May 2023)	Collective asset management plan
2	Churui No. 1 214 Income Certificate (儲瑞1號214期收益憑證)	14 November 2022	4,000	3.2%	63.47	181 (from 16 November 2022 to 15 May 2023)	Principal guaranteed with fixed income
3	Churui No. 1 234 Income Certificate (儲瑞1號234期收益憑證)	16 January 2023	5,000	3.3%	78.66	174 (from 18 January 2023 to 11 July 2023)	Principal guaranteed with fixed income
4	ESG Integration No. 1 (ESG整合1號)	1 February 2023	5,000	4.3%	110.74	188 (from 2 February 2023 to 9 August 2023)	Collective asset management plan
5	Everbright Futures Yueyuefu No. 1 (光大期貨月月福1號)	7 April 2023	1,000	4.5%	4.32	35 (from 7 April 2023 to 12 May 2023)	Asset management plan
6	ESG Integration No. 2 (ESG整合2號)	24 April 2023	5,000	4.2%	16.11	28 (from 24 April 2023 to 22 May 2023)	Asset management plan

BASIS OF DETERMINATION OF THE CONSIDERATION

The Board confirms that the consideration in relation to the subscription of the Wealth Management Products was determined by the Company and Lianchu Securities on an arms' length basis and based on normal commercial terms after taking into account the idle cash resources of the Company available for the purpose of cash management, as well as the risk level, investment terms and annualized rate of return of the Wealth Management Products.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION OF WEALTH MANAGEMENT PRODUCTS

The use of part of the idle funds for cash management by the Company is implemented under the premise of ensuring the normal operation and capital safety of the Group. The subscription of the Wealth Management Products will not affect the capital turnover of the Group's daily production and operation and will fully revitalize the Company's short-term idle funds, which is conducive to improving the efficiency of the use of the Company's funds, further improving the Company's overall investment income level.

The Directors are of the view that the terms of the subscription of the Wealth Management Products are fair and reasonable, and are on normal commercial terms and the subscription of the Wealth Management Products is in the interests of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE HONG KONG LISTING RULES

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GENERAL INFORMATION

The Company

The Company is a joint stock limited company incorporated in the PRC and is principally engaged in the following businesses: (i) production and sales of various virgin pulp juice, fruit and vegetable juice, compound fruit and vegetable juice, drinking water, fruit vinegar, can, edible fruit and vegetable essence and food flavor; (ii) processing and sales of iron packaging products; (iii) biological and comprehensive utilization of pomace; (iv) wholesale, import and export businesses of various virgin pulp juice, fruit and vegetable juice, compound fruit and vegetable juice, fruit pulps, edible fruit and vegetable essence and food flavor; and (v) the lease of proprietary premises.

Lianchu Securities

Lianchu Securities is a company incorporated in the PRC with limited liability and is principally engaged in securities business and securities investment fund sales services. As at the date of this announcement, the shareholders of Lianchu Securities include:

- (i) Beijing Zhengrun Venture Investment Co., Ltd. (北京正潤投資集團有限公司), holding approximately 17.49% equity interest of Lianchu Securities, which is in turn ultimately owned as to 35%, 35%, 20% and 10% by Yang Tao (楊濤), Yang Qi (楊旗), Lv Chunwei (呂春衛) and Yang Yueli (楊月利), respectively;
- (ii) Qingdao Global Wealth Center Development and Construction Co., Ltd. (青島全球財富中心開發建設有限公司), holding approximately 15.43% equity interest of Lianchu Securities, which is wholly-owned by Bureau of Finance of Laoshan District (嶗山區財政局);
- (iii) Jiangsu Huaxicun Co., Ltd. (江蘇華西村股份有限公司), holding approximately 11.73% equity interest of Lianchu Securities, the A shares of which are listed on the Shenzhen Stock Exchange (stock code: 000936);
- (iv) Beijing Zhonghe Jinsheng Industrial Development Co., Ltd. (北京中禾金盛實業發展有限責任公司), holding approximate 10.39% equity interest of Lianchu Securities, which is owned (a) as to 33.60% by Shanghai Yijiang Investment Management Co., Ltd. (上海宜江投資管理有限公司), which is in turn owned as to 60% by Wu Xiaoming (吳曉明) and as to 40% by Li Xiaona (李曉娜); (b) as to 27% by Wuhu Nuoyan Investment Management Co., Ltd. (蕪湖諾顏投資管

理有限公司), which is in turn owned as to 90% by Tianjin Xinhuo Yongchuan Technology Co., Ltd. (天津薪火永傳科技有限公司) and as to 10% by Zhao Rui (趙銳). Tianjin Xinhuo Yongchuan Technology Co., Ltd. (天津薪火永傳科技有限公司) is owned as to 90% by Zhao Rui (趙銳) and as to 10% by Lin Jingshu (林靜姝); (c) as to 25% by Beijing Laide Industrial Development Co., Ltd. (北京萊得實業發展有限公司), which is in turn owned as to 99% by Li Yancun (李延存) and as to 1% by Zhou Li (周麗); and (d) as to 14.40% by Wuhu Ziqu Investment Partnership (Limited Partnership) (蕪湖資衢投資合夥企業(有限合夥)), which is owned as to 1% by Li Xiaona (李曉娜) as general partner and 99% by Tibet Yisheng Investment Partnership (limited Partnership) (西藏益升投資合夥企業(有限合夥)) as limited partner. Tibet Yisheng Investment Partnership (limited Partnership) (西藏益升投資合夥企業(有限合夥)) is owned as to 60% by Wu Xiaoming (吳曉明) as general partner and as to 40% by Li Xiaona (李曉娜) as limited partner.

Save as disclosed above, none of the other shareholders holds more than 10% equity interest in Lianchu Securities.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiry, as at the date of this announcement, Lianchu Securities and its ultimate beneficial owners are third parties independent of the Company and its connected persons under the Hong Kong Listing Rules.

REMEDIAL ACTIONS

The Company should have complied with the relevant notification and announcement requirements under Rule 14.34 of the Hong Kong Listing Rules in respect of the subscription of the Wealth Managements Products as and when such obligation arose. Regrettably, the Company acknowledges that such compliance with the Hong Kong Listing Rules has been delayed due to its unintentional oversight. Recently, relevant internal departments revisited the relevant transactions and sought advice from the Board and professional advisers on the Hong Kong Listing Rules implications. Accordingly, the Company hereby publishes this announcement as soon as practicable to inform the Shareholders of the subscription of the Wealth Management Products.

To prevent the re-occurrence of similar incidents in the future, the Company has implemented the following internal control procedures with immediate effect:

1. after the manager of finance department makes a recommendation for the acquisition of wealth management products, the head of investment of finance department shall prepare a form, which sets out details of the acquisition, including but not limited to the identity of counterparty and ultimate beneficial owner, consideration, interest rates, and maturity dates;
2. such form shall be submitted to the manager of securities department for review and advice under the listing rules for both A shares and H shares, and, if applicable, announcements shall be prepared in a timely manner;

3. the form shall be submitted to the finance manager, chief financial officer and executive Director for review and signature before the acquisition takes place; and
4. the Company will consult with professional advisers as appropriate and necessary before entering into any potential notifiable transaction, and if necessary, the Company may also consult with the Hong Kong Stock Exchange on the obligations of the proposed transaction.

In addition, the Company will circulate specific guidelines on notifiable and connected transactions under the Hong Kong Listing Rules and provide more regular trainings to remind its officers, senior management and Directors to enhance and consolidate their current understanding of notifiable and connected transactions, highlight the importance of complying with the Hong Kong Listing Rules and their ability to identify potential issues at an early stage.

DEFINITIONS

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

“associate(s) ”	has the meaning ascribed to it under the Hong Kong Listing Rules
“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, whose H shares were initially listed on the Growth Enterprise Market of the Hong Kong Stock Exchange on 22 April 2003 and have been listed on the Main Board of the Stock Exchange since 19 January 2011 by way of transfer of listing from the Growth Enterprise Market of the Hong Kong Stock Exchange (stock code: 2218); and its A shares were listed on the main board of the SSE on 18 September 2020 (stock code: 605198)
“connected person(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Lianchu Securities”	Lianchu Securities Co., Ltd. (聯儲證券有限責任公司), a company incorporated in the PRC with limited liability
“PRC”	the People’s Republic of China, for the purposes of this announcement, excluding the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholders of the Company
“Wealth Management Products”	the wealth management products subscribed by the Company with Lianchu Securities, the details of which are set out in this announcement
“%”	percentage

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

Yantai, the PRC, 4 May 2023

As of the date of this announcement, the executive Directors of the Company are Mr. Wang An 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*