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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 CLASS MEETING FOR HOLDERS OF H SHARES**

**NOTICE IS HEREBY GIVEN** that the 2024 second class meeting (the “**H Shareholders’ Class Meeting**”) for the holders of H shares (“**H Shares**”) 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 10th Floor Conference Room, Andre Tower, No. 889 Xincheng Avenue, Muping District, Yantai City, Shandong Province, the People’s Republic of China (the “**PRC**”) at 3:30 p.m. on Tuesday, 30 April, 2024 to consider and, if thought fit, pass the following resolutions.

### **SPECIAL RESOLUTIONS**

1. 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;

2. 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;

3. To consider and approve the following resolution:

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

4. To consider and approve the following resolutions:

**THAT:**

\* *For identification purposes only*

- (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; or

- (b) the expiry date of the 12-month period following the passing of this resolution;
- (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 at 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.*

Notes:

1. Closure of Register of Members in Determining Shareholders' Entitlement for Attending the H Shareholders' Class Meeting

The register of holders of H Shares of the Company will be closed from Thursday, 25 April, 2024 to Tuesday, 30 April, 2024 (both days inclusive) during which period no transfer of H Shares will be registered. Any holder of the H Shares and whose name appears in the Company's register of members with Tricor Tengis Limited by 4:30 p.m. on Wednesday, 24 April, 2024 and have completed the registration process, will be entitled to attend and vote at the H Shareholders' Class Meeting.

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 Stock Exchange of Hong Kong Limited, any vote of Shareholders at a general meeting must be taken by poll. As such, the resolution set out in this notice of H Shareholders' Class Meeting 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 class meeting.
3. Each holder of H Shares entitled to attend the H Shareholders' Class Meeting 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 H Shareholders' Class Meeting.

4. 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 at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 24 hours before the time for holding the H Shareholders' Class Meeting or any adjournment thereof in order for such documents to be valid.
5. Completion and return of the form of proxy will not preclude you from attending and voting at the H Shareholders' Class Meeting or any adjourned meeting thereof should 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 H Shareholders' Class Meeting, 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 are present at the H Shareholders' Class Meeting, 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 holders in respect of the joint holding.
7. The H Shareholders' Class Meeting is expected to last for about half a day. Shareholders and their proxies attending the H Shareholders' Class Meeting are responsible for their own transportation and accommodation expenses. Shareholders and their proxies attending the H Shareholders' Class Meeting must produce their identity documents.