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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)

**ANNOUNCEMENT IN RELATION TO
JUDICIAL ALLOCATION OF CERTAIN SHARES OF
THE COMPANY HELD BY CONTROLLING SHAREHOLDER AND
INTEREST ARRANGEMENTS INCLUDING VOTING RIGHT ENTRUSTMENT**

This announcement is made by Yantai North Andre Juice Co., Ltd.* (the “**Company**”) pursuant to Rule 13.09(2) and Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The board of directors of the Company (the “**Board**”) and all the directors (the “**Directors**”) warrant that there are no false representations or misleading statements contained herein, or material omissions from this announcement, and accept legal responsibilities for the truthfulness, accuracy and completeness of this announcement.

Important Highlights:

- The judicially allocated shares are 4,005,858 unlimited A shares in circulation of the Company (the “**Subject Shares**”) held by Shandong Andre Group Co., Ltd.* (the “**Andre Group**”), the controlling shareholder of the Company, representing 1.15% of the total share capital of the Company, and 7.33% of the shares of the Company held by Andre Group before judicial allocation. After the judicial allocation, Andre Group holds 50,652,682 shares of the Company, representing 14.51% of the total share capital of the Company.
- The judicial allocation was caused by the failure to notify the relevant parties to terminate the execution in a timely manner. Thus Andre Group and Yantai Lin'an Trading Co., Ltd.* (the “**Lin'an Trading**”), the applicant for mandatory enforcement, entered into agreement on 13 April 2024 (the “**Agreement**”), whereby Lin'an Trading agreed to cooperate with Andre Group in taking reasonable and feasible measures to transfer the Subject Shares back to Andre Group without compensation within 60 days from the signing date of the Agreement, and agreed to unconditionally delegate the exercise of the voting right of the Subject Shares to Andre Group prior to the completion of the transfer back of the Subject Shares, and other rights and interests of the Subject Shares belong to Andre Group.
- After the signing of the aforesaid Agreement, the number of shares held by Andre Group remains at 54,658,540 shares, and the controlling shareholder of the Company and its concert parties hold in aggregate 175,389,960 shares of the Company, accounting for 50.26% of the total share capital of the Company, without any change. The judicial allocation will not lead to any change in the controlling shareholder and actual controller of the Company, and will not have any impact on the daily operation and corporate governance of the Company.

On 15 April 2024, the Company received from Andre Group the Confirmation of Transfer Register issued by China Securities Depository and Clearing Corporation, and learned that 4,005,858 unlimited shares in circulation of the Company held by Andre Group were judicially allocated to the securities account of Lin'an Trading on 12 April 2024. At the same time, it was informed that Andre Group had repaid Lin'an Trading all the principal and interest under the Loan Contract on 12 April 2024. In view of the above situation, Andre Group entered into the Agreement with Lin'an Trading on 13 April 2024 regarding the settlement of debts and liabilities, the transfer and registration of the Subject Shares in the name of Lin'an Trading back to the name of Andre Group, and the relevant interest arrangements, as detailed below:

I. Basic Information on the Allocation of the Subject Shares

On 15 April 2024, the Company received from Andre Group the Confirmation of Transfer Register issued by China Securities Depository and Clearing Corporation, and learned that 4,005,858 unlimited shares in circulation of the Company held by Andre Group were judicially allocated to the securities account of Lin'an Trading on 12 April 2024. As verified with Lin'an Trading, on 26 June 2023, Andre Group borrowed RMB5 million from Lin'an Trading and entered into a loan contract with it, the term of which ended on 26 December 2023. During the period from the signing date to 27 December 2023, Andre Group further successively borrowed RMB154.98 million from Lin'an Trading. On 3 January 2024, Lin'an Trading and Andre Group entered into the Loan Contract (Pledge of Shares) (the “**Loan Contract**”) with Andre Group, with respect to all the borrowings in the total amount of RMB159.98 million for the period from 26 June 2023 to 27 December 2023, whereby Andre Group pledged 8,000,000 unlimited A shares in circulation of the Company held by it to Lin'an Trading as security for the borrowings of RMB159.98 million under the Loan Contract, with a term from 26 June 2023 to 4 July 2024, and the registration of the stock pledge was completed on 4 January 2024 at China Securities Depository and Clearing Corporation. The Company published the Announcement of Yantai North Andre Juice Co., Ltd.* on the Pledge of Part of the Shares by the Controlling Shareholder (Announcement No. 2024-001) on the official website of Shanghai Stock Exchange (www.sse.com.cn) on 5 January 2024.

According to the Loan Contract, the principal and interest of the loan were to be repaid in six instalments, and the first instalment of RMB30 million should be repaid before 6 February 2024. As Andre Group failed to repay the first instalment, Lin'an Trading filed a lawsuit to Yantai Hi-Tech Industrial Development Zone People's Court (the “**Yantai High-tech Zone Court**”). On 19 March 2024, the Yantai High-tech Zone Court made (2024) Lu 0692 Minchu No. 215 Civil Mediation after the trial. As Andre Group did not fulfill its obligations under the (2024) Lu 0692 Minchu No. 215 Civil Mediation, Lin'an Trading applied to the Yantai High-tech Zone Court for mandatory enforcement. On 8 April 2024, Andre Group received (2024) Lu 0692 No. 167 Notice of Enforcement issued by the Yantai High-tech Zone Court.

Andre Group actively raised funds to repay the debts after receiving the Notice of Execution, and repaid all the principal and interest under the Loan Contract to Lin'an Trading on 12 April 2024, but on the same day, upon communication with Yantai Hi-Tech Zone Court, it was informed that Yantai High-tech Zone Court had issued the Notice of Execution Assistance to the Shanghai branch of the China Securities Depository and Clearing Corporation (the “**CSDC**”), and CSDC had completed the procedures of judicial allocation of the Subject Shares.

II. Information on the Interest Arrangements Including Voting Right Entrustment

In view of the fact that Andre Group had settled the debts, and at the same time the Subject Shares were allocated to the securities account of Lin'an Trading, Andre Group and Lin'an Trading entered into an agreement on 13 April 2024, where Lin'an Trading agreed to cooperate with Andre Group to take reasonable and feasible measures to transfer the Subject Shares back

to Andre Group without any compensation within 60 days from the signing date of the Agreement, and agreed that prior to the completion of the transfer of the Subject Shares, the voting right of the Subject Shares shall be unconditionally entrusted to Andre Group, and other interests in the Subject Shares shall be owned by Andre Group. The principal content of the Agreement is detailed as below:

1. Party A (i.e. Andre Group) and Party B (i.e. Lin'an Trading) confirmed that: as Party A has repaid all the principal and interest of the loan and the case acceptance fee to Party B, the debtor-creditor relationship under the (2024) Lu 0692 Minchu No. 215 Civil Mediation has been fully settled, and Party B no longer has any reason to claim any right to Party A in respect of the liability and related matters.
2. Party A and Party B agreed that: the Subject Shares were allocated to Party B's name as the same date of the debt settlement of Party A, which was due to the failure to notify Yantai Hi-Tech Industrial Development Zone People's Court and CSDC to terminate the execution in a timely manner. Party B will cooperate with Party A in transferring the Subject Shares back to the name of Party A. Party B is willing to transfer back the accrued interests in the form of shares generated from the Subject Shares back. References in this Agreement to the Subject Shares and their transfer and interests shall include the accrued shares.
3. Party A and Party B agreed to the following arrangements for the transfer of Subject Shares and interest arrangement:
 - 3.1 Party B shall cooperate with Party A in taking reasonable and feasible measures to transfer the Subject Shares back to Party A without compensation within 60 days from the signing date of the Agreement.
 - 3.2 Prior to the completion of the transfer back of the Subject Shares, Party B unconditionally delegates the exercise of the voting right of the Subject Shares to Party A and cooperates with Party A in the signing of all documents for the General Meeting of Shareholders.
 - 3.3 Until the completion of the transfer back of the Subject Shares, the interest in the Subject Shares shall be owned by Party A.
 - 3.4 Prior to the completion of the transfer of the Subject Shares, all accrued interests generated by the Subject Shares, including but not limited to dividends, allotment of shares and shares derived from the spin-off, shall belong to Party A.
 - 3.5 If Party B violates the above agreement, it shall compensate for the losses caused to Party A accordingly.
4. All disputes arising out of or in relation to this Agreement shall be resolved through consultation between Party A and Party B. In the event that consultation fails, the People's Court of the plaintiff's domicile shall have jurisdiction.

III. Changes in Shareholders' Holdings

Before the judicial allocation of the Subject Shares, the number of shares held by Andre Group were 54,658,540 shares, representing 15.66% of the total share capital of the Company, and the proportion of the voting right held by it was 15.66%. After the judicial allocation of the Subject Shares and signing of the Agreement, the voting right of the Subject Shares in the name of Lin'an Trading was entrusted to Andre Group. Andre Group holds 50,652,682 shares of the Company, accounting for 14.51% of the total share capital of the Company and the proportion of voting right held by it remains at 15.66%. The controlling shareholder of the Company and parties acting in concert with it hold a total of 175,389,960 shares of the Company, accounting for 50.26% of the total share capital of the Company, without any change. The judicial allocation and voting right entrustment will not lead to any change in the controlling

shareholder and actual controller of the Company, and will not have any impact on the daily operation and corporate governance of the Company.

IV. Risk Warning

The shares subject to judicial allocation are 4,005,858 unlimited A shares in circulation of the Company held by Andre Group, the controlling shareholder of the Company, accounting for 1.15% of the total share capital of the Company, and 7.33% of the shares of the Company held by Andre Group before the judicial allocation. The judicial allocation will not lead to the change of the controlling shareholder and actual controller of the Company, and the matter will not have a direct and significant impact on the Company's production and operation, the Company's production and operation is normal, and all businesses are still in order.

The Company will actively and continuously pay attention to the progress of the above matter and fulfill the information disclosure obligations in a timely manner in accordance with relevant laws and regulations. The media designated by the Company for information disclosure are China Securities Journal, Shanghai Securities News, Securities Times, Securities Daily, the website of Shanghai Stock Exchange (www.sse.com.cn), the website of The Stock Exchange of Hong Kong Limited (<https://www.hkexnews.hk>) and the website of the Company (www.andre.com.cn). The information released by the Company is subject to the announcements published in the above designated medias and websites. Investors are advised to invest rationally and pay attention to investment risks.

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

Yantai, the People's Republic of China, 15 April 2024

As of the date of this announcement, 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*