

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.



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: 8259)

**ANNOUNCEMENT ON
POLL RESULTS OF 2008 ANNUAL GENERAL MEETING,
RESIGNATION OF DIRECTORS AND
NEW APPOINTMENT OF NON-EXECUTIVE DIRECTORS**

SUMMARY

The Board is pleased to announce that all resolutions proposed at the AGM were approved by the shareholders of the Company.

The Board further announces that (1) Mr. Zheng Yue Wen resigned as an executive Director and chairman of the Board with effect from 22 June 2009; (2) Mr. Lo Chih-Hsien resigned as a non-executive Director with effect from 22 June 2009; (3) Mr. Lin Wu-Chung has been appointed as a non-executive Director for a term of office commencing from 22 June 2009 until the expiration of the term of the third session of the Board on 27 May 2010; and (4) Mr. Liu Tsung-Yi has been appointed as a non-executive Director for a term of office commencing from 22 June 2009 until the expiration of the term of the third session of the Board on 27 May 2010.

POLL RESULTS OF ANNUAL GENERAL MEETING 2008

The board of directors (the “**Directors**”) of the Company (the “**Board**”) is pleased to announce that the annual general meeting for the financial year ended 31 December 2008 (the “**AGM**”) of Yantai North Andre Juice Co., Ltd.* (the “**Company**”) was held at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the People’s Republic of China (the “**PRC**”) on Monday, 22 June 2009 at 10:00 a.m., during which all resolutions were approved by the shareholders of the Company and the poll results in respect of all such resolutions are as follows:

Resolutions	No. of Votes (%)		Total Votes
	For	Against	
<i>Ordinary Resolutions</i>			
1. To consider and approve the annual report of the Company as at 31 December 2008.	2,961,489,919 (100%)	0 (0%)	2,961,489,919
2. To consider and approve the report of the Board for the year ended 31 December 2008.	2,961,489,919 (100%)	0 (0%)	2,961,489,919
3. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2008.	2,961,489,919 (100%)	0 (0%)	2,961,489,919
4. To consider and approve the audited consolidated financial statements of the Company and the report of the auditors for the year ended 31 December 2008.	2,958,758,020 (100%)	0 (0%)	2,958,758,020
5. To consider and approve the profit distribution plan for the year ended 31 December 2008, and the final dividend distribution plan for the year ended 31 December 2008 (if any), and to authorize the Board for the distribution of the final dividend (if any) to the shareholders of the Company.	2,961,489,919 (100%)	0 (0%)	2,961,489,919
6. To consider and approve (if appropriate) the remuneration of the directors and supervisors of the Company for the year ending 31 December 2009.	2,961,489,919 (100%)	0 (0%)	2,961,489,919
7. To consider and approve the re-appointment of KPMG and KPMG Huazhen as the auditors of the Company (international and PRC auditors, respectively) for the year ending 31 December 2009 and to authorize the Board to determine their remunerations.	2,961,489,919 (100%)	0 (0%)	2,961,489,919

Resolutions	No. of Votes (%)		Total Votes
	For	Against	
8. To consider the resolution relating to the proposed transfer of listing of the H Shares from the GEM Board to the Main Board (resolution No.16) be approved by way of a special resolution and, if this resolution is approved, resolution No.16 shall be passed as a special resolution, if this resolution is not approved, resolution No. 16 shall be passed as an ordinary resolution.	2,961,489,919 (100%)	0 (0%)	2,961,489,919
9. To consider and approve the resignation of Mr. Zheng Yue Wen as an executive Director and chairman of the Board, which will take effect from the date on which this resolution is passed.	2,961,489,919 (100%)	0 (0%)	2,961,489,919
10. To consider and approve the resignation of Mr. Lo Chih-Hsien as a non-executive Director, which will take effect from the date on which this resolution is passed.	2,961,489,919 (100%)	0 (0%)	2,961,489,919
11. To consider and approve the new appointment of Mr. Lin Wu-Chung as a non-executive Director for a term of office commencing from the date on which this resolution is passed until the expiration of the term of the third session of the Board on 27 May 2010 and to authorize any executive Director to sign the relevant service contract on behalf of the Company with him and to authorize the remuneration committee of the Board to determine his remuneration.	2,961,489,919 (100%)	0 (0%)	2,961,489,919
12. To consider and approve the new appointment of Mr. Liu Tsung-Yi as a non-executive Director of the Company for a term of office commencing from the date on which this resolution is passed until the expiration of the term of the third session of the Board on 27 May 2010 and to authorize any executive Director to sign the relevant service contract on behalf of the Company with him and to authorize the remuneration committee of the Board to determine his remuneration.	2,961,489,919 (100%)	0 (0%)	2,961,489,919
<i>Special Resolutions</i>			
13. To consider and approve the general mandate to be granted to the Board to issue new shares of the Company.	2,833,745,899 (95.69%)	127,744,020 (4.31%)	2,961,489,919

Resolutions	No. of Votes (%)		Total Votes
	For	Against	
14. To consider and approve the general mandate to be granted to the Board to repurchase the issued H Shares.	2,961,489,919 (100%)	0 (0%)	2,961,489,919
15. To consider and approve the following amendment to the Articles of Association of the Company (the “ Articles of Association ”):	2,961,489,919 (100%)	0 (0%)	2,961,489,919

- (1) Article 90 of the Articles of Association be amended by deleting the following paragraph:

“The Company shall establish a board of directors. The board of directors comprises 8 directors, of which 4 are executive directors and 4 are external directors (refer to directors who do not hold any positions in the Company). External directors include 1 non-executive director and 3 independent non-executive directors (refer to directors who do not hold any positions in the Company and are independent from the shareholders of the Company). The Board shall include 1 chairman and 2 vice chairmen.”

and substituted by the following paragraph

“The Company shall establish a board of directors. The board of directors comprises 8 directors, of which 3 are executive directors and 5 are external directors (refer to directors who do not hold any positions in the Company). External directors include 2 non-executive directors and 3 independent non-executive directors (refer to directors who do not hold any positions in the Company and are independent from the shareholders of the Company). The Board shall include 1 chairman and 1 vice chairman.”; and

- (2) The Board be authorized to do all such acts or things and to take all such steps relating to or in connection with the above amendment to the Articles of Association as the Board may consider necessary and appropriate to give effect to the amendment according to the requirements of the relevant PRC authorities and the applicable PRC laws and regulations.

Resolutions	No. of Votes (%)		Total Votes
	For	Against	
<i>As Special Resolution/Ordinary Resolution</i>			
<i>(depends on the voting result of resolution No.8)</i>			
16. To consider and approve:	2,961,489,919	0	2,961,489,919
	(100%)	(0%)	
(1) (a) the proposed application to the China Securities Regulatory Commission (the “CSRC”) for a transfer of listing of the overseas-listed foreign invested shares of the Company (“H Shares”) from the Growth Enterprise Market (the “GEM Board”) to the Main Board (the “Main Board”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”); and (b) simultaneously with the application to the CSRC or after obtaining the CSRC’s approval as referred to in (a) above, the proposed application to the Listing Committee of the Stock Exchange for a transfer of listing of the H Shares from the GEM Board to the Main Board, 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 Stock Exchange or of any other governmental or regulatory body; and			
(2) the Board be authorized to do all such acts or things and to take all such steps relating to or in connection with the applications referred to in paragraph (1) above as the Board may consider necessary, desirable or expedient and to approve the payment of such related and incidental expenses thereby reasonably incurred.			

Resolutions 1-12 were passed as ordinary resolutions and Resolutions 13-16 were passed as special resolutions.

Shareholders of the Company and proxies attended the AGM represented 2,961,489,919 shares carrying voting rights or 69.43% of the total issued share capital of the Company carrying voting rights. The AGM was legally and validly convened in accordance with the requirements of the Company Law of the PRC and the Articles of Association of the Company.

As at the date of the AGM, the number of issued shares of the Company was 4,265,536,000 shares, comprising 2,505,360,000 domestic shares and 1,760,176,000 H shares, which was the total number of shares entitling the holders to attend and vote for or against all the resolutions proposed at the AGM. There were no shares of the Company entitling the holder to attend and vote only against any of the resolutions at the AGM.

Scope of work of KPMG

The poll results were subject to scrutiny by KPMG, Certified Public Accountants, whose work was limited to certain procedures requested by the Company to agree the poll results summary prepared by the Company to poll forms collected and provided by the Company to KPMG. The work performed by KPMG in this respect did not constitute an assurance engagement made in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

RESIGNATION OF DIRECTORS

(1) Mr. Zheng Yue Wen

The Board announces that Mr. Zheng Yue Wen resigned as an executive Director and chairman of the Board with effect from 22 June 2009 due to personal work arrangements.

Mr. Zheng has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the Stock Exchange and the shareholders of the Company.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Zheng for his dedicated services and the valuable contributions he made to the Company during his tenure of services.

As far as the Company is aware and save as disclosed above, there are no other matters that need to be brought to the attention of the holders of securities of the Company, nor is there any information discloseable under the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”) 17.50(2)(h) to (v) in relation to the resignation of Mr. Zheng as an executive Director and chairman of the Board.

(2) Mr. Lo Chih-Hsien

The Board announces that Mr. Lo Chih-Hsien resigned as a non-executive Director with effect from 22 June 2009 due to personal work arrangements.

Mr. Lo has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the Stock Exchange and the shareholders of the Company.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Lo for his dedicated services and the valuable contributions he made to the Company during his tenure of services.

As far as the Company is aware and save as disclosed above, there are no other matters that need to be brought to the attention of the holders of securities of the Company, nor is there any information discloseable under GEM Listing Rules 17.50(2)(h) to (v) in relation to the resignation of Mr. Lo as a non-executive Director.

NEW APPOINTMENT OF NON-EXECUTIVE DIRECTORS

The Board is pleased to announce that at the AGM of the Company held on Monday, 22 June 2009, Mr. Lin Wu-Chung and Mr. Liu Tsung-Yi were newly elected and appointed as non-executive Directors for a term of office commencing from 22 June 2009 until the expiration of the term of the third session of the Board on 27 May 2010. The remuneration of Mr. Lin Wu-Chung and Mr. Liu Tsung-Yi will be determined by the remuneration committee of the Board based on their previous experience, qualifications, responsibility to be involved in the Company, the amount of time required to be devoted to the Company's business and the prevailing market benchmarks.

The biographical details of Mr. Lin Wu-Chung and Mr. Liu Tsung-Yi are as follows:

Mr. Lin Wu-Chung (林武忠), aged 57, is the president and executive director of Uni-President China Holdings Ltd., a company listed on the Main Board of the Stock Exchange, (together with its direct and indirect subsidiaries and shareholders, collectively referred to as “**Uni-President China Group**”). Mr. Lin joined Uni-President China Group in August 1995 and is primarily responsible for business management. He joined the Uni-President Group in January 1978 and has over 30 years of experience in beverage and instant noodle businesses. He was the head of Uni-President Enterprises Corp.'s beverages department from 1991 to July 1995. He has been appointed as the director of President Enterprises (China) Investment Co., Ltd. (統一企業(中國)投資有限公司) since 2004, the director of Uni-President China Holdings Ltd. since 2007, and the general manager of President Enterprises (China) Investment Co., Ltd. since 2005. He was also appointed as the general manager of Tong Ren Corp. Limited in 2007. Except for Nanchang President Enterprises Co., Ltd. (南昌統一企業有限公司), he is currently a director of Tong Ren Corp. Limited and each of Uni-President China Group's PRC subsidiaries. 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. Liu Tsung-Yi (劉宗宜), aged 42, is the vice president of Business Integration Division of Uni-President Enterprises Corp., a company listed in the Taiwan Stock Exchange. He joined Uni-President Enterprises Corp. in July 1996, and became the chief of the Investment Analysis Section. In 2000, he has been transferred to President International Development Corporation, and was responsible for the investments in the company. He also held the position as director of the Treasury Division of Uni-President Enterprises Corp. from 2004. Currently, Mr. Liu is also a director/supervisor of the 10 members of Uni-President Enterprises Corp., amongst which Tait Marketing and Distribution Co., Ltd. is a listed company in the Taiwan Greta Securities Market. Mr. Liu has over 16 years experience in banking, corporate finance and investment. Before joining Uni-President Enterprises Corp., he was the team head of credit and loan unit of Taipei branch of Cosmos Commercial Bank. Mr. Liu graduated from National Chengchi University in 1989, and obtained a Master of Business Administration degree from National Taiwan University in 1991. As at the Latest Practicable Date, Mr. Liu held 1,954,000 H Shares, representing 0.045% interest in the total issued share capital of the Company.

As far as the Directors are aware and save as disclosed above, Mr. Lin Wu-Chung and Mr. Liu Tsung-Yi did not hold any directorships in other public listed companies in the last 3 years. Save as disclosed above, Mr. Lin Wu-Chung and Mr. Liu Tsung-Yi do not have any relationship with any other Directors, supervisors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company, nor do they have any interests in the shares of the Company within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance. As far as the Directors are aware and save as disclosed above, there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2) of the GEM Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders in respect of the new appointment of Mr. Lin Wu-Chung and Mr. Liu Tsung-Yi as non-executive Directors.

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

Yantai, the PRC, 22 June 2009

As at the date hereof, the Board comprises:

Mr. Wang An (*Executive Director*)
Mr. Zhang Hui (*Executive Director*)
Mr. Jiang Hong Qi (*Executive Director*)
Mr. Lin Wu-Chung (*Non-executive Director*)
Mr. Liu Tsung-Yi (*Non-executive Director*)
Mr. Wu Jian Hui (*Independent non-executive Director*)
Ms. Yu Shou Neng (*Independent non-executive Director*)
Ms. Qu Wen (*Independent non-executive Director*)

The document, 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: (1) the information contained in this document is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this document misleading; and (3) all opinions expressed in this document have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This document 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.*