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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: 8259)**

**ANNOUNCEMENT ON  
POLL RESULTS OF 2009 ANNUAL GENERAL MEETING,  
CHANGES IN DIRECTORATE  
AND  
RESIGNATION AND APPOINTMENT OF SUPERVISORS**

**SUMMARY**

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

The Board announces that (1) Mr. Wu Jian Hui has retired from the Board upon the expiration of his term of office on 30 June 2010; (2) our former executive Director, Mr. Jiang Hong Qi, has been appointed as a non-executive Director with effect from 30 June 2010; and (3) Mr. Xu Guang Zhou has been newly appointed as an independent non-executive Director.

The Board further announces that (1) Mr. Mu Gui Sheng has resigned as a Supervisor with effect on 30 June 2010; (2) Mr. Qu Wei Jia has retired from the Supervisory Committee as an employee representative Supervisor with effect from 30 June 2010; (3) Mr. Li Ye Sheng has been appointed as an employee representative Supervisor to succeed Mr. Qu Wei Jia; and (4) Mr. Li Kun Gui has been newly appointed as a Supervisor.

## POLL RESULTS OF 2009 ANNUAL GENERAL MEETING

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 2009 (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 Wednesday, 30 June 2010 at 10:00 a.m., during which all resolutions were approved by the shareholders of the Company (the “**Shareholders**”) 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 2009	2,943,982,310 (100%)	0 (0%)	2,943,982,310
2.	To consider and approve the report of the board of directors of the Company for the year ended 31 December 2009	2,943,982,895 (100%)	0 (0%)	2,943,982,895
3.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2009	2,943,982,895 (100%)	0 (0%)	2,943,982,895
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 2009	2,943,982,310 (100%)	0 (0%)	2,943,982,310
5.	To consider and approve the profit distribution plan for the year ended 31 December 2009, and the final dividend distribution plan for the year ended 31 December 2009 (if any), and to authorize the Board for the distribution of the final dividend (if any) to the shareholders of the Company	2,943,982,895 (100%)	0 (0%)	2,943,982,895
6.	To consider and approve (if appropriate) the remuneration of the directors and supervisors of the Company for the year ending 31 December 2010	2,943,982,895 (100%)	0 (0%)	2,943,982,895

Resolutions		No. of Votes (%)		Total Votes
		For	Against	
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 2010 and to authorize the Board to determine their remunerations	2,943,982,895 (100%)	0 (0%)	2,943,982,895
8.	8.1 To consider and approve the re-election of Mr. Wang An as an executive director of the Company	2,943,982,895 (100%)	0 (0%)	2,943,982,895
	8.2 To consider and approve the re-election of Mr. Zhang Hui as an executive director of the Company	2,943,982,895 (100%)	0 (0%)	2,943,982,895
	8.3 To consider and approve the re-election of Mr. Lin Wu-Chung as a non-executive director of the Company	2,943,982,895 (100%)	0 (0%)	2,943,982,895
	8.4 To consider and approve the re-election of Mr. Liu Tsung-Yi as a non-executive director of the Company	2,943,982,895 (100%)	0 (0%)	2,943,982,895
	8.5 To consider and approve the election of Mr. Jiang Hong Qi as a non-executive director of the Company	2,943,982,895 (100%)	0 (0%)	2,943,982,895
	8.6 To consider and approve the re-election of Ms. Yu Shou Neng as an independent non-executive director of the Company	2,943,982,895 (100%)	0 (0%)	2,943,982,895
	8.7 To consider and approve the re-election of Ms. Qu Wen as an independent non-executive director of the Company	2,943,982,895 (100%)	0 (0%)	2,943,982,895
	8.8 To consider and approve the appointment of Mr. Xu Guang Zhou as an independent non-executive director of the Company	2,943,982,895 (100%)	0 (0%)	2,943,982,895
9.	To consider and approve the resignation of Mr. Mu Gui Sheng as a supervisor of the Company, which will take effect from the date on which this resolution is passed	2,943,982,895 (100%)	0 (0%)	2,943,982,895

Resolutions		No. of Votes (%)		Total Votes
		For	Against	
10.	10.1 To consider and approve the re-election of Mr. Wang Chun Tang as a supervisor of the Company	2,943,982,895 (100%)	0 (0%)	2,943,982,895
	10.2 To consider and approve the appointment of Mr. Li Kun Gui as a supervisor of the Company	2,943,982,895 (100%)	0 (0%)	2,943,982,895
<b><i>Special Resolutions</i></b>				
11.	To consider and approve the general mandate to be granted to the Board to issue new shares of the Company	2,704,529,875 (91.88%)	238,969,020 (8.12%)	2,943,498,895
12.	To consider and approve the general mandate to be granted to the Board to repurchase the issued H Shares	2,943,982,895 (100%)	0 (0%)	2,943,982,895
13.	<p>To consider and approve the following amendment to the articles of association of the Company (the “<b>Articles of Association</b>”):</p> <p>(1) Article 90 of the Articles of Association be amended by deleting the following paragraph:</p> <p>“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.”</p>	2,943,982,895 (100%)	0 (0%)	2,943,982,895

Resolutions		No. of Votes (%)		Total Votes
		For	Against	
	<p>and substituted by the following paragraph:</p> <p>“The Company shall establish a board of directors. The board of directors comprises 8 directors, of which 2 are executive directors and 6 are external directors (refer to directors who do not hold any positions in the Company). External directors include 3 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</p> <p>(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.</p>			

Resolutions		No. of Votes (%)		Total Votes
		For	Against	
14.	<p>To consider and approve the following amendment to the Articles of Association:</p> <p>(1) Article 98 of the Articles of Association be amended by deleting the following paragraph:</p> <p>“Board of directors meetings or temporary meetings can be held by way of telephone conference or held with the help of similar communication equipment. As long as all directors present in the meeting can hear clearly the conversation of the other directors and can give feedback, all directors participated should be treated as present in the meeting.”</p> <p>and substituted by the following paragraph:</p> <p>“Board of directors meetings or temporary meetings can be held by way of telephone conference, written resolutions or held with the help of similar communication equipment. As long as all directors present in the meeting can hear clearly the conversation of the other directors or can communicate instantly, all directors participated should be treated as present in the meeting.”; and</p> <p>(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.</p>	<p>2,943,982,895 (100%)</p>	<p>0 (0%)</p>	<p>2,943,982,895</p>

Resolutions 1-10 were passed as ordinary resolutions and Resolutions 11-14 were passed as special resolutions.

Shareholders and proxies attended the AGM represented 2,943,982,895 shares carrying voting rights or 69.02% 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.

### **CHANGES IN DIRECTORATE**

Mr. Wu Jian Hui, who was first elected by the Shareholders in 2004 as an independent non-executive Director, decided not to seek re-election and retired from the Board upon the expiration of his term of office on 30 June 2010. Mr. Wu's membership at the Audit Committee of the Company (the "**Audit Committee**") co-terminated with his directorship at the Company.

The Board would like to express its sincere gratitude to Mr. Wu Jian Hui for his invaluable contributions, advice and support rendered to the Company over the past years.

The Board is pleased to announce that Messrs Wang An and Zhang Hui have been re-appointed as executive Directors, Messrs Lin Wu-Chung and Liu Tsung-Yi have been re-appointed as non-executive Directors, Ms. Yu Shou Neng and Ms. Qu Wen have been re-appointed as independent non-executive Directors. Our former executive Director, Mr. Jiang Hong Qi, has been appointed as a non-executive Director with effect from 30 June 2010. Mr. Xu Guang Zhou has been newly appointed as an independent non-executive Director.

All these Directors have been appointed to the fourth session of the Board and each of them will enter into a service contract with the Company for a term of three years, which is calculated from 30 June 2010 until the conclusion of the Company's annual general meeting to be held in the year of 2013.

Mr. Xu Guang Zhou has also been appointed as a member of the Audit Committee to fill the vacancy arising from the retirement of Mr. Wu Jian Hui with a term co-terminous with his directorship with the Company. Ms. Qu Wen, a member of the Audit Committee, has been appointed as chairlady of the Audit Committee to succeed Mr. Wu Jian Hui.

Each of these Directors is entitled to a remuneration of RMB50,000 per annum plus discretionary bonus for his/her directorship in the Company. The emolument was determined by the remuneration committee of the Board with reference to their experience, qualification, duties, responsibilities and expected time commitment to the Company's affairs, as well as the prevailing market standards. Messrs Lin Wu-Chung and Liu Tsung-Yi have waived their directors' emoluments with effect from 1 April 2010.

The biographical details of the re-designated Director and the newly appointed Director are as follows:

(1) Mr. Jiang Hong Qi

Mr. Jiang Hong Qi (姜洪奇), aged 44, holds a Master Degree in Economics, is a non-executive Director of the Company. Mr. Jiang was first appointed as an executive Director on 28 May 2007. Mr. Jiang majors in Accounting and is a certified public accountant in the PRC. He formerly served as the Business Manager and Senior Manager in Shandong International Trust and Investment Corporation (山東省國際信託投資公司) before joining the Company in 2002 as a Deputy Chief Accountant and then as the Financial Controller of the Company till 10 May 2010.

(2) Mr. Xu Guang Zhou

Mr. Xu Guang Zhou (徐廣洲), aged 62, a member of the Communist Party and a senior engineer, is an independent non-executive Director of the Company. Mr. Xu graduated from Tianjin Institute of Light Industry (now known as Tianjin University of Light Industry) majoring food engineering and enjoys special governmental allowance of the State Council. After graduation, Mr. Xu took jobs as a teacher and then a technical worker at Jinan Fourth Machine Tool Factory (濟南機床四廠) and the State Owned Factory No. 9439 (國營9439廠). Mr. Xu was engaged in the scientific research and was a winner of the 3rd Class National Award of Science Advancement (國家科技進步三等獎), the 3rd Class Award of Science Advancement of Shandong Province (山東省科技進步三等獎) and 2nd Class Award of Science Advancement of the Ministry of Light Industry (輕工部科技進步二等獎). Mr. Xu has published 15 articles and was awarded the Outstanding Technological Expert in Weihai City (1996-1999) (威海市專業技術拔尖人才(1996-1999年度)) and the Advanced Technological Expert in the Light Industry of Shandong Province (山東省一輕系統先進科技工作者).

Mr. Xu Guang Zhou confirmed that he meets the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

As far as the Directors are aware and save as disclosed above, neither of Mr. Jiang Hong Qi and Mr. Xu Guang Zhou (i) holds any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years; (ii) holds any position with the Company or its subsidiaries; (iii) has any relationship with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company; (iv) has



any interests in the shares of the Company within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance as at the date of this announcement.

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 Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) nor are there any other matters that need to be brought to the attention of the Shareholders in respect of Mr. Jiang Hong Qi and Mr. Xu Guang Zhou.

## **RESIGNATION AND APPOINTMENT OF SUPERVISORS**

The Board announces that Mr. Wang Chun Tang has been re-appointed as a supervisor of the Company (the “**Supervisor**”), Mr. Li Kun Gui has been newly appointed as a Supervisor, Mr. Li Ye Sheng has been appointed as an employee representative Supervisor to succeed Mr. Qu Wei Jia who resigned from the supervisory committee of the Company (the “**Supervisory Committee**”) with effect from 30 June 2010 due to retirement, and Mr. Mu Gui Sheng resigned as a Supervisor and chairman of the Supervisory Committee with effect from 30 June 2010 due to retirement.

The Board would like to express its sincere gratitude to Messrs Qu Wei Jia and Mu Gui Sheng for their invaluable contribution, advice and support rendered to the Company over the past years.

Each of Messrs Qu Wei Jia and Mu Gui Sheng 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 of Hong Kong Limited (the “**Stock Exchange**”) and the Shareholders.

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 Rule 17.50(2)(h) to (v) of the GEM Listing Rules in relation to the resignation of Messrs Qu Wei Jia and Mu Gui Sheng.

Messrs Wang Chun Tang, Li Kun Gui and Li Ye Sheng have been appointed to the fourth session of the Supervisory Committee and each of them will enter into a service contract with the Company for a term of three years, which is calculated from 30 June 2010 until the conclusion of the Company’s annual general meeting to be held in the year of 2013. Mr. Li Ye Sheng was appointed as chairman of the fourth session of the Supervisory Committee.

The annual remuneration of each of Messrs Wang Chun Tang, Li Kun Gui and Li Ye Sheng as a Supervisor is RMB 30,000, which was determined by arm’s length negotiation between the Supervisors and the Company with reference to prevailing market conditions.

The biographical details of the newly appointed Supervisors are as follows:

(1) Mr. Li Kun Gui

Mr. Li Kun Gui (李坤貴), aged 55, is a Supervisor. Mr. Li is a member of the Communist Party and has post-secondary academic qualification. He served at the logistic department of Kunming Air Force Base in December 1974 and worked at the general office of the Government of Muping County and the Muping County Committee of the Communist Party of China. Mr. Li is the General Manager of China North Industries Corporation Yangma Resort (中國北方工業公司養馬島渡假村).

(2) Mr. Li Ye Sheng

Mr. Li Ye Sheng (李業勝) aged 55, is a Supervisor, chairman of the Supervisory Committee and the party secretary of the Company. Mr. Li is a member of the Communist Party and has post-secondary academic qualification. Mr. Li was the squad leader and captain of a warship under North Sea Marine from December 1973 to 1990, the supervisor of the Agricultural Bank of Muping, Yantai, Shandong Province from November 1990 to October 1995, and the deputy manager of Land Development Service Company of Muping, Yantai, Shandong Province from November 1995 to January 1997. Mr. Li joined the Company in 1997 and was the general manager of several subsidiaries of the Company. Mr. Li was also an executive Director of the Company from 28 May 2007 to 3 September 2008.

As far as the Directors are aware and save as disclosed above, neither of Messrs Li Kun Gui and Li Ye Sheng (i) holds any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years; (ii) holds any position with the Company or its subsidiaries; (iii) has any relationship with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company; (iv) has any interests in the shares of the Company within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance as at the date of this announcement.

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 Messrs Li Kun Gui and Li Ye Sheng.

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

Yantai, the PRC, 30 June 2010

As at the date hereof, the Board comprises:

Mr. Wang An (*Executive Director*)

Mr. Zhang Hui (*Executive Director*)

Mr. Lin Wu-Chung (*Non-executive Director*)

Mr. Liu Tsung-Yi (*Non-executive Director*)

Mr. Jiang Hong Qi (*Non-executive Director*)

Ms. Yu Shou Neng (*Independent non-executive Director*)

Ms. Qu Wen (*Independent non-executive Director*)

Mr. Xu Guang Zhou (*Independent non-executive Director*)

*This announcement, 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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the Growth Enterprise Market of the Stock Exchange 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](http://www.andre.com.cn).*

\* *For identification purpose only.*