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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 on Main Board: 2218)**

**(Stock code on GEM: 8259)**

**ANNOUNCEMENT ON  
POLL RESULTS OF 2011 SPECIAL GENERAL MEETING;  
CHANGES IN DIRECTORATE  
AND  
AMENDMENT TO THE ARTICLES OF ASSOCIATION**

**SUMMARY**

The Board is pleased to announce that all resolutions proposed at the SGM were approved by the Shareholders.

The Board further announces that (1) Mr. Xu Guang Zhou has resigned from the Board with effect from 18 January 2011; (2) Mr. Gong Fan has been appointed as an independent non-executive Director to fill the vacancy arising from the resignation of Mr. Xu Guang Zhou; (3) Mr. Gong Fan has also been appointed as Chairman of the Audit Committee to succeed Ms. Qu Wen who has resigned as Chairlady of the Audit Committee with effect from 18 January 2011; and (4) Mr. Chow Kam Hung has been appointed as a new independent non-executive Director and a member of the Audit Committee with effect from 18 January 2011.

**POLL RESULTS OF 2011 SPECIAL GENERAL MEETING**

The board of directors (the “**Board**”) of Yantai North Andre Juice Co., Ltd.\* (the “**Company**”) is pleased to announce that the 2011 special general meeting (the “**SGM**”) of 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 Tuesday, 18 January 2011 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 (%)		
		For	Against	Total Votes
<b>Ordinary Resolutions</b>				
1.	To consider and approve the appointment of Mr. Gong Fan as an independent non-executive director of the Company.	2,846,253,605 (100%)	0 (0%)	2,846,253,605
As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.				
2.	To consider and approve the appointment of Mr. Chow Kam Hung as an independent non-executive director of the Company.	2,846,253,605 (100%)	0 (0%)	2,846,253,605
As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.				
<b>Special Resolution</b>				
3.	To consider and approve the following amendment to the articles of association of the Company (the “ <b>Articles of Association</b> ”):  (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 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 substituted by the following paragraph:	2,846,253,605 (100%)	0 (0%)	2,846,253,605

Resolutions	No. of Votes (%)		
	For	Against	Total Votes
<p>“The Company shall establish a board of directors. The board of directors comprises 9 directors, of which 2 are executive directors and 7 are external directors (refer to directors who do not hold any positions in the Company). External directors include 3 non-executive directors and 4 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>			
<p>As more than two-thirds of the votes were cast in favour of this resolution, this resolution was duly passed as a special resolution.</p>			

Shareholders and proxies attended the SGM represented 2,846,253,605 shares carrying voting rights or approximately 66.73% of the total issued share capital of the Company carrying voting rights. The SGM 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 SGM, 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 SGM.

There were no shares of the Company entitling the holder to attend and vote only against any of the resolutions at the SGM.

## 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. Xu Guang Zhou has resigned from the Board with effect from 18 January 2011 due to health reason. Mr. Xu'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. Xu Guang Zhou for his invaluable contributions, advice and support rendered to the Company.

Mr. Xu Guang Zhou 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 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 Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**") in relation to the resignation of Mr. Xu Guang Zhou.

Mr. Gong Fan has been appointed as an independent non-executive director of the Company (the "**Director**") to fill the vacancy arising from the resignation of Mr. Xu Guang Zhou and has also been appointed as Chairman of the Audit Committee to succeed Ms. Qu Wen who has resigned as Chairlady of the Audit Committee with effect from 18 January 2011. Mr. Chow Kam Hung has been appointed as a new independent non-executive Director and a member of the Audit Committee with effect from 18 January 2011. As of the date of this announcement, the Audit Committee comprises four independent non-executive Directors, namely Ms. Yu Shou Neng, Ms. Qu Wen, Mr. Chow Kam Hung and its Chairman, Mr. Gong Fan.

Mr. Gong Fan and Mr. Chow Kam Hung 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 commencing from 18 January 2011 until the conclusion of the Company's annual general meeting to be held in the year of 2013.

Each of Mr. Gong Fan and Mr. Chow Kam Hung is entitled to a remuneration of RMB50,000 per annum plus discretionary bonus for his 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.

The biographic details of Mr. Gong Fan and Mr. Chow Kam Hung are as follows:

**(1) Mr. Gong Fan**

Mr. Gong Fan (龔凡), aged 46, graduated from Xi'an Jiaotong University (西安交通大學) in July 1987 with a Bachelor's degree in Industrial Management Engineering (工業管理工程). Mr. Gong has over 20 years of experience in finance and is a certified public accountant and a certified appraiser in the PRC. Mr. Gong worked in Beihai Finance Bureau in Guangxi Province (廣西北海市財政局) from 1987 to 1992; and Beihai Accounting Firm (北海會計師事務所) and Zhong He Accounting Firm (中和會計師事務所) from 1993 to 2000 as a registered accountant. Mr. Gong was Chief Finance Officer of the Company and Secretary of the Board from 2001 to 2003, a director and Chief Financial Officer of Henan Ping Gao Electric Co., Ltd.\* (河南平高電氣股份有限公司) from 2003 to 2004. He has been Chief Investment Officer of Creat Tian Cheng Investment Holding Co., Ltd.\* (科瑞天誠投資控股有限公司) since 2005.

**(2) Mr. Chow Kam Hung**

Mr. Chow Kam Hung (周錦雄), aged 50, graduated from St. Cloud State University, U.S.A. in May 1986 with a Bachelor's degree in Electrical Engineering, and Newport University, U.S.A. in December 1998 with a Master of Business Administration degree. Mr. Chow has over 16 years of experience in both overseas and PRC investments. Mr. Chow has been General Manager of the Hong Kong office of Creat Group, a China based investment company which has investments in finance, manufacturing, real estate and resource sectors, since 1996. He is also Chief Operation Officer of Creat Resources Holdings Limited, an Australia based resources investment and development company listed on the AIM Market of the London Stock Exchange, since July 2010.

Each of Mr. Gong Fan and Mr. Chow Kam Hung 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. Gong Fan and Mr. Chow Kam Hung (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 of 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 Mr. Gong Fan and Mr. Chow Kam Hung.

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

Yantai, the PRC, 18 January 2011

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. Gong Fan (*Independent non-executive Director*)  
Mr. Chow Kam Hung (*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 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](http://www.andre.com.cn).*

\* For identification purpose only.