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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)**

- (1) POLL RESULTS OF THE 2015 ANNUAL GENERAL MEETING, CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES AND CLASS MEETING FOR HOLDERS OF H SHARES;**
- (2) APPOINTMENT OF THE CHAIRMAN OF THE SIXTH SESSION OF THE BOARD;**
- (3) APPOINTMENTS OF MEMBERS OF THE SIXTH SESSION OF THE BOARD COMMITTEES; AND**
- (4) APPOINTMENT OF THE CHAIRMAN OF THE SIXTH SESSION OF THE SUPERVISORY COMMITTEE**

The Board is pleased to announce that:

- (1) All the resolution(s) as set out in the notice of the AGM, the notice of the Class Meeting for Holders of Domestic Shares and the notice of the Class Meeting for Holders of H Shares were duly passed at the AGM, Class Meeting for Holders of Domestic Shares and Class Meeting for Holders of H Shares held on 25 May 2016, respectively;
- (2) Mr. Wang An was appointed as the chairman of the sixth session of the Board;
- (3) The members of the audit and review committee, the remuneration and review committee and the nomination committee under the sixth session of the Board were appointed by the Board at the Board meeting held immediately following the Class Meeting for Holders of H Shares; and
- (4) Ms. Dai Liying was appointed as the chairman of the sixth session of the Supervisory Committee.

## **I. POLL RESULTS**

The board (the “**Board**”) of Yantai North Andre Juice Co., Ltd.\* (the “**Company**”) is pleased to announce the poll results of the 2015 annual general meeting of the Company (the “**AGM**”), the class meeting for holders of domestic shares of the Company (the “**Class Meeting for Holders**

\* *For identification purpose only*

of Domestic Shares”) and the class meeting for holders of H shares of the Company (the “Class Meeting for Holders of H Shares”) 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, 25 May 2016.

Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the circular of the Company dated 8 April 2016.

### Poll Results of the AGM

The total number of issued shares of the Company as at the date of the AGM was 381,000,000 Shares, which was the total number of shares entitling the holders to attend and vote on the resolutions proposed at the AGM. There were no shares entitling the shareholders to attend and abstain from voting in favour as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchanges of Hong Kong Limited (the “Listing Rules”). No shareholder was required to abstain from voting on any of the proposed resolutions at the AGM.

The Shareholders, holding an aggregate of 281,184,500 shares with voting rights, representing 73.80% of the total shares with voting rights of the Company, were present (either in person or by proxies) at the AGM.

The AGM was convened and conducted in compliance with the requirements of the Company Law of the People’s Republic of China and the Articles of Association.

The Shareholders present at the AGM considered and approved the following resolutions by way of poll (on site voting):

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast (%)		
		For	Against	Abstain
1.	To consider and approve the annual report of the Company for the year ended 31 December 2015.	281,184,500 100%	nil 0%	nil 0%
2.	To consider and approve the report of the Board for the year ended 31 December 2015.	281,184,500 100%	nil 0%	nil 0%
3.	To consider and approve the report of the Supervisory Committee for the year ended 31 December 2015.	281,184,500 100%	nil 0%	nil 0%
4.	To consider and approve the profit distribution plan for the year ended 31 December 2015 and authorization to the Board to distribute to the Shareholders a total cash dividend of RMB19,050,000 (tax inclusive) or cash dividend of RMB0.05 for each share (tax inclusive).	281,184,500 100%	nil 0%	nil 0%

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast (%)		
		For	Against	Abstain
5.	To consider and approve (if appropriate) the resolution in relation to the remuneration of Directors and Supervisors for the year ending 31 December 2016.	281,184,500 100%	nil 0%	nil 0%
6.	To consider and approve the resolution in relation to re-appointment of KPMG Huazhen as the external auditors of the Company for the year ending 31 December 2016 and authorization to the Board to determine their remuneration.	281,184,500 100%	nil 0%	nil 0%
7.	7.1 To consider and approve the re-election of Mr. Wang An as an executive Director.	281,184,500 100%	nil 0%	nil 0%
	7.2 To consider and approve the re-election of Mr. Zhang Hui as an executive Director.	281,184,500 100%	nil 0%	nil 0%
	7.3 To consider and approve the re-election of Mr. Wang Yan Hui as an executive Director.	281,184,500 100%	nil 0%	nil 0%
	7.4 To consider and approve the re-election of Mr. Liu Tsung-Yi as a non-executive Director.	281,184,500 100%	nil 0%	nil 0%
	7.5 To consider and approve the appointment of Mr. Li Wei as an independent non-executive Director.	281,184,500 100%	nil 0%	nil 0%
	7.6 To consider and approve the appointment of Mr. Jiang Hong Qi as an independent non-executive Director.	281,184,500 100%	nil 0%	nil 0%
	7.7 To consider and approve the re-election of Mr. Li Tong Ning as an independent non-executive Director.	281,184,500 100%	nil 0%	nil 0%
8.	8.1 To consider and approve the re-election of Mr. Wang Chun Tang as a Supervisor.	281,184,500 100%	nil 0%	nil 0%
	8.2 To consider and approve the appointment of Mr. Wang Zhi Wu as a Shareholder-approved Supervisor.	281,184,500 100%	nil 0%	nil 0%

Special Resolutions		Number of votes cast and approximate percentage of total number of votes cast (%)		
		For	Against	Abstain
9.	To consider and approve the resolution in relation to the general mandate to be granted to the Board to issue new Shares.	281,058,500 99.96%	126,000 0.04%	nil 0%
10.	To consider and approve the resolution in relation to the general mandate to be granted to the Board to repurchase H Shares.	281,184,500 100%	nil 0%	nil 0%

As more than half of the votes were cast in favour of each of resolutions 1 to 8, such resolutions were passed as ordinary resolutions at the AGM. As more than two-thirds of the votes were cast in favour of resolutions 9 and 10, such resolutions were passed as special resolutions at the AGM.

For details of the aforesaid resolutions, the Shareholders may refer to the notice of the AGM and the circular of the Company both dated 8 April 2016.

#### **Poll Results of the Class Meeting for Holders of Domestic Shares**

The total number of issued Domestic Shares as at the date of the Class Meeting for Holders of Domestic Shares was 250,536,000 Shares, which was the total number of shares entitling holders of Domestic Shares to attend and vote on the resolution proposed at the Class Meeting for Holders of Domestic Shares. There were no shares entitling the shareholders to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules. No shareholder was required to abstain from voting on the proposed resolution at the Class Meeting for Holders of Domestic Shares.

Holders of Domestic Shares, holding an aggregate of 250,536,000 Domestic Shares with voting rights, representing 100% of the total Domestic Shares with voting rights of the Company, were present (either in person or by proxies) at the Class Meeting for Holders of Domestic Shares.

The Class Meeting for Holders of Domestic Shares was convened and conducted in compliance with the requirements of the Company Law of the People's Republic of China and the Articles of Association.

The Shareholders present at the Class Meeting for Holders of Domestic Shares considered and approved the following resolution by way of poll (on site voting):

Special Resolution		Number of votes cast and approximate percentage of total number of votes cast (%)		
		For	Against	Abstain
1.	To consider and approve the resolution in relation to the general mandate to be granted to the Board to repurchase H Shares.	250,536,000 100%	nil 0%	nil 0%

As more than two-thirds of the votes were cast in favour of the above resolution, it was passed as special resolution at the Class Meeting for Holders of Domestic Shares.

For details of the aforesaid resolution, the Shareholders may refer to the notice of the Class Meeting for Holders of Domestic Shares and the circular of the Company both dated 8 April 2016.

#### **Poll Results of the Class Meeting for Holders of H Shares**

The total number of issued H Shares as at the date of the Class Meeting for Holders of H Shares was 130,464,000 Shares, which was the total number of shares entitling holders of H Shares to attend and vote on the resolution proposed at the Class Meeting for Holders of H Shares. There were no shares entitling the shareholders to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules. No shareholder was required to abstain from voting on the proposed resolution at the Class Meeting for Holders of H Shares.

Holders of H Shares, holding an aggregate of 30,648,500 H Shares with voting rights, representing 23.49% of the total H Shares with voting rights of the Company, were present (either in person or by proxies) at the Class Meeting for Holders of H Shares.

The Class Meeting for Holders of H Shares was convened and conducted in compliance with the requirements of the Company Law of the People's Republic of China and the Articles of Association.

The Shareholders present at the Class Meeting for Holders of H Shares considered and approved the following resolution by way of poll (on site voting):

Special Resolution		Number of votes cast and approximate percentage of total number of votes cast (%)		
		For	Against	Abstain
1.	To consider and approve the resolution in relation to the general mandate to be granted to the Board to repurchase H Shares.	30,648,500 100%	nil 0%	nil 0%

As more than two-thirds of the votes were cast in favour of the above resolution, it was passed as special resolution at the Class Meeting for Holders of H Shares.

For details of the aforesaid resolution, the Shareholders may refer to the notice of the Class Meeting for Holders of H Shares and the circular of the Company both dated 8 April 2016.

### **Scope of Work of KPMG Huazhen LLP**

The poll results were subject to scrutiny by KPMG Huazhen LLP 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 Huazhen LLP. The work performed by KPMG Huazhen LLP 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.

## **II. APPOINTMENT OF THE CHAIRMAN OF THE SIXTH SESSION OF THE BOARD**

The Board is pleased to announce that the appointment of Mr. Wang An (being an executive Director) as the chairman of the sixth session of the Board was unanimously approved by the Board at the Board meeting held immediately following the Class Meeting for Holders of H Shares.

## **III. APPOINTMENTS OF MEMBERS OF THE SIXTH SESSION OF THE BOARD COMMITTEES**

The Board is pleased to announce that the appointments of the following members of the audit and review committee, the remuneration and review committee and the nomination committee under the sixth session of the Board were unanimously approved by the Board at the Board meeting held immediately following the Class Meeting for Holders of H Shares:

### **Audit and Review Committee:**

Mr. Jiang Hong Qi, Mr. Li Wei and Mr. Li Tong Ning (all being independent non-executive Directors) were appointed as members of the sixth session of the audit and review committee, with Mr. Jiang Hong Qi appointed as the chairman of the audit and review committee.

### **Remuneration and Review Committee:**

Mr. Jiang Hong Qi and Mr. Li Tong Ning (both being independent non-executive Directors) were appointed as members of the remuneration and review committee, with Mr. Jiang Hong Qi appointed as the chairman of the remuneration and review committee.

### **Nomination Committee:**

Mr. Wang An (an executive Director and chairman of the Board), Mr. Jiang Hong Qi and Mr. Li Tong Ning (both being independent non-executive Directors) were appointed as members of the nomination committee, with Mr. Wang An appointed as the chairman of the nomination committee.

## **IV. APPOINTMENT OF THE CHAIRMAN OF THE SIXTH SESSION OF THE SUPERVISORY COMMITTEE**

The Board is pleased to announce that the appointment of Ms. Dai Liying (being an employee representative Supervisor) as the chairman of the sixth session of the Supervisory Committee was unanimously approved by the Supervisory Committee at the meeting of the Supervisory Committee held immediately following the Class Meeting for Holders of H Shares.

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

Yantai, the PRC, 25 May 2016

As at the date hereof, the Board comprises:

Mr. Wang An (*Executive Director*)

Mr. Zhang Hui (*Executive Director*)

Mr. Wang Yan Hui (*Executive Director*)

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

Mr. Li Wei (*Independent non-executive Director*)

Mr. Jiang Hong Qi (*Independent non-executive Director*)

Mr. Li Tong Ning (*Independent non-executive Director*)