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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**

### **(A) POLL RESULTS OF**

#### **(I) THE ANNUAL GENERAL MEETING;**

#### **(II) CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES AND NON-LISTED FOREIGN SHARES;**

#### **(III) CLASS MEETING FOR HOLDERS OF H SHARES; AND**

### **(B) CHANGE OF DIRECTORS AND COMPOSITION OF BOARD COMMITTEES**

The Board is pleased to announce that 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 Non-listed Foreign 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 Non-listed Foreign Shares and Class Meeting for Holders of H Shares held on Wednesday, 26 June 2019, respectively.

The board (the “**Board**”) of Yantai North Andre Juice Co., Ltd.\* (the “**Company**”) is pleased to announce the poll results of the Company’s annual general meeting of the Company (the “**AGM**”), the class meeting for holders of domestic shares and holders of non-listed foreign shares of the Company (the “**Class Meeting for Holders of Domestic Shares and Non-listed Foreign 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, 26 June 2019.

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 10 May 2019 (the “**Circular**”).

## **POLL RESULTS OF THE AGM**

The total number of issued shares of the Company as at the date of the AGM was 358,000,000 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

\* *For identification purpose only*

abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Hong Kong 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 307,908,880 shares with voting rights, representing 86.01% 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 PRC and the Articles of Association.

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

Resolutions		Number of votes cast and approximate percentage of total number of votes cast (%)		
		For	Against	Abstain
<b>Ordinary Resolutions</b>				
1.	To consider and approve the annual report of the Company for the year ended 31 December 2018.	307,908,880 100%	0	0
2.	To consider and approve the report of the Board of the Company (“ <b>Board</b> ”) for the year ended 31 December 2018.	307,908,880 100%	0	0
3.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2018.	307,908,880 100%	0	0
4.	To consider and approve the profit distribution plan for the year ended 31 December 2018 and authorization to the Board to distribute to the Shareholders a total cash dividend of RMB35,800,000 (tax inclusive) or cash dividend of RMB0.1 for each share (tax inclusive).	307,908,880 100%	0	0
5.	To consider and approve (if appropriate) the resolution in relation to the remuneration of directors and supervisors of the Company for the year ended 31 December 2019.	307,908,880 100%	0	0
6.	To consider and approve the resolution in relation to reappointment of KPMG Huazhen as the external auditors of the Company for the year ended 31 December 2019 and authorization to the Board to determine their remuneration.	307,908,880 100%	0	0

Resolutions	Number of votes cast and approximate percentage of total number of votes cast (%)		
	For	Against	Abstain
7.	To consider and approve the re-election of Directors and the appointments of independent non-executive Directors		
7.1	To consider and approve the re-election of Mr. Wang An as an executive Director;	307,908,880 100%	0 0
7.2	To consider and approve the re-election of Mr. Zhang Hui as an executive Director;	307,908,880 100%	0 0
7.3	To consider and approve the re-election of Mr. Wang Yan Hui as an executive Director;	307,908,880 100%	0 0
7.4	To consider and approve the re-election of Mr. Liu Tsung-Yi as a non-executive Director;	307,908,880 100%	0 0
7.5	To consider and approve the re-election of Mr. Jiang Hong Qi as an independent non-executive Director;	307,908,880 100%	0 0
7.6	To consider and approve the re-election of Mr. Li Wei as an independent non-executive Director; and	307,908,880 100%	0 0
7.7	To consider and approve the appointment of Mr. Li Yao as an independent non-executive Director.	307,908,880 100%	0 0
8.	To consider and approve the re-election of Supervisors		
8.1	To consider and approve the re-election of Mr. Wang Zhi Wu as a Supervisor; and	307,908,880 100%	0 0
8.2	To consider and approve the re-election of Mr. Wang Kun as a Supervisor.	307,908,880 100%	0 0
9.	To consider and approve the amendments to the rules of procedures of the general meeting of the Company.	307,908,880 100%	0 0

Resolutions		Number of votes cast and approximate percentage of total number of votes cast (%)		
		For	Against	Abstain
<b>SPECIAL RESOLUTION</b>				
10.	To consider and pass the following resolution:  <b>THAT</b> the extension of validity period of resolutions in respect of the proposed issue of not more than 20,000,000 A shares of the Company with a nominal value of RMB1.00 each (the “ <b>Proposed Issue of A Shares</b> ”) and related matters (the resolution was approved as a resolution by Shareholders, the holders of domestic shares of the Company (the “ <b>Domestic Shareholders</b> ”) and the holders of H shares of the Company (the “ <b>H Shares</b> ”) at the special general meeting, the class meeting for Domestic Shareholders and the class meeting for holders of H shares of the Company held on 1 November 2017, respectively) be and are hereby approved, including the extension of validity period of the authorisation to the Board to deal with matters relating to the Proposed Issue of A Shares. The above validity period shall be extended for a period of 12 months from the date on which this resolution is approved by the Shareholders at the AGM and approved by the class shareholders of the Company at the class meetings of the Company.	307,908,000 100%	0	0
11.	To consider and pass the following resolution:  <b>THAT</b> the amendments to the relevant Articles (draft) of the Company be approved.	307,908,000 100%	0	0

As more than half of the votes were cast in favour of each of resolutions 1 to 9, such resolutions were passed as ordinary resolutions at the AGM. As more than two-thirds of the votes were cast in favour of resolutions 10 to 11, 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 of the Company dated 10 May 2019 and the Circular.

## **POLL RESULTS OF THE CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES AND NON-LISTED FOREIGN SHARES**

The total number of issued Domestic Shares and Non-listed Foreign Shares as at the date of the Class Meeting for Holders of Domestic Shares and Non-listed Foreign Shares were 138,404,580 Shares and 112,131,420, respectively, which was the total number of shares entitling holders of Domestic Shareholders and Non-listed Foreign Shareholders to attend and vote on the resolutions proposed at the Class Meeting for Holders of Domestic Shares and Non-listed Foreign Shares. There were no shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the Class Meeting for Holders of Domestic Shares and Non-listed Foreign Shares as set out in Rule 13.40 of the Hong Kong Listing Rules. No Shareholder was required to abstain from voting on the proposed resolutions at the Class Meeting for Holders of Domestic Shares and Non-listed Foreign Shares.

Domestic Shareholders, holding an aggregate of 138,404,580 Domestic Shares with voting rights, representing 100% of the total Domestic Shares with voting rights of the Company, and Non-listed Foreign Shareholders, holding an aggregate of 112,131,420 Non-listed Foreign Shares with voting rights, representing 100% of the total Non-listed Foreign Shares with voting rights of the Company, were present (either in person or by proxies) at the Class Meeting for Holders of Domestic Shares and Non-listed Foreign Shares.

The Class Meeting for Holders of Domestic Shares and the Non-listed Foreign Shares was convened and conducted in compliance with the requirements of the Company Law of the PRC and the Articles of Association.

The Shareholders present at the Class Meeting for Holders of Domestic Shares and Non-listed Foreign Shares considered and approved the following resolutions 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 pass the following resolution:  <b>THAT</b> the extension of validity period of resolutions in respect of the proposed issue of not more than 20,000,000 A shares of the Company with a nominal value of RMB1.00 each (the “ <b>Proposed Issue of A Shares</b> ”) and related matters (the resolution was approved as a resolution by Shareholders, holders of domestic shares of the Company (the “ <b>Domestic Shareholders</b> ”) and holders of H shares of the Company (the “ <b>H Shares</b> ”) at the special general meeting, the class meeting for Domestic Shareholders and the class meeting for holders of H Shares of the Company held on 1 November 2017, respectively) be and are hereby approved, including the extension of validity period of the authorisation to the Board to deal with matters relating to the Proposed Issue of A Shares. The above validity period shall be extended for a period of 12 months from the date on which the resolution is approved by the Shareholders at the annual general meeting of the Company and approved by the class shareholders at the class meetings of the Company.	250,536,000 100%	0	0
2.	To consider and pass the following resolution:  <b>THAT</b> the amendments to the relevant Articles (draft) of the Company be approved.	250,536,000 100%	0	0

As more than two-thirds of the votes were cast in favour of the above resolutions, they were passed as special resolutions at the Class Meeting for Holders of Domestic Shares and Non-listed Foreign Shares.

For details of the aforesaid resolutions, the Shareholders may refer to the notice of the Class Meeting for Holders of Domestic Shares and Non-listed Foreign Shares of the Company dated 10 May 2019, and the Circular.

## **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 107,464,000 Shares, which was the total number of shares entitling of H Shareholders to attend and vote on the resolutions proposed at the Class Meeting for Holders of H Shares. No Shareholder was restricted from voting on the proposed resolutions at the Class Meeting for Holders of H Shares. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the Class Meeting for Holders of H Shares as set out in Rule 13.40 of the Hong Kong Listing Rules. No Shareholder was required to abstain from voting on the proposed resolutions at the Class Meeting for Holders of H Shares.

H Shareholders, holding an aggregate of 57,372,880 H Shares with voting rights, representing 53.39% 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 PRC and the Articles of Association.

The Shareholders present at the Class Meeting for Holders of H Shares considered and approved the following resolutions 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 pass the following resolution:  <b>THAT</b> the extension of validity period of resolutions in respect of the proposed issue of not more than 20,000,000 A shares of the Company with a nominal value of RMB1.00 each (the “ <b>Proposed Issue of A Shares</b> ”) and related matters (the resolution was approved as a resolution by Shareholders, holders of domestic shares of the Company (the “ <b>Domestic Shareholders</b> ”) and holders of H shares of the Company (the “ <b>H Shares</b> ”) at the special general meeting, the class meeting for Domestic Shareholders and the class meeting for holders of H Shares of the Company held on 1 November 2017 respectively) be and are hereby approved, including the extension of validity period of the authorisation to the Board to deal with matters relating to the Proposed Issue of A Shares. The above validity period shall be extended for a period of 12 months from the date on which the resolution is approved by the Shareholders at the annual general meeting of the Company and approved by the class shareholders at the class meetings of the Company.	57,372,880 100%	0	0
2.	To consider and pass the following resolution:  <b>THAT</b> the amendments to the relevant Articles (draft) of the Company be approved.	57,372,880 100%	0	0

As more than two-thirds of the votes were cast in favour of the above resolutions, they were passed as special resolutions 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 of the Company dated 10 May 2019 and the Circular.



## **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.

## **CHANGE OF DIRECTORS AND COMPOSITION OF BOARD COMMITTEES**

As disclosed in the Circular, the resignation of Mr. Li Tong Ning from his position as an independent non-executive director of the Company and a member of each of the audit and review committee, the nomination committee and the remuneration and review committee of the Company was effective on 26 June 2019. Mr. Li Tong Ning has confirmed that there is no disagreement between him and the Board, and there is no matter that needs to be brought to the attention of the shareholders of the Company. The Board would like to express its sincere gratitude to Mr. Li Tong Ning for his contributions to the Company during his tenure of office.

The Board is pleased to announce that Mr. Li Yao has been appointed as an independent non-executive Director, a member of each of the audit and review committee, the nomination committee and the remuneration and review committee of the Company with effect from 26 June 2019. For the biographical details of Mr. Li Yao and other information disclosed in accordance with Rule 13.51(2) of the Hong Kong Listing Rules, please refer to the Circular. As of the date of this announcement, there was no change in those disclosed information.

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

Yantai, the PRC, 26 June 2019

*As at the date of this announcement, the executive Directors are Mr. Wang An, Mr. Zhang Hui and Mr. Wang Yan Hui, the non-executive Director is Mr. Liu Tsung-Yi, and the independent non-executive Directors are Mr. Jiang Hong Qi, Mr. Li Wei and Mr. Li Yao.*