

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*



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**

### **(I) POLL RESULTS OF THE 2024 ANNUAL GENERAL MEETING; AND (II) CHANGE IN DIRECTORS AND COMPOSITION OF THE SPECIAL COMMITTEES OF THE BOARD**

The Board is pleased to announce that the resolutions as set out in the notice of the AGM were duly passed at the AGM held at 2:00 p.m. on Friday, 16 May 2025.

The board of directors (the “**Board**”) of Yantai North Andre Juice Co., Ltd.\* (the “**Company**”) is pleased to announce the poll results of the annual general meeting of the Company for 2024 (the “**AGM**”) held at 10th Floor Conference Room, Andre Building, No. 889 Xincheng Avenue, Muping District, Yantai City, Shandong Province, the People’s Republic of China (the “**PRC**”) at 2:00 p.m. on Friday, 16 May 2025. Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as those defined in the circular of the Company dated 25 April 2025 (the “**Circular**”).

All directors of the Company (the “**Directors**”) attended the AGM. In compliance with the requirements of the Hong Kong Listing Rules, the Company appointed Grant Thornton Zhitong Certified Public Accountants LLP (the auditor of the Company), the Shareholder representative of the Company, the supervisor representative of the Company and Beijing Dentons Law Offices, LLP (the PRC legal adviser of the Company) to act as the scrutineers for the vote-taking at the AGM.

#### **(I) POLL RESULTS OF THE AGM**

The total number of issued Shares of the Company as of the date of the AGM was 341,200,000 Shares, being the total number of Shares entitling the Shareholders 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 favor of the resolutions at the AGM as set out in Rule 13.40 of the Hong Kong Listing Rules. Pursuant to the Hong Kong Listing Rules, Uni-President China Holdings, Guangzhou President Enterprises Corp.\* (廣州統一企業有限公司) and Chengdu President Enterprises Food Co., Ltd.\* (成都統一企業食品有限公司) (holding an aggregate of 63,983,040 Shares) shall abstain from voting at the AGM for the resolution regarding to approve the proposed revision of the annual caps under the 2025-2027 President Product Purchase

Framework Agreement; and pursuant to the Shanghai Listing Rules, China Pingan Investment Holdings Limited, Hongan International Investment Ltd. (弘安國際投資有限公司), Shandong Andre Group Co., Ltd.\* (山東安德利集團有限公司) and Donghua Fruit Industry Co., Ltd. (holding an aggregate of 155,389,960 Shares) shall abstain from voting at the AGM for resolution regarding to approve the revision of the annual caps under the 2025-2027 Pomace Supply Agreement; Uni-President China Holdings, Guangzhou President Enterprises Corp.\* (廣州統一企業有限公司), Chengdu President Enterprises Food Co., Ltd.\* (成都統一企業食品有限公司), China Pingan Investment Holdings Limited, Hongan International Investment Ltd. (弘安國際投資有限公司), Shandong Andre Group Co., Ltd.\* (山東安德利集團有限公司) and Donghua Fruit Industry Co., Ltd. (holding an aggregate of 219,373,000 Shares) shall abstain from voting at the AGM for the resolution regarding to approve the estimates for daily related party transactions of the Company in 2025. Save as disclosed above, no other Shareholders were required to abstain from voting on other resolutions proposed at the AGM.

The Shareholders, holding an aggregate of 289,592,148 Shares with voting rights, representing 84.8746% of the total Shares with voting rights of the Company, were present (either in person, by proxies or through casting vote on the internet) 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, which represents a combination of onsite voting and online 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 report of the board of directors of the Company for the year ended 31 December 2024.                | 289,526,448<br>99.9773%   | 65,100<br>0.0225% | 600<br>0.0002% |
| 2.                   | To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2024.             | 289,526,448<br>99.9773%   | 65,000<br>0.0224% | 700<br>0.0002% |
| 3.                   | To consider and approve the annual report of the Company for the year ended 31 December 2024.                                   | 289,526,448<br>99.9773%   | 65,000<br>0.0224% | 700<br>0.0002% |
| 4.                   | To consider and approve the postponement for consideration of the profit distribution plan for the year ended 31 December 2024. | 289,522,948<br>99.9761%   | 68,500<br>0.0237% | 700<br>0.0002% |

| Ordinary Resolutions |  | Number of votes cast and approximate percentage of total number of votes cast (%) |                   |                |
|----------------------|--|---|-------------------|----------------|
|                      |  | For   | Against           | Abstain        |
| 5.                   | To consider and approve the resolution in relation to the remuneration of Directors and supervisors of the Company for the year ending 31 December 2025.   | 289,526,448<br>99.9773%   | 65,000<br>0.0224% | 700<br>0.0002% |
| 6.                   | To consider and approve the resolution in relation to re-appointment of Grant Thornton Zhitong Certified Public Accountants as the external auditors of the Company for the year ending 31 December 2025 and authorization to the Board to determine their remuneration. | 289,526,448<br>99.9773%   | 65,000<br>0.0224% | 700<br>0.0002% |
| 7.                   | To consider and approve the resolution in relation to re-election or appointment of non-independent directors of the ninth session of the board of directors of the Company:   |   |                   |                |
| 7.1                  | To consider and approve the re-election of Mr. Wang An as an executive director;   | 289,465,151<br>99.9759%   | 0<br>0%           | 0<br>0%        |
| 7.2                  | To consider and approve the re-election of Ms. Wang Meng as an executive director;   | 289,465,156<br>99.9983%   | 0<br>0%           | 0<br>0%        |
| 7.3                  | To consider and approve the re-election of Mr. Wang Yan Hui as an executive director;  | 289,465,150<br>99.9984%   | 0<br>0%           | 0<br>0%        |
| 7.4                  | To consider and approve the appointment of Mr. Zhang Hui as an executive director;   | 289,465,150<br>99.9984%   | 0<br>0%           | 0<br>0%        |
| 7.5                  | To consider and approve the re-election of Mr. Liu Tsung-Yi as a non-executive director; and   | 289,465,150<br>99.9984%   | 0<br>0%           | 0<br>0%        |
| 7.6                  | To consider and approve the re-election of Mr. Zhang Wei as a non-executive director.  | 289,465,150<br>99.9984%   | 0<br>0%           | 0<br>0%        |

| Ordinary Resolutions |   | Number of votes cast and approximate percentage of total number of votes cast (%) |                   |                |
|----------------------|---|---|-------------------|----------------|
|                      |   | For   | Against           | Abstain        |
| 8.                   | To consider and approve the resolution in relation to re-election or appointment of independent non-executive directors of the ninth session of the board of directors of the Company:  |   |                   |                |
|                      | 8.1 To consider and approve the re-election of Mr. Gong Fan as an independent non-executive director;   | 289,465,150<br>99.9984%   | 0<br>0%           | 0<br>0%        |
|                      | 8.2 To consider and approve the re-election of Ms. Wang Yan as an independent non-executive director; and   | 289,465,153<br>99.9983%   | 0<br>0%           | 0<br>0%        |
|                      | 8.3 To consider and approve the appointment of Mr. Wang Chang Qing as an independent non-executive director.  | 289,465,150<br>99.9984%   | 0<br>0%           | 0<br>0%        |
| 9.                   | To consider and approve the resolution in relation to election of Shareholder representative supervisors of the ninth session of the supervisory committee of the Company:  |   |                   |                |
|                      | 9.1 To consider and approve the appointment of Mr. Yu Cheng Bo as a Shareholder representative supervisor; and  | 289,465,151<br>99.9983%   | 0<br>0%           | 0<br>0%        |
|                      | 9.2 To consider and approve the appointment of Mr. Liang Jian Hao as a Shareholder representative supervisor.   | 289,465,152<br>99.9983%   | 0<br>0%           | 0<br>0%        |
| 10.                  | To consider and approve the resolution in relation to the revision of annual cap for 2025-2027 daily related party transactions between the Company and DSM-Firmenich Pectin (Yantai) Co., Ltd. and the entering into the related supplemental agreement. | 142,736,488<br>99.9540%   | 65,000<br>0.0455% | 700<br>0.0005% |

| Ordinary Resolutions |   | Number of votes cast and approximate percentage of total number of votes cast (%) |                   |                |
|----------------------|---|---|-------------------|----------------|
|                      |   | For   | Against           | Abstain        |
| 11.                  | To consider and approve the resolution in relation to the revision of annual cap for 2025-2027 daily related party transactions between the Company and Uni-President China Holdings Ltd. and the entering into the related supplemental agreement. | 225,780,408<br>99.9709%   | 65,000<br>0.0288% | 700<br>0.0003% |
| 12.                  | To consider and approve the resolution in relation to the estimates for daily related party transactions of the Company in 2025.  | 78,990,448<br>99.9169%  | 65,000<br>0.0822% | 700<br>0.0009% |
| Special Resolutions  |   | Number of votes cast and approximate percentage of total number of votes cast (%) |                   |                |
|                      |   | For   | Against           | Abstain        |
| 13.                  | To consider and approve the resolution in relation to the proposed extension of authorization by the shareholders' meeting to the Board to handle the issuance of A shares to specific targets by simplified procedure.                             | 289,522,448<br>99.9759%   | 69,000<br>0.0238% | 700<br>0.0002% |
| 14.                  | To consider and approve the resolution in relation to reduction in registered share capital and amendments to the Articles of Association.  | 289,526,448<br>99.9773%   | 65,000<br>0.0224% | 700<br>0.0002% |
| 15.                  | To consider and approve the resolution in relation to the general mandate to be granted to the Board to repurchase H Shares.  | 289,526,448<br>99.9773%   | 65,000<br>0.0224% | 700<br>0.0002% |

As more than half of the votes were cast in favor of resolutions 1 to 12, such resolutions were passed as ordinary resolutions at the AGM. As more than two-thirds of the votes were cast in favor of resolutions 13 to 15, 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 dated 25 April 2025 and the Circular.

## **(II) CHANGE IN DIRECTORS AND COMPOSITION OF THE SPECIAL COMMITTEES OF THE BOARD**

As disclosed in the Circular, pursuant to applicable laws and regulations of the PRC, the term of office of an independent non-executive Director shall not exceed six consecutive years. As the term of office of Mr. Li Yao reached six consecutive years on the date of the AGM, he has informed the Board that he would resign from his position as an independent non-executive Director upon the expiration of the term of office of the eighth session of the Board, which shall take effect upon the conclusion of the AGM. Mr. Li Yao has confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders. The Board would like to express its sincere gratitude to Mr. Li Yao for his contributions to the Company during his tenure of service.

The Board is pleased to announce that Mr. Zhang Hui has been appointed as an executive Director of the Company and Mr. Wang Chang Qing has been appointed as an independent non-executive Director of the Company with effect from 16 May 2025. The appointments of chairmen and members of the special committees of the Board will be considered and approved by the Board at the Board meeting to be held following the AGM. For the biographical details of Mr. Zhang Hui and Mr. Wang Chang Qing 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, 16 May 2025

*As of the date of this announcement, the executive Directors of the Company are Mr. Wang An, Mr. Zhang Hui, Ms. Wang Meng and Mr. Wang Yan Hui, the non-executive Directors are Mr. Liu Tsung-Yi and Mr. Zhang Wei, and the independent non-executive Directors are Mr. Gong Fan, Ms. Wang Yan and Mr. Wang Chang Qing.*

\* *For identification purposes only*