



# 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)

### FORM OF PROXY FOR USE AT THE CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

Form of proxy for the class meeting of holders of Domestic Shares (the "Class Meeting") of Yantai North Andre Juice Co., Ltd.\* (the "Company") to be 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 Monday, 22 June 2009 at 11:00 a.m..

I/We<sup>1</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of \_\_\_\_\_ Domestic Shares<sup>2</sup> of RMB0.10 each in the capital of the Company, **HEREBY APPOINT THE CHAIRMAN OF THE CLASS MEETING**<sup>3</sup> or \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend, act and vote for me/us at the Class Meeting (or any adjournment) to be held at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC on Monday, 22 June 2009 at 11:00 a.m., for the purpose of considering, and if thought fit, passing the resolutions set out in the notice convening the Class Meeting and at such Class Meeting to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

Special Resolutions		For <sup>4</sup>	Against <sup>4</sup>	Abstain <sup>4</sup>
1.	To consider and approve the general mandate to be granted to the Board to repurchase H Shares.			
2.	To consider and approve: (1) (a) the proposed application to the China Securities Regulatory Commission (the "CSRC") for a transfer of listing of the overseas-listed foreign invested shares of the Company ("H Shares") from the Growth Enterprise Market (the "GEM Board") to the Main Board (the "Main Board") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"); and (b) simultaneously with the application to the CSRC or after obtaining the CSRC's approval as referred to in (a) above, the proposed application to the Listing Committee of the Stock Exchange for a transfer of listing of the H Shares from the GEM Board to the Main Board, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or of any other governmental or regulatory body; and (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 applications referred to in paragraph (1) above as the Board may consider necessary, desirable or expedient and to approve the payment of such related and incidental expenses thereby reasonably incurred.			

Dated this \_\_\_\_\_ date of \_\_\_\_\_, 2009 Shareholder's signature<sup>5</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as shown in the register of members of the Company.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the "THE CHAIRMAN OF THE CLASS MEETING or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATIONS MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "ABSTAIN".** Failure to tick any box will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Class Meeting other than those referred to in the notice convening the Class Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. If this form of proxy is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign, or other document of authorisation must be notarially certified.
- Any member entitled to attend and vote at the Class Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy needs not be a member. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Class Meeting.
- To be valid, for holders of Domestic Shares, this form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, shall be deposited at the registered office of the Company, at No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC no less than 24 hours before the time appointed for the Class Meeting or adjourned meeting.
- In the case of joint registered holders of any share, any one of such persons may vote at the Class Meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one of such joint holders be present at the Class Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of member in respect of the joint holding.
- A proxy attending the Class Meeting must present his proof of identity.

\* For identification purpose only