



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 ANNUAL GENERAL MEETING

Form of proxy for the annual general meeting (the "AGM") 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 10:00 a.m..

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of Domestic/H Shares<sup>2</sup> of RMB0.10 each in the capital of the Company, **HEREBY APPOINT THE CHAIRMAN OF THE AGM<sup>3</sup>** or

\_\_\_\_\_ of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us at the AGM (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 10:00 a.m., for the purpose of considering, and if thought fit, passing the resolutions set out in the notice convening the AGM and at such AGM to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

Ordinary Resolutions		For <sup>4</sup>	Against <sup>4</sup>	Abstain <sup>4</sup>
1.	To consider and approve the annual report of the Company as at 31 December 2008.			
2.	To consider and approve the report of the board of directors of the Company (the "Board") for the year ended 31 December 2008.			
3.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2008.			
4.	To consider and approve the audited consolidated financial statements of the Company and the report of the auditors for the year ended 31 December 2008.			
5.	To consider and approve the profit distribution plan for the year ended 31 December 2008, and the final dividend distribution plan for the year ended 31 December 2008 (if any), and to authorize the Board for the distribution of the final dividend (if any) to the shareholders of the Company.			
6.	To consider and approve (if appropriate) the remuneration of the directors and supervisors of the Company for the year ending 31 December 2009.			
7.	To consider and approve the re-appointment of KPMG and KPMG Huazhen as the auditors of the Company (international and PRC auditors, respectively) for the year ending 31 December 2009 and to authorize the Board to determine their remunerations.			
8.	To consider the resolution relating to the proposed transfer of listing of the H Shares from the GEM Board to the Main Board (resolution No.16) be approved by way of a special resolution and, if this resolution is approved, resolution No.16 shall be passed as a special resolution, if this resolution is not approved, resolution No. 16 shall be passed as an ordinary resolution.			
9.	To consider and approve the resignation of Mr. Zheng Yue Wen as an executive Director and chairman of the Board, which will take effect from the date on which this resolution is passed.			
10.	To consider and approve the resignation of Mr. Lo Chih-Hsien as a non-executive Director, which will take effect from the date on which this resolution is passed.			
11.	To consider and approve the new appointment of Mr. Lin Wu-Chung as a non-executive Director for a term of office commencing from the date on which this resolution is passed until the expiration of the term of the third session of the Board on 27 May 2010 and to authorize any executive Director to sign the relevant service contract on behalf of the Company with him and to authorize the remuneration committee of the Board to determine his remuneration.			
12.	To consider and approve the new appointment of Mr. Liu Tsung-Yi as a non-executive Director of the Company for a term of office commencing from the date on which this resolution is passed until the expiration of the term of the third session of the Board on 27 May 2010 and to authorize any executive Director to sign the relevant service contract on behalf of the Company with him and to authorize the remuneration committee of the Board to determine his remuneration.			
Special Resolutions		For <sup>4</sup>	Against <sup>4</sup>	Abstain <sup>4</sup>
13.	To consider and approve the general mandate to be granted to the Board to issue new shares.			
14.	To consider and approve the general mandate to be granted to the Board to repurchase H Shares.			

\* For identification purpose only

15.	<p>To consider and approve the following amendment to the Articles of Association of the Company (the "Articles of Association"):</p> <p>(1) Article 90 of the Articles of Association be amended by deleting the following paragraph:</p> <p>"The Company shall establish a board of directors. The board of directors comprises 8 directors, of which 4 are executive directors and 4 are external directors (refer to directors who do not hold any positions in the Company). External directors include 1 non-executive director 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 2 vice chairmen."</p> <p>and substituted by the following paragraph</p> <p>"The Company shall establish a board of directors. The board of directors comprises 8 directors, of which 3 are executive directors and 5 are external directors (refer to directors who do not hold any positions in the Company). External directors include 2 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</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>			
<b>As Special Resolution/Ordinary Resolution (depends on the voting result of resolution No.8)</b>		<b>For<sup>4</sup></b>	<b>Against<sup>4</sup></b>	<b>Abstain<sup>4</sup></b>
16.	<p>To consider and approve:</p> <p>(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</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 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.</p>			

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

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as shown in the register of members of the Company.
2. Please insert the number of shares and delete the inappropriate type of share 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).
3. If any proxy other than the Chairman is preferred, strike out the **"THE CHAIRMAN OF THE AGM 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.**
4. **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 AGM other than those referred to in the notice convening the AGM.
5. 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.
6. Any member entitled to attend and vote at the AGM 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 AGM.
7. 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 AGM or adjourned meeting. In order to be valid, for the holder of H Shares, the above documents must be delivered to the Company's H Shares Registrar at Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the AGM or adjourned meeting.
8. In the case of joint registered holders of any share, any one of such persons may vote at the AGM, 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 AGM, 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.
9. A proxy attending the AGM must present his proof of identity.