



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 Wednesday, 30 June 2010 at 10:00 a.m.

I/We¹ _____
of _____

being the registered holder(s) of Domestic/H Shares² of RMB0.10 each in the capital of the Company, **HEREBY APPOINT THE CHAIRMAN OF THE AGM³** 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 Wednesday, 30 June 2010 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 ⁴	Against ⁴	Abstain ⁴
1.	To consider and approve the annual report of the Company as at 31 December 2009.			
2.	To consider and approve the report of the board of directors of the Company (the "Board") for the year ended 31 December 2009.			
3.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2009.			
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 2009.			
5.	To consider and approve the profit distribution plan for the year ended 31 December 2009, and the final dividend distribution plan for the year ended 31 December 2009 (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 2010.			
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 2010 and to authorize the Board to determine their remunerations.			
8.1	To consider and approve the re-election of Mr. Wang An as an executive director of the Company.			
8.2	To consider and approve the re-election of Mr. Zhang Hui as an executive director of the Company.			
8.3	To consider and approve the re-election of Mr. Lin Wu-Chung as a non-executive director of the Company.			
8.4	To consider and approve the re-election of Mr. Liu Tsung-Yi as a non-executive director of the Company.			
8.5	To consider and approve the election of Mr. Jiang Hong Qi as a non-executive director of the Company.			
8.6	To consider and approve the re-election of Ms. Yu Shou Neng as an independent non-executive director of the Company.			
8.7	To consider and approve the re-election of Ms. Qu Wen as an independent non-executive director of the Company.			
8.8	To consider and approve the appointment of Mr. Xu Guang Zhou as an independent non-executive director of the Company.			
9.	To consider and approve the resignation of Mr. Mu Gui Sheng as a supervisor of the Company, which will take effect from the date on which this resolution is passed.			
10.1	To consider and approve the re-election of Mr. Wang Chun Tang as a supervisor of the Company			
10.2	To consider and approve the appointment of Mr. Li Kun Gui as a supervisor of the Company.			

* For identification purpose only

Special Resolutions		For ⁴	Against ⁴	Abstain ⁴
11.	To consider and approve the general mandate to be granted to the Board to issue new shares.			
12.	To consider and approve the general mandate to be granted to the Board to repurchase H Shares.			
13.	<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 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."</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 2 are executive directors and 6 are external directors (refer to directors who do not hold any positions in the Company). External directors include 3 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>			
14.	<p>To consider and approve the following amendment to the Articles of Association:</p> <p>(1) Article 98 of the Articles of Association be amended by deleting the following paragraph:</p> <p>"Board of directors meetings or temporary meetings can be held by way of telephone conference or held with the help of similar communication equipment. As long as all directors present in the meeting can hear clearly the conversation of the other directors and can give feedback, all directors participated should be treated as present in the meeting."</p> <p>and substituted by the following paragraph:</p> <p>"Board of directors meetings or temporary meetings can be held by way of telephone conference, written resolutions or held with the help of similar communication equipment. As long as all directors present in the meeting can hear clearly the conversation of the other directors or can communicate instantly, all directors participated should be treated as present in the meeting."; 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>			

Dated this _____ date of _____ 2010 Shareholder's signature⁵ _____

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 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).
- 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.**
- 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.
- 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 AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need 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.
- 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.
- 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.
- A proxy attending the AGM must present his proof of identity.