



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 2011 SPECIAL GENERAL MEETING

Form of proxy for the 2011 special general meeting (the "SGM") 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 Tuesday, 18 January 2011 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 SGM³** or _____

of _____
as my/our proxy to attend, act and vote for me/us at the SGM (or any adjournment) to be held at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC on Tuesday, 18 January 2011 at 10:00 a.m., for the purpose of considering, and if thought fit, passing the resolution set out in the notice convening the SGM and at such SGM to vote for me/us and in my/our name(s) in respect of the resolution as indicated below.

Ordinary Resolutions		For ⁴	Against ⁴	Abstain ⁴
1.	To consider and approve the appointment of Mr. Gong Fan as independent non-executive director of the Company.			
2.	To consider and approve the appointment of Mr. Chow Kam Hung as independent non-executive director of the Company.			
Special Resolution		For ⁴	Against ⁴	Abstain ⁴
3.	To consider and approve the following amendment to the articles of association of the Company (the "Articles of Association"): THAT: (1) Article 90 of the Articles of Association be amended by deleting the following paragraph: "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 substituted by the following paragraph: "The Company shall establish a board of directors. The board of directors comprises 9 directors, of which 2 are executive directors and 7 are external directors (refer to directors who do not hold any positions in the Company). External directors include 3 non-executive directors and 4 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 (2) The board of directors of the Company (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.			

Dated this _____ date of _____ 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 SGM 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 SGM other than those referred to in the notice convening the SGM.
- 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 SGM 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 SGM.
- 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 SGM 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 SGM or adjourned meeting.
- In the case of joint registered holders of any share, any one of such persons may vote at the SGM, 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 SGM, 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 SGM must present his proof of identity.

* For identification purpose only