



**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)**

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING**

No. of Shares to which this form of proxy relates <i>(Note 1)</i>	
Type of Shares (Domestic Shares, Non-listed Foreign Shares or H Shares) to which this form of proxy relates <i>(Note 2)</i>	

I/We *(Note 3)* \_\_\_\_\_  
of \_\_\_\_\_  
being the Shareholder of Yantai North Andre Juice Co., Ltd.\*(the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE AGM** *(Note 4)* or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend, act and vote for me/us at the annual general meeting (the “AGM”) of the Company and any adjournment to be held at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC at 10:00a.m. on Tuesday, 26 June 2018, for the purpose of considering, and if thought fit, passing the resolution set out in the supplemental notice of the AGM and at such AGM to vote for me/us and in my/our name(s) in respect of the resolution as indicated below.

Unless otherwise specified, capitalized terms used in this form of proxy and the following resolution shall have the same meanings as defined in the circular of the Company dated 10 May 2019 (the “Circular”).

<b>ORDINARY RESOLUTIONS</b>		<b>For</b> <i>(note 5)</i>	<b>Against</b> <i>(note 5)</i>	<b>Abstain</b> <i>(note 5)</i>
1.	To consider and approve the annual report of the Company for the year ended 31 December 2018.			
2.	To consider and approve the report of the Board for the year ended 31 December 2018.			
3.	To consider and approve the report of the Supervisor Committee of the Company for the year ended 31 December 2018.			
4.	To consider and approve the profit distribution plan for the year ended 31 December 2018 and authorization to the Board to distribute to the Shareholders a total cash dividend of RMB35,800,000 (tax inclusive) or cash dividend of RMB0.10 for each share (tax inclusive).			
5.	To consider and approve (if appropriate) the resolution in relation to the remuneration of Directors and Supervisors for the year ending 31 December 2019.			
6.	To consider and approve the resolution in relation to re-appointment of KPMG Huazhen LLP as the external auditors of the Company for the year ending 31 December 2019 and authorization to the Board to determine their remuneration.			

*\*For identification purpose only*

SPECIAL RESOLUTIONS		For <i>(note 5)</i>	Against <i>(note 5)</i>	Abstain <i>(note 5)</i>
7.	To consider and approve the re-election of Directors and the appointments of independent non-executive Directors			
7.1	To consider and approve the re-election of Mr. Wang An as an executive Director;			
7.2	To consider and approve the re-election of Mr. Zhang Hui as an executive Director;			
7.3	To consider and approve the re-election of Mr. Wang Yan Hui as an executive Director;			
7.4	To consider and approve the re-election of Mr. Liu Tsung-Yi as a non-executive Director;			
7.5	To consider and approve the re-election of Mr. Jiang Hong Qi as an independent non-executive Director;			
7.6	To consider and approve the re-election of Mr. Li Wei as an independent non-executive Director; and			
7.7	To consider and approve the appointment of Mr. Li Yao as an independent non-executive Director.			
8.	To consider and approve the re-election of Supervisors			
8.1	To consider and approve the re-election of Mr. Wang Zhi Wu as a Supervisor; and			
8.2	To consider and approve the re-election of Mr. Wang Kun as a Supervisor.			
9.	To consider and approve the amendments to the rules of procedures of the general meeting of the Company.			
10.	<p>To consider and pass the following resolution:</p> <p><b>THAT</b> the extension of validity period of resolutions in respect of the proposed issue of not more than 20,000,000 A shares of the Company with a nominal value of RMB1.00 each (the “<b>Proposed Issue of A Shares</b>”) and related matters (the resolution was approved as a resolution by Shareholders, the holders of domestic shares (the “<b>Domestic Shareholders</b>”) of the Company and the holders of H shares of the Company (the “<b>H Shares</b>”) at the special general meeting, the class meeting for Domestic Shareholders and the class meeting for holders of H Shares of the Company held on 1 November, 2017, respectively) be and are hereby approved, including the extension of validity period of the authorization to the board of directors of the Company to deal with matters relating to the Proposed Issue of A Shares.</p> <p>The above validity period shall be extended for a period of 12 months from the date on which the resolution is approved by the Shareholders at the AGM and approved by the class shareholders at the class meetings of the Company.</p>			
11.	<p>To consider and pass the following resolution:</p> <p><b>THAT</b> the amendments to the relevant Articles (draft) of the Company be approved.</p>			

The above resolution is set out in the Notice of the AGM contained in the Circular in relation to the AGM. You shall refer to the Circular before appointing a proxy.

Date: \_\_\_\_\_ 2019

Signature of Shareholder *(Note 6)*: \_\_\_\_\_

*Notes:*

1. 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).
2. Please also insert the type of shares (domestic Shares, Non-listed Foreign Shares or H Shares) to which this form of proxy relates.
3. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as shown in the register of members of the Company.
4. 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.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK IN THE BOX MARKED “ABSTAIN”, AND YOUR VOTES WILL BE COUNTED FOR THE PURPOSE OF CALCULATING THE RESULT OF THAT RESOLUTION.** Failure to tick the box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the AGM other than those referred to in the notice of the AGM.
6. 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 authorized to sign the same. If this form of proxy is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign, or other document of authorization must be notarially certified.
7. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy needs not be a Shareholder. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the AGM.
8. In order to be valid, for Domestic Shareholders and Non-listed Foreign Shareholders, the above documents must be delivered to the Company’s H Shares registrar at Tricor Tengis Limited at 22nd Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the AGM or adjourned meeting; In order to be valid, for holders of H Shares, the above documents must be delivered to the Company’s H Shares registrar at Tricor Tengis Limited at 22nd Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the AGM or adjourned meeting.
9. 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 holders in respect of the joint holding.
10. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM if you wish to do so. A proxy attending the AGM must present its proof of identity.

## **PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the meeting of the Company (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Tengis Limited at the above address.