



# 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 <sup>(Note 1)</sup>	
Type of shares (Domestic Shares or H Shares) to which this form of proxy relates <sup>(Note 2)</sup>	

I/We <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the shareholder of Yantai North Andre Juice Co., Ltd.\* (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE AGM** <sup>(Note 4)</sup>  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us at the annual general meeting of the Company (the "AGM") and any adjournment to be held at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC at 10:00 a.m. on Wednesday, 25 June 2014, for the purpose of considering, and if thought fit, passing the resolutions set out in the notice and 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 resolutions as indicated below.

Ordinary Resolutions		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
1.	To consider and approve the annual report of the Company for the year ended 31 December 2013.			
2.	To consider and approve the report of the Board for the year ended 31 December 2013.			
3.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2013.			
4.	To consider and approve the profit distribution plan for the year ended 31 December 2013 and authorization to the Board to distribute to the Shareholders a total cash dividend of RMB20,449,400 (tax inclusive) or cash dividend of RMB0.05 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 ended 31 December 2014.			
6.	To consider and approve the resolution in relation to re-appointment of KPMG Huazhen as the external auditors of the Company for the year ended 31 December 2014 and authorization to the Board to determine their remuneration.			
Special Resolutions				
7.	To consider and approve the resolution in relation to the general mandate to be granted to the Board to issue new Shares.			
8.	To consider and approve the resolution in relation to the general mandate to be granted to the Board to repurchase H Shares.			
9.	To consider and approve the resolution as set out in the Supplemental Notice of Annual General Meeting in relation to the amendments to the existing articles of association of the Company.			

The above resolutions are set out in the notice of the AGM contained in the circular in relation to the AGM of the Company dated 9 May 2014 and the supplemental notice of the AGM contained in the supplemental circular in relation to the AGM of the Company dated 9 June 2014. You shall refer to the circular and the supplemental circular in relation to the AGM before appointing a proxy.

Date: \_\_\_\_\_ 2014 Shareholder's signature <sup>(Note 6)</sup> \_\_\_\_\_

#### Notes:

- 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).
- Please also insert the type of shares (Domestic Shares or H Shares) to which this form of proxy relates.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as shown in the register of members of the Company.
- 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 INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- 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 dated 9 May 2014 and the supplemental notice of the AGM dated 9 June 2014.
- 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.
- 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 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.
- 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.
- 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 his proof of identity.

\* For identification purpose only