



CHINA HUIYUAN JUICE GROUP LIMITED

中國匯源果汁集團有限公司*

(Incorporated in the Cayman Islands with Limited Liability)

(STOCK CODE: 1886)

Number of shares to which this proxy form relates

PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING

I/We _____
of _____
being the registered holder(s) of _____ ordinary shares of US\$0.00001 each (the "Shares")
in the capital of CHINA HUIYUAN JUICE GROUP LIMITED (the "Company"), hereby APPOINT THE CHAIRMAN OF THE
EXTRAORDINARY GENERAL MEETING or _____
as my/our proxy/proxies to vote and act for me/us at the extraordinary general meeting of the Company (the "Extraordinary General Meeting") (and at any adjournment thereof) to be held at the Conference Room of the Company, Huiyuan Road, Beixiaoying, Shunyi District, Beijing, the PRC at 10:15 a.m. on Friday, 5 February 2016 in respect of the resolutions listed in the notice of the Extraordinary General Meeting dated 15 January 2016 as indicated hereunder, with or without any amendment. Failure to complete the boxes will entitle my/our proxy/proxies to vote or abstain at his/her discretion. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 15 January 2016 in relation to the Extraordinary General Meeting.

RESOLUTION		FOR	AGAINST
SPECIAL RESOLUTION			
1.	<p>"THAT:</p> <p>(a) the authorized share capital of the Company be increased from US\$56,553,268.77 divided into 5,000,000,000 Ordinary Shares and 655,326,877 Convertible Preference Shares to US\$60,553,268.77 consisting of 5,000,000,000 Ordinary Shares, 655,326,877 Convertible Preference Shares and 400,000,000 Convertible Preference Shares 2 by the creation of an additional 400,000,000 Convertible Preference Shares 2, having the special rights and restrictions set out in the articles of association of the Company, as amended pursuant to this resolution;</p> <p>(b) the existing memorandum and articles of association of the Company be and are hereby amended in the manner set out in Appendix I of the Circular, and the amended and restated memorandum and articles of association of the Company incorporating all such amendments be and is hereby approved and adopted as the amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the then existing memorandum and articles of association of the Company; and</p> <p>(c) the directors of the Company be and are hereby authorized for and on behalf of the Company to sign and execute all such documents, instruments and agreements, and to do all such acts or things, as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with this resolution."</p>		

Signature: _____

Date: _____

Notes:

- Please insert the number of shares in the Company registered in your name(s) to which this proxy form relates. Failure to fill in the aforesaid number of shares will result in this form of proxy being deemed to relate to all the shares in the Company registered in your name(s).
- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- If any proxy other than the Chairman is preferred, strike out "THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING or" herein inserted and insert the name and address of the proxy desired in the space provided. A shareholder is entitled to appoint one or more proxies to attend and vote at the Extraordinary General Meeting on his behalf provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. The proxy or proxies need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her vote(s) or abstain at his/her discretion in respect of all resolutions or resolutions with respect to which there is no specific direction.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
- In the case of joint holders, the vote of the most or, as the case may be, the more senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.
- To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the commencement of the Extraordinary General Meeting or any adjournment thereof (as the case may be).
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting or any adjournment if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

* For identification purposes only