



ASIAN CITRUS HOLDINGS LIMITED

亞洲果業控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: HKSE: 73; AIM: ACHL)

PROXY FORM FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 12 NOVEMBER 2015

No. of shares to which this proxy form relates <i>(Note 1)</i>	
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I/We, *(Note 2)* _____

of _____

being shareholder(s) of Asian Citrus Holdings Limited (the "Company") hereby appoint *(Note 3)* _____

of _____

or failing him/her, the Chairman of the Meeting (as defined herein) to act as my/our proxy to attend and act for me/us on my/our behalf at the Annual General Meeting (the "Meeting") of the Company to be held at United Conference Centre, Level 10, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 12 November 2015 at 10:30 a.m. Hong Kong time (or at any adjourned meeting thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at such Meeting (or at any adjourned meeting thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For <i>(Note 4)</i>	Against <i>(Note 4)</i>
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors and of the independent auditor of the Company and its subsidiaries for the year ended 30 June 2015		
2.	To re-elect Mr. Yang Zhen Han as an independent non-executive director of the Company		
3.	To re-appoint Baker Tilly Hong Kong Limited as an independent auditor of the Company, to hold office from the conclusion of the Meeting to the next annual general meeting, during which accounts will be laid before the Company, and to authorise the board of directors to fix its remuneration		
4.	△To approve the termination of the Post Listing Share Option Scheme and the adoption of 2015 Share Option Scheme		
SPECIAL RESOLUTIONS			
5.	△To grant an unconditional mandate to the Directors to allot new ordinary shares of the Company		
6.	△To extend the issue mandate granted to the Directors		
7.	△To grant an unconditional mandate to the Directors to repurchase shares of the Company		
8.	△To adopt the amended and restated Bye-laws of the Company		

△ The full text of the proposed ordinary/special resolutions are set out in the notice convening the Company's annual general meeting dated 12 October 2015

Dated this _____ day of _____ 2015

Signature(s) *(Note 5)* _____

Notes:

- Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Please insert your full name(s) and address(es) in **BLOCK CAPITALS**. Only one of the joint registered holders needs to sign (but see note 6 below).
- A shareholder may appoint one or more proxies to attend and vote in his stead. A proxy does not need to be a shareholder of the Company but must attend the Meeting to represent you. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RELEVANT RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RELEVANT RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders is present at the Meeting personally or by proxy, such person so present whose name stands first on the Register of Members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- To be effective, the Form of Proxy and any power of attorney or other authority under which it is signed (or a notarially certified copy of such authority) must be deposited with the Company's branch share registrar Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 5:00 p.m. UK time on Monday, 9 November 2015 or 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 time of the holding of the Meeting or any adjournment thereof.
- ANY ALTERATION MADE TO THIS PROXY FORM MUST BE DULY INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- Completion and return of this proxy form will not preclude you from attending and voting in person at the Meeting (or any adjourned meeting thereof) if you so wish. In the event that you attend the Meeting after having lodged this proxy form as indicated above, this proxy form will be deemed to have been revoked.

* For identification purpose only



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DI FORM OF INSTRUCTION FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 12 NOVEMBER 2015 THIS FORM OF INSTRUCTION IS TO BE COMPLETED BY REGISTERED HOLDERS OF DEPOSITARY INTERESTS (“DIIs”)

I/We _____
of _____
holding _____

being a holder of depositary interests, hereby direct the Custodian “Computershare Company Nominees Ltd”, to vote on my/our behalf at the forthcoming Annual General Meeting (the “Meeting”) of **Asian Citrus Holdings Limited** (the “Company”) to be held at United Conference Centre, Level 10, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 12 November 2015 at 10:30 a.m. Hong Kong time and at any adjournment of the Meeting.

Please insert an X in the appropriate boxes alongside the resolutions

ORDINARY RESOLUTIONS		For	Against
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors and of the independent auditor of the Company and its subsidiaries for the year ended 30 June 2015		
2.	To re-elect Mr. Yang Zhen Han as an independent non-executive director of the Company		
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7.	△To grant an unconditional mandate to the Directors to repurchase shares of the Company		
8.	△To adopt the amended and restated Bye-laws of the Company		

△ The full text of the proposed ordinary/special resolutions are set out in the notice convening the Company’s annual general meeting dated 12 October 2015

Signature(s) _____

Date _____ 2015

Notes for the completion of the Form of Instruction

- Please indicate, by placing “X” in the appropriate space, how you wish your votes to be cast in respect of each of the Resolutions. If this form is duly signed and returned, but without specific direction as to how you wish your votes to be cast, the form will be rejected.
- In the case of joint shareholders, only one holder need sign. In the case of a corporation, the Form of Instruction should be signed by a duly authorised official whose capacity should be stated or by an attorney.
- This form of Instruction must be executed by the Depositary Interest holder or his/her attorney.
- To be valid, the Form of Instruction, duly signed and executed, together with any power of attorney (if any) or other authority under which it is signed (if any) must be deposited at the offices of the Depositary Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom by 5:00 p.m. UK time on Friday, 6 November 2015.
- A member of CREST may use the CREST electronic voting appointment service via the CREST system, CREST messages must be received by the issuer’s agent (ID number 3RA50) by 5:00 p.m. UK time on Friday, 6 November 2015.
- Completion and return of the Form of Instruction will not prevent you from attending and voting at the meeting.

If you wish to attend and vote at the meeting, please inform the Custodian to enable the appropriate authority to be issued.

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