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ASIAN CITRUS HOLDINGS LIMITED

亞洲果業控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: HKSE: 00073; AIM: ACHL)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Asian Citrus Holdings Limited (the “**Company**”) will be held at 13/F, Gloucester Tower, The Landmark, 15 Queen’s Road Central, Central, Hong Kong on 26 November 2010 at 4:30 p.m. (Hong Kong time), for the following purposes:

ORDINARY RESOLUTIONS

1. “**THAT**

the conditional agreement for sale and purchase dated 11 October 2010 (the “**Agreement**”) entered into between Sunshine Hero Limited (“**Sunshine Hero**”), Excel Blaze Limited as the vendors (the “**Vendors**”), Billion Ally International Limited, Billion Step Investments Limited, Beauty Treasure Group Limited, LC II Pineapple Limited, Greater China PE Fund L.P. as the bondholders (the “**Bondholders**”), A-One Success Limited (a wholly-owned subsidiary of the Company) as the purchaser (the “**Purchaser**”), the Company and Ms Xu Xuefeng in relation to the entire issued share capital of BPG Food & Beverage Holdings Ltd. (the “**Acquisition**”), at a consideration of HK\$2,047,000,000 (the “**Consideration**”) which shall be satisfied by way of (i) HK\$780,000,000 of cash consideration by way of execution of deeds of payment undertaking (the “**Deeds of Payment Undertaking**”) by the Company in favour of Sunshine Hero and each of the Bondholders; and (ii) the balance of HK\$1,260,700,000 by the allotment and issue of 164,153,646 consideration shares of the Company (the “**Consideration Shares**”) to the Vendors and the Bondholders (copy of the Agreement and the latest draft of the Deeds of Undertaking are tabled at the meeting and marked “A” and “B” respectively and initialled by the chairman of the meeting for identification purpose) be and are hereby confirmed, approved and ratified and that any one director of the Company (the “**Director**”), be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all

* *For identification purpose only*

such acts or things deemed by him to be necessary, incidental to, ancillary to or in connection with the matters contemplated herein to give effect to the Agreement, the Deeds of Payment Undertaking and the Acquisition; and

- subject to (i) the passing of the ordinary resolution number 1 above and (ii) the Listing Committee of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in the Consideration Shares and the Consideration Shares being admitted to trading on AIM, an equity stock exchange operated by the London Stock Exchange, based in London, England (“**AIM**”) in accordance with rule 6 of the rules of the AIM and being admitted to trading on the PLUS-quoted segment for unlisted securities operated by PLUS Markets plc, an equity stock exchange based in London, England (the “**PLUS**”) in accordance with Rule 17 of the rules of PLUS; the Directors be and are hereby authorised to allot and issue 164,153,646 Consideration Shares to the Vendors and the Bondholders, in accordance with the terms of the Agreement, and the Directors be and are hereby authorised to sign and execute all such further documents and to take such steps as the Directors may in their discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the allotment and issue of the Consideration Shares.”

Yours faithfully,
On behalf of the Board
Asian Citrus Holdings Limited
Tong Wang Chow
Chairman

Hong Kong, 1 November 2010

Registered office and principal place of business in Hong Kong:

Room 1109-1112

Wayson Commercial Building

28 Connaught Road West

Hong Kong

Notes:

- A form of proxy or form of direction (as applicable) is enclosed.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. 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 a general meeting of the Company. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.

4. **The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Registrars, Computershare Investor Services (Jersey) Limited, Queensway House, Hilgrove Street, St. Helier, Jersey, JE1 1ES, Channel Islands (for Shareholders whose names appear in the Company's register of members in Jersey and who hold Shares in certificated form), or, in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for Shareholders whose names appear in the Company's register of members in Hong Kong and who hold Shares in certificated form) not less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof) at which the person named in the instrument proposes to vote.**
5. **Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event the form of proxy shall be deemed to be revoked.**
6. **In the case of joint holders of any share, if more than one of such joint holders be present at any meeting, 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 holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.**
7. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company. The person so authorised shall be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of the Company and such corporation shall be deemed to be present in person at any such meeting if a person so authorised is present thereat.
8. In the case of holders of Depository Interests representing Shares in the Company, a form of direction must be completed in order to instruct Computershare Company Nominees Limited, to vote on the holder's behalf at the meeting or, if the meeting effective, a completed and signed form of direction (and any power of attorney or other authority under which it is signed) must be delivered to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, United Kingdom by no later than 72 hours before the time fixed for the meeting or any adjourned meeting.
9. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual, CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a writing service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must in order to be valid, be transmitted so as to be received by the issuer's agent (3RA50) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST

system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

10. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those Shareholders registered in the Register of members of the Company as of 23 November 2010 are entitled to attend or vote at the special general meeting of the Company in respect to the number of shares registered in their name at that time. Changes to entries on the Register after that time will be disregarded when determining the rights of any person to attend or vote in the special general meeting.

As at the date hereof, the board of directors of the Company comprises five executive directors, namely Mr. Tong Wang Chow, Mr. Tong Hung Wai, Tommy, Mr. Cheung Wai Sun, Mr. Pang Yi and Mr. Sung Chi Keung; two non-executive directors, namely Mr. Ip Chi Ming and Hon Peregrine Moncreiffe and four independent non-executive directors, namely Mr. Ma Chiu Cheung, Andrew, Mr. Nicholas Smith, Mr. Yang Zhenhan and Dr. Lui Ming Wah, SBS JP.