



# 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 3 December 2010

No. of shares to which this proxy form relates <sup>(Note 1)</sup>	
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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 20 Moorgate, London EC2R 6DA, United Kingdom on 3 December 2010 at 10:30 a.m. London time (6:30 p.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.

RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To receive and consider the audited financial statements and the reports of the directors of the Company (the "Directors") and of the auditors for the year ended 30 June 2010		
2.	To declare a final dividend of RMB0.10 per ordinary share and a special dividend of RMB0.02 per ordinary share for the year ended 30 June 2010		
3a.	To re-elect Mr. Pang Yi as executive Director of the Company		
3b.	To re-elect Mr. Yang Zhen Han as independent non-executive Director of the Company		
3c.	To re-elect Mr. Ma Chiu Cheung, Andrew as independent non-executive Director of the Company		
3d.	To re-elect Mr. Nicholas Smith as independent non-executive Director of the Company		
4.	To re-appoint Baker Tilly Hong Kong Limited as auditors of the Company, to hold office from the conclusion of Meeting to the next annual general meeting, during which accounts will be laid before the Company, and to authorise the directors to fix their remuneration		
5.	To grant an unconditional mandate to the Directors to allot new ordinary shares of the Company		
6.	To extend the ordinary shares issue mandate granted to the Directors		
7.	To grant an unconditional mandate to the Directors to repurchase shares of the Company		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2010

Signature(s)<sup>(Note 5)</sup> \_\_\_\_\_

#### 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**.
- 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 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 in Jersey, Computershare Investor Services (Jersey) Limited, Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES or Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 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 INITIALLED 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



**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)

**DI FORM OF INSTRUCTION ANNUAL GENERAL MEETING**  
**to be held on 3 December 2010**  
**THIS FORM OF INSTRUCTION IS TO BE COMPLETED BY REGISTERED HOLDERS**  
**OF DEPOSITORY INTERESTS (“DIs”)**

I/We \_\_\_\_\_  
 Of \_\_\_\_\_

Holding \_\_\_\_\_  
 being a holder of depository 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 20 Moorgate, London, EC2R 6DA, United Kingdom on 3 December 2010 at 10:30 a.m. London time (6:30 p.m. Hong Kong time) and at any adjournment of the meeting.

*Please insert an X in the appropriate boxes alongside the resolutions*

	<b>Resolution</b>	<b>For</b>	<b>Against</b>
1	To receive and consider the audited financial statements and the reports of the directors of the Company (the “Directors”) and of the Auditors for year ended 30 June 2010		
2	To declare a final dividend of RMB0.10 per ordinary share and a special dividend of RMB0.02 per ordinary share for the year ended 30 June 2010		
3a	To re-elect Mr. Pang Yi as executive Director of the Company		
3b	To re-elect Mr. Yang Zhen Han as independent non-executive Director of the Company		
3c	To re-elect Mr. Ma Chiu Cheung, Andrew as independent non-executive Director of the Company		
3d	To re-elect Mr. Nicholas Smith as independent non-executive Directors of the Company;		
4	To re-appoint Baker Tilly Hong Kong Limited as auditors of the Company to hold office from the conclusion of Meeting to the next annual general meeting, during which accounts will be laid before the Company and to authorise the directors to fix their remuneration		
5	To grant an unconditional mandate to the Directors to allot new ordinary shares of the Company		
6	To extend the ordinary shares issue mandate granted to the Directors		
7	To grant an unconditional mandate to the Directors to repurchase shares of the Company		

Signature(s) \_\_\_\_\_

Date \_\_\_\_\_ 2010

**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 Depository 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 Depository Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol BS13 8AE at least 72 hours before the time for holding the Meeting.
- 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) not later than 72 hours before the time appointed for the holding of the Meeting.
- 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.**

\* For identification purpose only