



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)

PROXY FORM FOR THE SPECIAL GENERAL MEETING TO BE HELD ON 26 November 2010

No. of shares to which this proxy form relates ^(Note 1)	
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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 Special General Meeting (the "Meeting") of the Company to 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) (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 ^(Note 4)	Against ^(Note 4)
1.	To approve, confirm and ratify the conditional agreement for sale and purchase dated 11 October 2010 entered into between Sunshine Hero Limited, Excel Blaze Limited, the Company, A-One Success Limited, Billion Ally International Limited, Billion Step Investments Limited, Beauty Treasure Group Limited, LC II Pineapple limited, Greater China PE Fund L.P. (the "Bondholders") and Ms Xu Xuefeng in relation to the acquisition of the entire issued share capital of BPG Food & Beverage Holding Ltd by A-One Success Limited at a consideration of HK\$2,047,000,000.		
2.	To approve the allotment and issue of 164,153,646 consideration shares of the Company to Sunshine Hero Limited, Excel Blaze Limited and the Bondholders.		

Dated this _____ day of _____, 2010 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**.
- 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



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DI FORM OF INSTRUCTION SPECIAL GENERAL MEETING

to be held on 26 November 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 Special General Meeting (the "Meeting") of Asian Citrus Holdings Limited (the "Company") to 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) and at any adjournment of the meeting.

Please insert an X in the appropriate boxes alongside the resolutions

	Resolutions	For	Against
1.	To approve, confirm and ratify the conditional agreement for sale and purchase dated 11 October 2010 entered into between Sunshine Hero Limited, Excel Blaze Limited, the Company, A-One Success Limited, Billion Ally International Limited, Billion Step Investments Limited, Beauty Treasure Group Limited, LC II Pineapple limited, Greater China PE Fund L.P. (the "Bondholders") and Ms Xu Xuefeng in relation to the acquisition of the entire issued share capital of BPG Food & Beverage Holding Ltd by A-One Success Limited at a consideration of HK\$2,047,000,000.		
2.	To approve the allotment and issue of 164,153,646 consideration shares of the Company to Sunshine Hero Limited, Excel Blaze Limited and the Bondholders.		

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, Bridgwater 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.

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