

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



## 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)

### ANNUAL GENERAL MEETING HELD ON 6 NOVEMBER 2012 POLL RESULTS

AND

#### RETIREMENT OF AN NON-EXECUTIVE DIRECTOR

At the Annual General Meeting of Asian Citrus Holdings Limited (the “Company”) held on 6 November 2012 (the “AGM”), a poll was demanded by the Chairman of the AGM for voting on all proposed resolutions. The Company is pleased to announce the results of the poll as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
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 2012	797,161,118 (99.83%)	1,359,422 (0.17%)
2	To declare a final dividend of RMB0.13 per ordinary share for the year ended 30 June 2012	798,520,540 (100%)	0 (0%)
3a	To re-elect Mr. Cheung Wai Sun as Executive Director of the Company	783,616,540 (98.13%)	14,904,000 (1.87%)
3b	To re-elect Mr. Pang Yi as Executive Director of the Company	777,570,540 (97.38%)	20,950,000 (2.62%)
3c	To re-elect Mr. Ip Chi Ming as Non-executive Director of the Company	309,465,411 (38.75%)	489,055,129 (61.25%)
3d	To re-elect Dr. Lui Ming Wah, SBS, JP as Independent Non-executive Director of the Company	796,115,118 (99.70%)	2,405,422 (0.30%)
4	To re-appoint Baker Tilly Hong Kong Limited as auditors 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 directors to fix its remuneration	797,596,540 (99.88%)	924,000 (0.12%)

Except for resolution 3(c) above, the resolutions proposed were duly passed as ordinary resolutions as more than 50% of the votes were cast in favour of such resolutions.

As less than 50% of the votes were cast in favour of the resolution 3(c), such resolution in relation to the re-election of Mr. Ip Chi Ming as Non-executive Director of the Company did not carry.

<b>Special Resolutions</b>		<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
5	To grant an unconditional mandate to the Directors to allot new ordinary shares of the Company	726,930,212 (91.03%)	71,590,328 (8.97%)
6	To extend the ordinary shares issue mandate granted to the Directors	718,079,988 (89.93%)	80,440,552 (10.07%)
7	To grant an unconditional mandate to the Directors to repurchase shares of the Company	798,067,887 (99.94%)	452,653 (0.06%)
As more than 75% of the votes were cast in favour of each of the above resolutions, all the resolutions were duly passed as special resolutions.			

Notes:

1. The total number of shares of the Company entitling the holders to attend and vote for or against the resolutions at the AGM was 1,219,471,182 shares.
2. No shareholders of the Company were subject to any restrictions in exercising their votes on any of the proposed resolutions at the AGM.
3. Computershare Hong Kong Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, was appointed to act as the scrutineer for the vote-taking at the AGM.

#### **RETIREMENT OF AN NON-EXECUTIVE DIRECTOR**

As resolution 3(c) in connection with the re-election of Mr. Ip Chi Ming as Non-executive Director of the Company did not carry, he retired from the Non-executive Director of the Company with effect from the conclusion of the AGM.

Mr. Ip has confirmed that there is no disagreement between him and the Board and there is no matter relating to his retirement that needs to be brought to the attention of the shareholders. The Board would like to express its gratitude to Mr. Ip for his contributions over the years.

BY ORDER OF THE BOARD  
**Asian Citrus Holdings Limited**  
**Tong Wang Chow**  
*Executive Director*

Hong Kong, 6 November 2012

*As at the date of this announcement, 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; one non-executive director, namely 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.*

*\*For identification purposes only*