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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: 73)

**POLL RESULTS OF SPECIAL GENERAL MEETING
HELD ON 8 APRIL 2021**

References are made to the announcements and the circular of Asian Citrus Holdings Limited (the “**Company**”) dated 19 January 2021, 20 January 2021 and 16 March 2021 (the “**Circular**”) respectively, and the notice of special general meeting (the “**SGM**”) of the same date as set out in the Circular. The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that at the SGM held at United Conference Centre, Level 10, United Centre, 95 Queensway, Admiralty, Hong Kong on 8 April 2021 at 9:00 a.m., all votes on the proposed resolutions (the “**Proposed Resolutions**”) as set out in the notice of the SGM dated 16 March 2021 were taken by poll. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

As at the date of the SGM, there were 1,249,637,884 issued Shares entitling the holders to attend and vote on all the Proposed Resolutions at the SGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the Proposed Resolutions at the SGM as set out in Rule 13.40 of the Listing Rules and there were no Shares requiring the holders to abstain from voting on the Proposed Resolutions at the SGM under the Listing Rules.

Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer for the vote-taking at the SGM.

The poll results in respect of all the Proposed Resolutions at the SGM are set out as follows:

ORDINARY RESOLUTIONS		Number of Votes (Approximate %)	
		For	Against
1.(a)	To approve the terms and conditions of the sale and purchase agreement (the “ Sale and Purchase Agreement ”) dated 19 January 2021 entered into between Mr. Gao Xiwu and 深圳市冠佳利實業有限公司 (Shenzhen Guanjiali Industrial Limited*), a wholly owned subsidiary of the Company in the PRC, in relation to the acquisition of an industrial land and various buildings erected thereon located at the junction of Dongcun Road and Xingqiao Road, Longgang District, Shenzhen, Guangdong Province, the PRC (a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed, and/or ratified; and	342,273,690 (99.63%)	1,256,624 (0.37%)
(b)	To approve any one Director of the Company be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and to do all such acts or things as that director may in his absolute discretion deem appropriate to give effect to the Sale and Purchase Agreement and the transactions contemplated thereunder.		

ORDINARY RESOLUTIONS		Number of Votes (Approximate %)	
		For	Against
2.(a)	To approve the placing agreement (the “ Placing Agreement ”) dated 19 January 2021 entered into between the Company and Cinda International Securities Limited in relation to the placing of up to a maximum of 1,250,000,000 new shares (the “ Placing Shares ”) at the placing price of HK\$0.08 per Placing Share and the transactions thereunder be and are hereby approved, confirmed, and/or ratified;	341,199,507 (99.32%)	2,330,807 (0.68%)
(b)	To approve conditional upon the listing committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Placing Shares to be allotted and issued, the Directors be and are hereby granted a specific mandate (the “ Specific Mandate ”) to allot, issue and deal with the Placing Shares on the term and subject to the conditions of the Placing Agreement, which shall be valid until 30 June 2021 provided that such Specific Mandate being additional to and not prejudicing or revoking any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and		
(c)	To approve any one Director be and is hereby generally and unconditionally authorised to do all such acts or things and execute (including under common seal where applicable) and deliver all such documents, instruments and agreements which he considers necessary, desirable or expedient to give effect to or otherwise in connection with the Placing Agreement and the transactions contemplated thereunder, and the allotment and issue of the Placing Shares under the Specific Mandate, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the Directors, in the interests of the Company.		

ORDINARY RESOLUTIONS		Number of Votes (Approximate %)	
		For	Against
3.(a)	To approve the authorised share capital of the Company be and is hereby increased from HK\$20,000,000 divided into 2,000,000,000 shares of HK\$0.01 each (the “ Shares ”) to HK\$50,000,000 divided into 5,000,000,000 Shares by creating an additional 3,000,000,000 Shares (the “ Increase in Authorised Share Capital ”); and	342,091,690 (99.58%)	1,438,624 (0.42%)
(b)	To approve any one Director be and is hereby authorised to do all such acts and things and execute all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.		
As more than 50% of the votes were cast in favour of each of the Proposed Resolutions, all of the Proposed Resolutions set out above were duly passed as ordinary resolutions of the Company.			

Note: The number of votes and approximate percentage of voting Shares are based on the total number of the issued Shares held by the Shareholders who voted at the SGM in person or by proxy.

By Order of the Board
Asian Citrus Holdings Limited
Ng Ong Nee
Chairman

Hong Kong, 8 April 2021

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Ng Ong Nee (Chairman and Chief Executive Officer) and Mr. Ng Hoi Yue (Deputy Chief Executive Officer); a non-executive Director, namely Mr. He Xiaohong; and three independent non-executive Directors, namely Mr. Chung Koon Yan, Dr. Lui Ming Wah, SBS, JP and Mr. Yang Zhen Han.

** For identification purposes only*