



# Asian Citrus Holdings Limited

(Incorporated in Bermuda with limited liability)

## PROXY FORM FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 12 December 2008

No. of shares to which this proxy form relates <sup>(Note 1)</sup>

I/We, <sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
shareholder(s) of **Asian Citrus Holdings Limited** (the "Company") hereby appoint <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_

or failing him/her, the Chairman of the Meeting 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 EC 2R 6DA, United Kingdom on 12 December 2008 at 10:30 a.m. (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 and Auditors of the Company and its subsidiaries for the year ended 30 June 2008		
2.	To declare a final dividend of RMB0.8 per ordinary share for the year ended 30 June 2008		
3.	To re-elect Mr. Tong Wang Chow, who retires by rotation, as executive Director of the Company		
4.	To re-elect Mr. Sung Chi Keung, who retires by rotation, as executive Director of the Company		
5.	To re-elect Hon Peregrine Moncreiffe, who retires by rotation, as non-executive Director of the Company		
6.	To re-appoint Baker Tilly Hong Kong Limited and CCIF CPA Limited as joint auditors of the Company, to hold office from the conclusion of the meeting to the conclusion of the next meeting, during which accounts will be laid before the Company, and to authorise the directors to fix their remuneration		
7.	To grant an unconditional mandate to the Directors to offer scrip dividend		
8.	To grant an unconditional mandate to the Directors to allot new ordinary shares		
9.	To grant an unconditional mandate to the Directors to repurchase shares of the Company		
10.	To extend the ordinary shares issue mandate granted to the Directors		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2008 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 registrars, Computershare Investor Services (Channel Islands) Limited, PO Box 83, Ordance House, 31 Pier Road, St Helier, Jersey JE4 8PW 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.