

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the contents of this document or the action you should take, you should immediately seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.**

**If you have sold or transferred all of your Ordinary Shares in Asian Citrus Holdings Limited (“the Company”), please forward this document together with the accompanying form of election at once to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold part of your holding, please consult the stockbroker, bank or other agent through whom the sale was effected. However, such documents should not be forwarded or transmitted in or into or from any other jurisdiction including but not limited to the United States of America, Canada, Japan, Australia, South Africa or the Republic of Ireland or their respective territories or possessions.**



*Registered Office*  
Clarendon House  
2 Church Street  
Hamilton  
Bermuda HM11

## **ASIAN CITRUS HOLDINGS LIMITED**

*(Incorporated and registered in Bermuda, registered number 33747)*

15 September 2009

*To the holders of Ordinary Shares and Depositary Interests*

Dear Holder

### **Scrip Dividend Scheme for holders of Ordinary Shares and Depositary Interests**

Under the articles of association, the directors may, with the authority of the Company in general meeting, offer to holders of Ordinary Shares the opportunity to elect to receive dividends in the form of New Ordinary Shares instead of cash. Subject to the Directors obtaining such authority at the annual general meeting of the Company to be held on 11 December 2009, you are hereby offered the opportunity to elect to receive the final dividend for the year ended 30 June 2009 of RMB0.8 per share in the form of New Shares.

Your Directors believe that the offer of the Scheme is advantageous to shareholders as it enables you to increase your shareholding in the Company in a simple manner without paying dealing costs or stamp duty. However, your decision will depend on your own circumstances and paragraph 13 of the attached terms and conditions sets out some of the factors which you may wish to consider. The Scheme is also advantageous to the Company (and therefore to its shareholders in general) since cash that would otherwise be paid out in dividends is retained for investment within the business.

Shareholders who are considering making an election should bear in mind that the price of Ordinary Shares fluctuates, as is the case with all listed securities.

### **Scrip Dividend Mandate**

You may implement a Scrip Dividend Mandate to receive New Ordinary Shares instead of cash in respect of your holding of Ordinary Shares on which the Scheme is operated on-line at [www.computershare.com/Investors/UK](http://www.computershare.com/Investors/UK) or by completing the Scrip Dividend Mandate enclosed and returning it to the Registrars. Your attention is drawn to the attached terms and conditions of the Scheme.

If you hold your shares in uncertificated form in the CREST system, accordingly and are a depositary interest holder and will continue to do so at the record date for the relevant dividend, you can elect to participate in the Scheme by means of the CREST procedures to effect such an election. If you are a CREST Personal Member, or other CREST Sponsored Member, you should consult your CREST sponsor, who will be able to take the appropriate action on your behalf. For instructions on how to use the Dividend Election Input Message, please consult your CREST Manual or refer to the attached terms and conditions of the Scheme

Any Depositary Interests held in a CREST stock account for which you have implemented a Scrip Dividend Mandate, your CREST stock account will be credited with the number of New Depositary Interests which you elect to receive instead of cash.

Shareholders who hold shares in certificated form and who have implemented a Scrip Dividend Mandate will receive a share certificate in respect of any New Ordinary Shares allotted and issued under the Scheme.

### **Withdrawal**

If you wish to withdraw from the Scheme you should refer to paragraph 5 of the terms and conditions.


### **Shareholders outside the United Kingdom**

The right to participate in the Scheme is not available to any person in the United States of America or under the applicable securities laws of Australia, Canada, South Africa, Republic of Ireland or Japan. The right to participate is also not available to any person in any other jurisdiction outside the United Kingdom where such an offer requires compliance by the Company with any governmental or regulatory procedures or any similar formalities. Your attention is drawn to paragraph 7 of the attached terms and conditions.

The terms and conditions of the Scheme including an outline of the taxation consequences are set out in the Appendix to this letter which you should read carefully. A scrip dividend election form also accompanies this letter. If, after reading this letter and the Scrip Dividend Mandate, you are in any doubt about what course of action to take in relation to your shareholding you should consult an independent financial adviser.

If you have sold or transferred all or any of your shares please contact your stockbroker or agent in order that a copy of this document can be forwarded to the purchaser.

Yours faithfully

A handwritten signature in black ink, appearing to be a stylized 'R' followed by a horizontal line extending to the right.

Chairman

## **TIMETABLE**

### **Wednesday 11 November 2009**

Date on which the Ordinary Shares will be quoted ex-dividend. If you buy the Company's Ordinary Shares on or after this date you will not be entitled to the 2009 final dividend on them.

### **Wednesday 11 November to Tuesday 17 November 2009**

Dealing days for calculating the sterling price of the New Ordinary Shares to be offered to you under the share dividend offer (the 'share dividend price').

### **Friday 13 November 2009**

Record date for the final dividend. You will receive the 2009 final dividend on the number of Ordinary Shares registered in your name.

### **Friday 13 November 2009**

The exchange rate to be quoted by Asian Citrus Holdings Limited on this date will be used to convert the Chinese Yuan Renminbi share dividend price into sterling.

### **Friday 27 November 2009**

The final date for receipt of election instructions.

### **Wednesday 30 December 2009**

Dividend cheques / share certificates to be posted

### **Thursday 31 December 2009**

Dividend payment date—all holders accounts will be credited.

## Appendix

### Terms and Conditions of the Scrip Dividend Scheme

#### 1. Definitions of Terms used

“the Company”	Asian Citrus Holdings Limited;
“Directors”	The board of directors of the Company;
“Dividend”	a dividend declared in respect of Ordinary Shares in the Company;
“Ex-Dividend Date”	the date on which the Ordinary Shares are first quoted ex the relevant Dividend;
“London Stock Exchange”	London Stock Exchange PLC;
“New Share Price”	The price for each New Share, calculated in accordance with paragraph 6;
“Ordinary Shares”	Ordinary Shares of HK\$0.10 each in the capital of the Company;
“Depositary Interests”	depositary interests means the Asian Citrus Holdings Limited depositary interests issued by the depositary, Computershare Investor Services PLC, in the ratio of one for one in respect of each deposited share in accordance with the terms of the deed poll executed by the depositary;
“New Ordinary Shares”	Ordinary Shares, credited as fully paid and allotted subject to these terms and conditions
“Participant”	a shareholder who validly elects or has elected to receive New Ordinary Shares by completing and returning a Scrip Dividend Mandate in the prescribed manner;
“Record Date”	the record date for entitlement to participation in a Dividend, as notified to shareholders from time to time;
“Registrars”	The Company’s Registrars, Computershare Investor Services (Jersey) Limited, PO Box 83, Ordnance House, 31 Pier Road, St Helier, Jersey JE4 8PW
“Return Date”	the date by which (i) a completed Scrip Dividend Mandate must be returned to the Registrars in order to participate in the Scheme; or (i) a written notice of withdrawal must be returned to the Registrars in order to withdraw from the Scheme, in either case in respect of the Dividend next following;
“Scheme”	the Asian Citrus Holdings Limited Scrip Dividend Scheme comprising these terms and conditions (as amended or modified from time to time);
“Scrip Dividend Mandate”	a mandate in the form provided by the Company or the Registrars, validly completed by a shareholder, comprising an application to participate in the Scheme as operated by the Company from time to time until varied or revoked;
“terms and conditions”	the terms and conditions of the Scrip Dividend Scheme set out in this Appendix as amended or modified from time to time.

If you have any questions about the scheme, you can write to:

Certificated Holders:  
Computershare Investor Services (Jersey) Limited  
PO Box 83  
Ordnance House  
31 Pier Road  
St Helier  
Jersey JE4 8PW

Depository Interest Holders:  
Computershare Investor Services PLC  
The Pavilions  
Bridgwater Road  
Bristol  
BS13 8AE

## **2. The Scheme**

For Dividends in respect of which the Scheme operates, each shareholder who has completed and not revoked a Scrip Dividend Mandate will receive New Ordinary Shares in lieu of a cash dividend in respect of his or her holding of Ordinary Shares recorded in the register of members of the Company on the relevant Record Date.

As a depository interest holder, for the purpose of determining your entitlement to shares under the Scheme, you will be treated as if you were the registered holder of the Shares which are beneficially owned by you.

The operation of the Scheme is subject to the approval of the Directors and of the shareholders. If the Scheme is to be operated, shareholders will be notified by means of a statement in the Company's annual report and accounts, or in the Company's statement of interim results, or by means of a separate letter to shareholders which will include details of the basis of entitlement to New Shares.

The operation of the Scheme is conditional on the middle market quotation for an Ordinary Share (as derived from the Daily Official List of the London Stock Exchange) on the Return Date exceeding a price which is 15 per cent below the price calculated for a New Share as set out in paragraph 6. The operation of the Scheme in relation to any Dividend is also conditional on the New Ordinary Shares to be issued under the Scheme in relation to that Dividend being admitted to AIM of the London Stock Exchange and admitted to trading on or before the date (as notified by the Company) on which dealings in those New Ordinary Shares are expected to commence.

If the operation of the Scheme is not approved as required, or if the conditions are not satisfied, the relevant Dividend will be paid in cash.

## **3. Extent of the operation of the Scheme**

Each shareholder may elect to receive New Ordinary Shares under the Scheme in respect of the whole of his or her shareholding.

If a shareholder wishes to receive a Dividend in the form of New Ordinary Shares in respect of part of their shareholding, and to receive cash in respect of the remaining part of their shareholding, he or she should give notice in writing to the Registrars. Such notice must be received prior to the relevant Return Date, specifying the number of shares held by him or her in respect of which he or she wishes to receive New Shares. Any residual entitlement in relation to any New Ordinary Shares issued will be paid out together with the cash dividend in respect of the shares for which no election has been made.

Any such partial election shall have effect only in respect of the Dividend to which it relates. Subsequent dividends will be paid in accordance with the terms and conditions of the Scheme, unless notice of withdrawal is given in accordance with paragraph 5.

#### **4. Accumulation of residual entitlements**

No participant can receive a fraction of a New Share. Where a Participant has made an election to participate in the Scheme, which would otherwise give rise to an entitlement to a fraction of a New Share, any residual entitlement which is less than the price of one New Share (as calculated in accordance with paragraph 6) will not be paid. Instead, that sum will be credited to the account of the Participant, carried forward (without interest) and added to the next Dividend payable to that Participant in the form of New Ordinary Shares under the Scheme.

The Company will pay cash to a shareholder (without interest) in respect of any fractional entitlement carried forward:

- On the disposal of the shareholder's entire shareholding; or
- On the death of a sole shareholder; or
- Upon written request of the shareholder.

If a notice of withdrawal in writing is lodged by the Return Date specified in the relevant interim or final report or letter to shareholders then the residual amount being carried forward will be paid (without interest) together with the relevant Dividend payment. However, for any notice of withdrawal received after the Return Date, the residual amount will be carried forward and, providing a new Scrip Dividend Mandate is not submitted at that time, will be included with the following Dividend payment.

Additional copies of these terms and conditions and the Mandate will be available from the Company's Registrars.

#### **5. Withdrawal**

A participant may withdraw from the Scheme at anytime by giving notice of withdrawal to the Registrars in writing. For a withdrawal to be effective in respect of the next following Dividend, a notice to that effect must be received by the Registrars on or before 5.00 pm 27 November 2009. Receipt by the Company of notice of the death of a sole shareholder will cancel participation in the Scheme. If the deceased was a joint shareholder, the participation of the survivor within the Scheme will continue. Receipt by the Company of notice that a shareholder which is a corporation has been placed in liquidation will also cancel participation in the Scheme.

Completion of a Scrip Dividend Mandate will not revoke any existing order under which cash Dividends are paid directly to a bank. However, whilst a shareholder participates in the Scheme, any such order will be deemed to have been suspended. Following withdrawal from the Scheme, such an order will ordinarily take effect again automatically.

#### **6. Basis of entitlement to New Shares**

The entitlement of a Participant to New Ordinary Shares will be calculated on the number of Shares held by that Participant on the Record Date. This number is multiplied by the amount of the Dividend declared, and then divided by the New Share Price.

The New Share Price for this purpose will be the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List of the London Stock Exchange during the period of five dealing days commencing on the Ex-Dividend Date.

Example: The Exchange rate from Chinese Yuan Renminbi/Sterling will be calculated, on the assumption of a 2.44p dividend, a holding of 1,000 shares and an average middle market price of 180p:-

• Full Cash Dividend on 1,000 shares at 2.44p	£24.40
• £24.40/180p = 13.6 shares rounded down = 13 New Ordinary Shares received (at 180p)	<u>£23.40</u>
• Cash carried forward	<u>£1.00</u>

*N.B. The figures in this example are purely hypothetical and are for explanatory purposes only.*

Where the operation of the Scheme would result in a Participant being entitled to less than one New Share (for example where that Participant held a small number of shares) no fraction of a New Share will be issued, and the relevant amount of Dividend will be carried forward as if it were a residual entitlement and dealt within the manner provided at paragraph 4.

## **7. Eligibility**

The Scheme is not available to any person who is, or whom the Company believes is, resident in the United States of America, Canada, Japan, Australia, South Africa or the Republic of Ireland or their respective territories or possessions (subject to applicable exemptions) or in any jurisdiction outside the United Kingdom where the offer requires compliance by the Company with any governmental or regulatory procedures or any similar formalities. No person receiving a copy of these documents in any such country or jurisdiction may treat them as offering a right to elect unless such an offer could lawfully be made without any such compliance. Any shareholder resident outside the United Kingdom wishing to receive New Ordinary Shares instead of a cash dividend is responsible for ensuring that such an election can be validly and lawfully made and for observing all governmental or regulatory procedures or any similar formalities and paying any issue, transfer or other taxes in the applicable jurisdiction.

The New Ordinary Shares have not been, have not and will not be registered under the US Securities Act 1933, as amended, or under the applicable state securities laws of any state of the US, or under the applicable securities laws of Australia, Canada, South Africa, Republic of Ireland or Japan. Subject to certain exceptions, the Ordinary Shares may not be offered or sold within the US, Australia, Canada, South Africa, Republic of Ireland or Japan or to or for the account of or benefit of any national, resident or citizen of the US, or any person resident in Australia, Canada, South Africa, Republic of Ireland or Japan.

**US shareholders are advised to take appropriate professional advice if they are in any doubt as to whether they may elect to take part in the Scheme or whether they may make sales of Ordinary Shares.**

For the purposes of this document, a “person” outside the United Kingdom shall include any person so resident, any corporation, partnership or other entity created, organised or incorporated outside the United Kingdom and any estate of which any executor or administrator or any trust of which any beneficiary or trustee is a person outside the United Kingdom. “United States” shall mean the United States of America, its territories and possessions, any state of the United States, and the District of Columbia. “US person” includes any natural person resident in the United States, any partnership or corporation organised or incorporated under the laws of the United States, any estate of which any executor or administrator is a US person and any trust of which any trustee is a US person. References to Canada include its territories, possessions and all areas subject to its jurisdiction and any political subdivision thereof.

## **8. Election to participate in the Scheme**

Shareholders who are eligible and have not previously elected to do so may participate in the Scheme by completing, signing and dating the attached Scrip Dividend Mandate in accordance with the instructions set out on that form. **Shareholders should ensure that the Scrip Dividend Mandate is received by the Registrars not later than 5.00 pm on 27 November 2009.** If the Scrip Dividend Mandate is not received by such time, the election will be effective in respect of future Dividends in respect of which the Scheme is operated. No acknowledgement of receipt of a Scrip Dividend Mandate will be given.

If you hold your shares in uncertificated form in the CREST system and accordingly are a depositary interest holder the mandate form must be completed by the subscriber and returned to Computershare Company Nominees Limited (the “Custodian”) in whose name the shares are registered, for onward submission to us. Alternatively you may elect to participate in the Plan by means of the CREST procedures that require the use of the Dividend Election Input Message in accordance with the CREST Manual. Further details of these procedures are contained in paragraph 12 of this document under the heading “CREST Procedures”.

## **9. Issue and admission to trading of New Shares**

Application will be made to the London Stock Exchange for admission to AIM and admission to trading of all New Shares. Subject to such admission, share certificates for New Ordinary Shares will be issued and posted to Participants eligible thereto, at their risk at or about the same time as the dividend cheques in respect of cash Dividends are sent to eligible shareholders.

Where the New Ordinary Shares are issued as Depositary Interests, the Company will instruct CRESTCo Limited to credit the shareholder’s stock account in CREST (being the account under the same participation ID and member account ID as the Ordinary Shares from which the New Ordinary Shares are derived) with the appropriate entitlement of New Shares.

The New Ordinary Shares will, on issue, rank equally in all respects with existing issued Ordinary Shares and will carry the right to all Dividends subsequently declared. Where a Scrip Dividend Mandate is completed for future dividends, the New Ordinary Shares issued will be treated in the same way as other holdings of Ordinary Shares by shareholders.

## **10. Accounting statements**

To assist Participants with their tax returns, a statement will be sent for New Shares, setting out the following information:

- the total number of Ordinary Shares held by the Participant on the relevant Record Date;
- Dividend entitlement;
- cash balance brought forward from the last Dividend (if any);
- total funds available to purchase New Shares;
- the number of New Ordinary Shares allotted to the Participant;
- cash equivalent of New Ordinary Shares allotted;



- the residual entitlement (if any) of the Participant (as described in paragraph 4) to be carried forward and added to the next applicable Dividend;
- the notional tax, at the basic rate, treated as paid on the New Shares;
- the cash equivalent for tax purposes of the New Ordinary Shares allotted to the Participant.

A Participant who has elected to participate in the Scheme, but whose entitlement is not sufficient for him or her to qualify for any New Shares, will receive a notification at or about the same time as those Participants who receive statements with their share certificates.

## **11. Modification and termination**

The Scheme can be modified, suspended or terminated by the Directors at any time without notice to Participants individually. In the case of a modification, Participants will be deemed to have elected to continue under the modified Scheme unless the Company's Registrars are notified to the contrary in writing. The Directors also have the power, after an offer of New Ordinary Shares under the Scheme is made, to revoke the offer generally at any time prior to the allotment of the New Shares.

The Company will use its reasonable endeavours to circulate updated versions of this booklet if significant alterations are required or made pursuant to changes in tax or other legislation or regulation. However, it is the responsibility of each Participant to assess, with his or her appropriate professional adviser, the effect of any such change to his or her individual circumstance.

## **12. CREST Procedures for depositary interest holders**

(a) If you hold your shares represented as depositary interests in uncertificated form in CREST and will continue to do so at the record date for the relevant dividend, you must elect to participate in the Plan by means of the CREST procedures to effect such an election. If you are a CREST Personal Member, or other CREST Sponsored Member, you should consult your CREST sponsor, who will be able to take the appropriate action on your behalf.

(b) The CREST procedures require you to use the Dividend Election Input Message in accordance with the CREST Manual. The message should be correctly completed in order for a valid election to be made. The Company and/or the administrator reserve the right in our discretion to treat as valid any election which is not complete in all respects. A valid election made by means of Dividend Election Input Message will, to the extent it relates to shares held in uncertificated form at the record date for the relevant dividend, supersede all previous written elections made in respect of holdings in the same member account. By inputting a Dividend Election Input Message as described above, you confirm your election to participate in the Scheme in accordance with the details input and with these terms and conditions of the Scheme as amended from time to time, and you appoint the administrator or any successor administrator of the Scheme as may be appointed from time to time as your agent to arrange the purchase of shares in accordance with such terms and conditions.

(c) The shares purchased on your behalf pursuant to the Scheme will be transferred to the Custodian and a corresponding number of depositary interests will be credited to your relevant CREST member account unless the Company or the administrator from time to time determines that such shares shall be issued to you in certificated form.

(d) You may only revoke an election which has been made by Dividend Election Input Message by utilising the CREST procedure for deletions described in the CREST Manual, unless the Company and/or the administrator consents to a revocation in another form.

(e) The deletion will be valid in relation to the then current dividend only if the deletion is accepted, in accordance with the CREST procedures, by or on behalf of the Company prior to the deadline for receipt of withdrawals set out in these terms and conditions. It is recommended that you input any deletion message 24 hours in advance of this deadline to give the Company and the administrator sufficient time to accept the deletion. There is no facility to amend an election which has been made by Dividend Election Input Message; if you wish to change your election details you must first delete the existing election as described above and then input Dividend Election Input Message with the required new details.

(f) It is possible to revoke previous written elections made in respect of your uncertified holding to participate in the Scheme (without having to make a new election) by means of the “Non-CREST Election” and “Deletion Request Status” fields in the Dividend Election Input Message in accordance with the procedures described in the CREST Manual. The deletion will be valid in relation to the then current dividend only if the deletion is accepted, in accordance with the CREST procedures, by the administrator on behalf of the Company prior to the deadline for receipt of withdrawals set out in these terms and conditions. It is recommended that you input any deletion message 24 hours in advance of this deadline to give the Company and the administrator sufficient time to accept the deletion.

### **13. Taxation**

Under present Bermuda law, tax will not be withheld from dividends paid by the Company. Individual holders of Ordinary Shares who are resident or ordinarily resident in the UK (for UK tax purposes) and who receive a dividend from the Company will be liable to UK income tax. This will be regarded as the top slice of the holder’s income and will be taxed at the applicable rate depending upon the individual’s circumstances.

A corporate holder of Ordinary Shares resident in the UK (for UK tax purposes) will generally be liable to UK corporation tax on the dividend income received from the Company.

Shareholders who are in any doubt about their tax position, or who are resident or otherwise subject to taxation in a jurisdiction outside the United Kingdom, should consult their own professional advisers immediately.