

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

If you have sold or transferred all of your shares in the capital of Asian Citrus Holdings Limited (Company), please send this document, together with the accompanying form of proxy and form of instruction, as soon as possible to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

Asian Citrus Holdings Limited

*(an exempted company incorporated under the laws of Bermuda
with limited liability on 4 June 2003)*

AMENDMENT TO AGM NOTICE REPLACEMENT PROXY FORM AND FORM OF INSTRUCTION

The annual general meeting of Asian Citrus Holdings Limited is to be held at 20 Moorgate, London, EC2R 6DA, United Kingdom on 11 December 2009 at 10.30 a.m. (London time) (**AGM**). Notice of the AGM was contained in the Company's annual report along with a proxy form and form of instruction. This document contains a replacement proxy form and form of instruction for the AGM. To be valid, the accompanying form of proxy or form of instruction, as applicable, for use in connection with the AGM (and not the proxy forms or forms of instruction previously distributed) must be completed, signed and returned as soon as possible and, in the case of a form of proxy, so as to reach the Company's Registrar, Computershare Investor Services (Jersey) Limited (**Computershare**) at PO Box 83, Ordnance House, 31 Pier Road, St Helier, Jersey, JE4 8PW by not later than 10.30 a.m. (London time) on 9 December 2009. In the case of a form of instruction, this must be completed, signed and returned by not later than 10.30 a.m. (London time) on 8 December 2009 to the Depository, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE.

The proxy forms and forms of instruction distributed with the Company's annual report are no longer of any effect and should not be used for the AGM.

Completion and return of a form of proxy or form of instruction will not preclude shareholders of the Company or a depository interest holder, as appropriate, from attending and voting at the AGM should they so wish. If a depository interest holder wishes to attend the AGM they should notify Computershare accordingly who will issue a letter to the depository interest holder giving them authorisation to attend the AGM (**Letter of Representation**). If any depository interest holder attends the AGM without a Letter of Representation they will only be allowed to enter the AGM as a guest.

Asian Citrus Holdings Limited

Directors:

Mr Tong Wang Chow
Mr Tong Hung Wai, Tommy
Mr Cheung Wai Sun
Mr Pang Yi
Mr Sung Chi Keung
Mr Ip Chi Ming
Mr Hon Peregrine Moncreiffe
Mr Ma Chiu Cheung, Andrew
Mr Nicholas Smith
Mr Yang Zhen Han
Dr Lui Ming Wah, SBS JP

Registered in Bermuda
Number 38747

Registered office
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

3 November 2009

To the holders of shares and, for information only, to the holders of options over shares

Dear Sir or Madam

AMENDMENT TO AGM NOTICE REPLACEMENT PROXY FORM AND FORM OF INSTRUCTION

I am writing to you with further details of our annual general meeting (**AGM**) which we are to hold at 20 Moorgate, London, EC2R 6DA, United Kingdom on 11 December 2009 at 10.30 a.m. (London time) (**AGM**). Notice of the AGM was contained in the Company's annual report and accounts 2009 (**AGM Notice**).

I am pleased to report that on 2 November 2009 the Company held a special general meeting at which the shareholders of the Company agreed to:

1. subdivide the shares of the Company with a nominal value of HK\$0.10 per share into ten shares of HK\$0.01 (one cent) each (**Subdivision**);
2. subject to the commencement of the dealings of the shares of the Company on the main board of The Stock Exchange of Hong Kong Limited, adopt a new share option scheme; and
3. adopt new bye-laws (**New Bye-Laws**).

As a result of the passing of the resolutions relating to the Subdivision and the adoption of the New Bye-Laws, changes are required to be made to the agenda items proposed in the AGM Notice and to the proxy forms and forms of instruction for the AGM. The purpose of this document is to notify you of the changes to the agenda items proposed at the AGM. Except as indicated by this document, the AGM Notice will remain unchanged.

Explanatory notes to the variations to the AGM Notice

The notes below give an explanation of the variations to the agenda items contained in the AGM Notice that will be proposed at the AGM.

Declaration of dividend

Agenda item 2 in the AGM Notice proposed that the Company declare a final dividend of RMB0.8 per share for the year ended 30 June 2009. As a result of the Subdivision, each share of the Company has now been subdivided into ten shares. To ensure that the amount to be distributed by dividend remains unchanged following the Subdivision, agenda item 2 must be changed. For this reason, the directors will propose the following at the AGM, in place of agenda item 2 in the AGM Notice:

- “2. To declare a final dividend of RMB0.08 per share of HK\$0.01 each for the year ended 30 June 2009.”

Re-election of Dr. Lui Ming Wah, SBS JP as non-executive director of the Company

The adoption of the New Bye-Laws has the effect of increasing the number of current directors who are required to seek re-election at the AGM. This amendment was to ensure compliance with the listing rules of The Stock Exchange of Hong Kong Limited (**HKEx**) in anticipation of the Company's shares being listed on HKEx.

Specifically, the old bye-law 93 provided that: “at each AGM, one third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not greater than one third) shall retire from office by rotation.” New Bye-Law 88(1), however, provides that “at each AGM, one third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one third) shall retire from office by rotation.” As the Company has 11 directors, this change means that four directors (and not three directors) must now retire by rotation. For this reason, the directors will propose the following as a new agenda item 10 at the AGM for the shareholders to consider, and if thought fit, to pass as an ordinary resolution:

- “10. To re-elect Dr. Lui Ming Wah, SBS JP, who retires by rotation, as non-executive director of the Company.”

Action to be taken

A replacement form of proxy and a form of instruction are enclosed for use, as applicable, in connection with the AGM. Whether or not you intend to be present at the meeting, you are requested to complete, sign and return the form of proxy to the Company's Registrar, Computershare Investor Services Jersey Limited at PO Box 83, Ordnance House, 31 Pier Road, St Helier, Jersey, JE4 8PW as soon as possible and in any event so as to arrive by not later than 10.30 a.m. (London time) on 9 December 2009. In the case of a form of instruction, this should be completed, signed and returned by not later than 10.30 a.m. (London time) on 8 December 2009 to the Depositary, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE. The completion and return of a form of proxy or form of instruction will not preclude you from attending the meeting and voting in person should you subsequently wish to do so.

If a depositary interest holder wishes to attend the AGM they should notify Computershare accordingly who will issue a Letter of Representation to the depositary interest holder giving them authorisation to attend the AGM. If any depositary interest holder attends the AGM without a Letter of Representation they will only be allowed to enter the AGM as a guest.

Only the enclosed replacement proxy forms or forms of instruction enclosed with this document can be used in connection with the AGM.

The proxy forms and forms of instruction distributed with the Company's annual report are of no effect and should not be used for the AGM. If you submit (or have previously submitted) an old proxy form or form of instruction, such indication or instruction (as the case may be) will be disregarded by the board at the AGM and you will need to re-submit a replacement proxy form or replacement form of instruction.

Recommendation

Your directors consider that the agenda items and resolutions to be put to the AGM (including the amended agenda item 2 and new agenda item 10 described in this document) are in the best interests of the Company and its shareholders as a whole. Accordingly, the board of the Company unanimously recommend that all shareholders vote in favour of the agenda items and resolutions to be proposed at the AGM.

Yours sincerely
Tony Tong
Chairman