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*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.*

*Unless otherwise defined herein, capitalised terms used in this announcement shall have the same respective meanings as defined in the prospectus dated 30 June 2008 (the “Prospectus”) issued by Tianyi Fruit Holdings Limited (the “Company”).*

*Prospective investors of the Offer Shares should note that the Hong Kong Underwriters are entitled to terminate their obligations under the Hong Kong Underwriting Agreement by notice in writing to the Company given by the International Coordinator (for itself and on behalf of the other Underwriters), upon the occurrence of any of the events set forth under the paragraph headed “Grounds for termination” in the section headed “Underwriting” of the Prospectus, at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date.*

*Following any over-allotment of Shares under the International Placing, the International Co-ordinator or any person acting for it may cover over-allocation in the International Placing by (among other methods) making purchases in the secondary market or exercising the Over-allotment Option in full or in part, or by any combination of purchases and exercise of the Over-allotment Option. Any such transactions, if commenced, may be discontinued at any time. The International Co-ordinator has been or will be appointed as stabilising manager for purposes of the International Offering in accordance with the Securities and Futures (Price Stabilising) Rules (Chapter 571W of the Laws of Hong Kong) made under the SFO and, should stabilising transactions be effected, these will be at the absolute discretion of International Co-ordinator and will be effected in accordance with the laws, rules and regulations in place in Hong Kong on stabilisation. An announcement will be made to the public within seven days after the end of the stabilisation period as required under the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong) made under the SFO. The number of Shares which can be over-allocated will not exceed the number of Shares which may be issued upon exercise of the Over-allotment Option, being 37,500,000 Shares representing 15% of the Shares initially available under the International Offering. In the event that the Over-allotment Option is exercised, a press announcement will be made.*

*The possible stabilising action which may be taken by the International Co-ordinator in connection with the International Offering may involve (among other things) (i) over-allotment of Shares, (ii) purchases of Shares, (iii) establishing, hedging and liquidating positions in Shares, (iv) exercising the Over-allotment Option in whole or in part and/or (v) the International Co-ordinator attempting to do any of the foregoing. No stabilising action can be taken to support the price of the Shares for longer than the stabilising period which will begin on the Listing Date following announcement of the Offer Price and is expected to expire on 2 August 2008, being the 30th day after the date expected to be the last date for lodging applications under the Hong Kong Public Offering. After this date, when no further action may be taken to support the price of the Shares, demand for the Shares, and therefore the price of the Shares, could fall. The details of such stabilisation and how it will be regulated under the SFO are contained in the Prospectus.*



**天溢果業控股有限公司**  
**Tianyi Fruit Holdings Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**INTERNATIONAL OFFERING**

**Number of the Offer Shares : 250,000,000 Shares (subject to the Over-allotment Option)**

**Number of the Hong Kong Offer Shares : 25,000,000 Shares (subject to reallocation)**

**Number of International Placing Shares : 225,000,000 Shares (subject to the Over-allotment Option and reallocation)**

**Maximum Offer Price : HK\$0.73 per Offer Share (payable in full upon application in Hong Kong dollars and subject to refund on final pricing), plus brokerage of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%**

**Par Value : HK\$0.01 per Offer Share**

**Stock Code : 00756**

*International Coordinator, Bookrunner, Sponsor and Lead Manager*



**Evolution Watterson Securities Limited**

- Application has been made to the Listing Committee of the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued, as described in the Prospectus and the Application Forms, pursuant to the International Offering and any Shares which may fall to be issued upon the exercise of any of the Over-allotment Options.
- The International Offering comprises 225,000,000 Shares being offered under the International Placing and 25,000,000 Shares being offered under the Hong Kong Public Offering.
- Use a **WHITE** Application Form or submit application online through the designated website of the eIPO Service Provider at [www.eipo.com.hk](http://www.eipo.com.hk) under the **White Form eIPO** service if you want the Hong Kong Offer Shares to be issued in your own name.
- Use a **YELLOW** Application Form if you want the Hong Kong Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to your CCASS investor participant stock account or your designated CCASS participant's stock account.
- Dealings in the Shares on the Stock Exchange are expected to commence at 9:30 a.m. on 10 July 2008.

Application has been made to the Listing Committee of the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued, as described in the Prospectus and the Application Forms, pursuant to the International Offering and any Shares which may fall to be issued upon the exercise of any of the Over-allotment Options. Dealings in the Shares on the Stock Exchange are expected to commence at 9:30 a.m. on Thursday, 10 July 2008. Subject to the granting by the Listing Committee of the Stock Exchange of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in the Prospectus on the Stock Exchange as well as the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or any other date as determined by HKSCC. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The International Offering consists of the International Placing and the Hong Kong Public Offering. The 250,000,000 Shares initially offered will comprise 225,000,000 Shares being offered under the International Placing (subject to reallocation) and 25,000,000 Shares being offered under the Hong Kong Public Offering (subject to Over-allotment Option and reallocation). The 250,000,000 Shares being offered under the International Offering will represent 25% of the Company's enlarged share capital immediately after completion of the International Offering (without taking into account the exercise of the Over-allotment Option). The International Offering is subject to the conditions set out in the section headed "Structure of the International Offering" of the Prospectus. If the International Offering does not become unconditional, all application monies received from applicants under the Hong Kong Public Offering will be refunded without interest and on the terms set out in the section headed "Refund of your application money" on the Application Forms and the paragraph headed "Refund of your money — additional information" in the section headed "Terms and conditions of the Hong Kong Public Offering" of the Prospectus. Refund of application monies will also be made, in accordance with such terms and conditions, in respect of wholly or partially unsuccessful applications.

The Offer Price is expected to be determined by the agreement between the Company and the International Coordinator (acting for itself and on behalf of the Underwriters) on 5.00 p.m. on the Price Determination Date, which is currently scheduled on Monday, 7 July 2008 or such later date as may be agreed by the Company and the International Co-ordinator but in any event no later than Tuesday, 8 July 2008. The Offer Price will not be more than HK\$0.73 and is expected to be not less than HK\$0.63 per Offer Share. Based on the maximum Offer Price of HK\$0.73 per Offer Share, plus 1% brokerage fee, 0.004% SFC transaction levy and 0.005% Stock Exchange trading fee, one board lot of 4,000 Shares will amount to a total of HK\$2,949.47.

If, based on the level of interest expressed by prospective professional and institutional investors during the book-building process, the International Co-ordinator (on behalf of the Underwriters, and with the consent of the Company) thinks it appropriate (for instance, if the level of interest is below the indicative Offer Price range), the indicative Offer Price range may be reduced below that stated in the Prospectus at any time prior to the morning of the last day for lodging applications. In such case, the Company will, as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the last day for lodging applications under the International Offering cause there to be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) notice of the reduction of the indicative Offer Price range. Such notice will also include any

financial information which may change as a result of any such reduction. If applications for Hong Kong Offer Shares have been submitted prior to the day which is the last day for lodging applications under the Hong Kong Public Offering, then even if the Offer Price is so reduced, such applications cannot be subsequently withdrawn. Applicants for Hong Kong Offer Shares are required to pay, upon application, the maximum Offer Price of HK\$0.73 per Offer Share, plus 1% brokerage fee, 0.004% SFC transaction levy (per side) and a 0.005% Stock Exchange trading fee (per side), subject to refund if the Offer Price is finally determined to be lower than HK\$0.73 per Offer Share. If, for any reason, the Offer Price is not agreed between the Company and the International Coordinator (for itself and on behalf of the other Underwriters) on or before Tuesday, 8 July 2008, the International Offering will not proceed and will lapse.

In connection with the International Offering, the Company intends to grant to the International Co-ordinator on behalf of the International Underwriters the Over-allotment Option, which will be exercisable by the International Co-ordinator within 30 days from the last day for the lodging of applications under Hong Kong Public Offering. Pursuant to the Over-allotment Option, the Company may be required to issue up to an aggregate of 37,500,000 additional Shares (representing 15% of the number of Shares initially being offered under the International Offering) to cover over-allocations in the International Placing, if any. In the event that the Over-allotment Option is exercised, an announcement will be made.

In connection with the International Offering, the International Co-ordinator, on behalf of the International Underwriters, or any person acting for it, may over-allocate or effect transactions with a view of supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the issue date. Such transactions, if commenced, may be discontinued at any time. The International Co-ordinator has been or will be appointed as stabilisation manager for the purpose of the International Offering in accordance with the Securities and Futures (Price Stabilising) Rules made under the SFO and, should stabilising transactions be effected in connection with the International Offering, this will be at the absolute discretion of the International Co-ordinator. The details of the intended stabilisation and how it will be regulated under the Securities and Futures (Price Stabilising) Rules of the SFO is contained in the section headed “Structure of the International Offering — Over-allotment and Stabilisation” of the Prospectus.

For allocation purposes, the total number of Shares available for subscription under the Hong Kong Public Offering (after taking into account of any reallocation) is to be divided equally into two pools: pool A and pool B. The Hong Kong Offer Shares in pool A will initially consist of 12,500,000 Shares and will be allocated on an equitable basis to successful applicants who have validly applied for Hong Kong Offer Shares with an aggregate subscription price of HK\$5,000,000 (excluding the brokerage fee, the SFC transaction levy, and the Stock Exchange trading fee payable) or less. The Hong Kong Offer Shares in pool B will initially consist of 12,500,000 Shares and will be allocated on an equitable basis to successful applicants who have validly applied for Shares with an aggregate subscription price of more than HK\$5,000,000 (excluding the brokerage fee, the SFC transaction levy, and the Stock Exchange trading fee payable) and up to the value of pool B.

Applicants should be aware that applications in pool A and applications in pool B may receive different allocation ratios. If Hong Kong Offer Shares in one (but not both) of the pools are undersubscribed, the surplus Hong Kong Offer Shares will be transferred to the other pool to satisfy demand in the pool and be allocated accordingly.

Applicants can only receive an allocation of Hong Kong Offer Shares from either pool A or pool B but not from both pools.

If the Hong Kong Public Offering is not fully subscribed, the International Coordinator, in its discretion, may reallocate all or any unsubscribed Shares originally included in the Hong Kong Public Offering to the International Placing.

Where there is over-subscription, allocation of Hong Kong Offer Shares to investors under the Hong Kong Public Offering, both in relation to pool A and pool B, will be based solely on the level of valid applications received under the Hong Kong Public Offering. The basis of allocation may vary, depending on the number of Hong Kong Offer Shares validly applied for by applicants, although this could, where appropriate, consist of balloting. Balloting would mean that some applicants may receive a higher allocation than others who have applied for the same number of Hong Kong Offer Shares and those applicants who are not successful in the ballot may not receive any Hong Kong Offer Shares.

Applications for the Hong Kong Offer Shares should only be made and will only be considered for acceptance on the terms and conditions set out in the Prospectus if made on a **WHITE** or **YELLOW** Application Form or through the designated **White Form eIPO** Service Provider through **White Form eIPO** service ([www.eipo.com.hk](http://www.eipo.com.hk)). It should be noted that multiple or suspected multiple applications or application for more than half of the Shares initially available to the Hong Kong Public Offering, being 12,500,000 Shares will be rejected. Only one application on a **WHITE** or **YELLOW** Application Form or through the designated **White Form eIPO** Service Provider through **White Form eIPO** service ([www.eipo.com.hk](http://www.eipo.com.hk)) can be made for the benefit of any person. Applicants are required to undertake and confirm that they or the person(s) for whose benefit the application is being made have not applied for, indicated an interest in or taken up and will not apply for, indicate an interest in or take up any International Placing Shares under the International Placing.

Applicants who apply for 1,000,000 Hong Kong Offer Shares or more on a **WHITE** or **YELLOW** Application Form or through the designated **White Form eIPO** Service Provider through **White Form eIPO** service ([www.eipo.com.hk](http://www.eipo.com.hk)) and have indicated their intention on their Application Forms to collect their refund cheque(s) (where applicable) and/or Share certificate(s) (for applicants using **WHITE** Application Forms or applying through the designated **White Form eIPO** Service Provider through **White Form eIPO** service ([www.eipo.com.hk](http://www.eipo.com.hk))) you may collect these in person from Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong from 9:00 a.m. to 1:00 p.m. on Wednesday, 9 July 2008 or any other date as notified by the Company in the newspapers as the date of collection/dispatch of the same. Uncollected refund cheque(s) and Share certificate(s) will be despatched shortly after the time specified for the collection on the date of despatch by ordinary post to the addresses as specified in their Application Forms at their own risk.

For applicants who apply for Hong Kong Offer Shares using a **YELLOW** Application Form and whose applications are wholly or partially successful, the Share certificates will be issued in the name of HKSCC Nominees and deposited into CCASS for credit to their CCASS investor participant stock account or the stock account of any designated CCASS participant as instructed by them in their Application Forms at the close of business on Wednesday, 9 July 2008, or under certain contingent situations, on any other date as shall be determined by HKSCC or HKSCC Nominees. Applicants who are applying through a designated CCASS participant (other than a CCASS investor participant), for Hong Kong Offer Shares credited to the stock account of your designated CCASS participant (other than CCASS investor

participant), you can check the number of Hong Kong Offer Shares allotted to them with that CCASS participant. Applicants who are applying as a CCASS investor participant should check the announcement to be published by the Company on Wednesday, 9 July 2008 and report any discrepancies to HKSCC before 5:00 p.m. on Wednesday, 9 July 2008 or such other date as shall be determined by HKSCC or HKSCC Nominees. The applicants can also check their new account balances via the CCASS Phone System and CCASS Internet System (under the procedures contained in HKSCC's "An Operating Guide for Investor Participates" in effect from time to time) immediately after the credit of the Hong Kong Offer Shares to the stock accounts of the applicants. HKSCC will also make available to the applicants an activity statement showing the number of Hong Kong Offer Shares credited to their CCASS investor participant stock accounts.

If an application is wholly or partially unsuccessful, the Company will refund (in whole or in part, as applicable) the application money, including relevant brokerage fee, the SFC transaction levy and the Stock Exchange trading fee to applicants without interest. For applicants using **WHITE** or **YELLOW** Application Forms or applying through the designated **White Form eIPO** Service Provider through **White Form eIPO** service ([www.eipo.com.hk](http://www.eipo.com.hk)), all refunds will be made by a cheque crossed "Account payee only", and made out to them or, if they are joint applicants, to the first-named applicant on their Application Forms on the terms set out under "Refund of your application money" on the Application Forms. Part of the applicant's Hong Kong identity card number/passport number (or, in the case of joint applicants, part of the Hong Kong identity card number/passport number of the first-named applicant) provided by the applicant may be printed on the refund cheque, if any. Such data would also be transferred to a third party for refund purpose. Banks may require verification of the applicant's Hong Kong identity card number/passport number before encashment of the refund cheque. Inaccurate completion of the applicant's Hong Kong identity card number/passport number in the Application Forms may lead to delay in encashment of or may invalidate the refund cheque. Refund cheques are expected to be sent to the applicant's address on their Application Forms or, if they are joint applicants, to the address of the first-named applicant on their Application Forms by ordinary post and at their own risk on Wednesday, 9 July 2008.

Share certificates will be issued on Wednesday, 9 July 2008 and will only become valid certificate of title at 8:00a.m. on Thursday, 10 July 2008 provided that the International Offering has become unconditional and the Underwriting Agreements have not been terminated in accordance with their terms.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms.

Applicants who would like to be allotted the Hong Kong Offer Shares in their names should complete and sign the **WHITE** Application Forms or apply through the designated **White Form eIPO** Service Provider through **White Form eIPO** service ([www.eipo.com.hk](http://www.eipo.com.hk)). Applicants who would like to have the allotted Hong Kong Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS investor participant stock accounts or the stock account of their designated CCASS participant should complete and sign the **YELLOW** Application Forms, copies of which, together with copies of the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Monday, 30 June 2008 until 12:00 noon on Friday, 4 July 2008, at the depository counter of HKSCC at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong or stockbroker may have copies of the Prospectus and **YELLOW** Application Forms available.

Copies of the Prospectus together with **WHITE** Application Forms may be obtained during the same period from:

**Any of the following offices of the Hong Kong Underwriters**

**Evolution Watterson Securities Limited**

5th Floor, 8 Queen's Road Central,  
Hong Kong

**China Merchants Securities (HK) Co., Ltd**

48th Floor, One Exchange Square,  
Central, Hong Kong

**Mirae Asset Hong Kong Limited**

Suites 601, 615 & 616, 6th Floor,  
One International Finance Centre,  
1 Harbour View Street,  
Central, Hong Kong

**Sun Hung Kai International Limited**

1201 CITIC Tower,  
1 Tim Mei Avenue,  
Central, Hong Kong

or any of the following branches of **Industrial and Commercial Bank of China (Asia) Limited:**

	<b>Branch</b>	<b>Address</b>
<b>Hong Kong Island:</b>	Queen's Road Central Branch	122–126 Queen's Road Central
	Central Branch	1/F, 9 Queen's Road Central
	Wanchai Branch	117–123 Hennessy Road, Wanchai
	Aberdeen Branch	Shop 7A, G/F, Site 1, Aberdeen Centre
	North Point Branch	G/F, 436–438 King's Road, North Point
<b>Kowloon:</b>	Mongkok Branch	G/F., Belgian Bank Building, 721–725 Nathan Road, Mongkok
	Shamshuipo Branch	G/F., 290 Lai Chi Kok Road, Shamshuipo
	Tsim Sha Tsui Branch	Shop 6–7, G/F., Hankow Centre, 5–15 Hankow Road, Tsimshatsui
<b>New Territories:</b>	Tseung Kwan O Branch	Shop Nos. 2011–2012, Level 2, Metro City, Plaza II, 8 Yan King Road, Tseung Kwan O
	Yuen Long Branch	G/F., 197–199 Castle Peak Road, Yuen Long
	Kwai Fong Branch	C63A–C66, 2/F, Kwai Chung Plaza, Kwai Fong
	Tai Po Branch	9 Kwong Fuk Road, Tai Po

Completed **WHITE** and **YELLOW** Application Forms to which cheques or banker's cashier orders should be securely stapled, should be deposited in the special collection boxes provided at any one of the branches of Industrial and Commercial Bank of China (Asia) Limited as stated above on the following dates during the following times:

<b>Monday, 30 June 2008</b>	—	<b>9:00 a.m. to 5:00 p.m.</b>
<b>Wednesday, 2 July 2008</b>	—	<b>9:00 a.m. to 5:00 p.m.</b>
<b>Thursday, 3 July 2008</b>	—	<b>9:00 a.m. to 5:00 p.m.</b>
<b>Friday, 4 July 2008</b>	—	<b>9:00 a.m. to 12:00 noon</b>

The Application Lists will be opened from 11:45 a.m. to 12:00 noon on Friday, 4 July 2008, except as provided in the paragraph headed "Effect of bad weather conditions on the opening of the Application Lists" in the section headed "How to apply for the Hong Kong Offer Shares" of the Prospectus.

Subject to the terms and conditions set out in the Prospectus and the Application Forms, applications under the **WHITE** and **YELLOW** Application Forms must be received by no later than 12:00 noon on Friday, 4 July 2008 (or such later date as may apply in the case of a tropical cyclone warning signal number 8 or above or a "black" rainstorm warning signal being in force in Hong Kong as described in the section headed "How to apply for the Hong Kong Offer Shares" of the Prospectus).

#### **APPLICATIONS BY MEANS OF WHITE FORM eIPO SERVICE**

Applicants applying by **White Form eIPO** may submit applications to the **White Form eIPO** Service Provider through the designated website at [www.eipo.com.hk](http://www.eipo.com.hk) from 9:00 a.m. on Monday, 30 June 2008 until 11:30 a.m. on Friday, 4 July 2008 (or such later time as described under the paragraph headed "Effect of bad weather conditions on the opening of the Applications Lists" in the Prospectus) (24 hours daily, except on the last application day). The latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Friday, 4 July 2008, the last application day, or, if the application lists are not open on that day, then by the time and date stated in the paragraph headed "Effect of bad weather conditions on the opening of the Application Lists" in the Prospectus. Applicants will not be permitted to submit applications to the **White Form eIPO** Service Provider after 11:30 a.m. on the last day for submitting applications. If you have already submitted your application and obtained an application reference number from the website prior to 11:30 a.m., you will be permitted to continue the application process (by completing payment of application monies) until 12:00 noon on the last day for submitting applications, when the application lists close.

It is expected that the final number of Hong Kong Offer Shares, the final Offer Price, the level of indication of interest in the International Placing, the level of applications under the Hong Kong Public Offering and the basis of allocations of the Hong Kong Offer Shares will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) on or before Wednesday, 9 July 2008.

The Hong Kong Identity card/passport/Hong Kong business registration numbers of successful applicants (where appropriate) will be made available through various channels as described in the section headed “How to apply for the Hong Kong Offer Shares — Publication of Results, Dispatch/Collection of Share Certificates and Refund Cheques” in the Prospectus on Wednesday, 9 July 2008.

By order of the Board  
**Tianyi Fruit Holdings Limited**  
**HONG HONG U**  
*Chairperson*

*As at the date of this announcement, the executive Directors are Mr. HONG Hong U, Mr. SIN Ke and Mr. SAN Kwan, the independent non-executive Directors are Mr. TU Zongcai, Mr. ZHUANG Weidong and Mr. ZHUANG Xueyuan*

Hong Kong, Monday, 30 June 2008.