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

(incorporated in the Cayman Islands with limited liability)

(Stock code: 00756)

RESULTS OF EXTRAORDINARY GENERAL MEETING
HELD ON 29 DECEMBER 2008

The Board is pleased to announce that the resolution as set out in the EGM Notice was duly passed at the EGM held on 29 December 2008.

Reference is made to the announcement dated 2 December 2008 and the notice of extraordinary general meeting (the “EGM”) dated 4 December 2008 (the “EGM Notice”) issued by Tianyi Fruit Holdings Limited (the “Company”).

RESULTS OF THE EGM

At the EGM held at the conference room of the Company at Luoyang North Industry District, Quanzhou City, Fujian Province, the People’s Republic of China on 29 December 2008 (Monday) at 10:00 a.m., the resolution as set out in the EGM Notice was approved by the shareholders of the Company (the “Shareholders”) by way of show of hands. The board of directors (the “Board”) of the Company is pleased to announce the results of the EGM as follows:

Upon approval by more than 75% of the Shareholders (including proxies) with voting rights who attended the EGM, the following resolution was passed as a special resolution by way of show of hands:

“That Article 62 of the Articles of Association of the Company be deleted in its entirety and replaced with the following new Article 62:

“62. At all times during the Relevant Period other than the year of the Company’s adoption of these Articles, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than 15 Months (or such longer period as may be authorized by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.”

Shareholders may refer to the EGM Notice for details of the resolution passed at the EGM.

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

Quanzhou, Fujian Province, The People’s Republic of China, 29 December 2008

As at the date of this announcement, the Board comprises: Mr. HONG Hong U, Mr. SIN Ke and Mr. SAN Kwan as executive directors; and Mr. TU Zongcai, Mr. ZHUANG Weidong and Mr. ZHUANG Xueyuan as independent non-executive directors.