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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)

ANNOUNCEMENT
PRICE SENSITIVE INFORMATION

This announcement is made pursuant to Rule 13.09(1) of the Listing Rules.

The Company has been informed that Mrs. Sin and Mr. Hong have undergone the Transfer resulting in (i) Mr. Hong ceased to have any interest in Key Wise; and (ii) Mrs. Sin holds 51% in Key Wise.

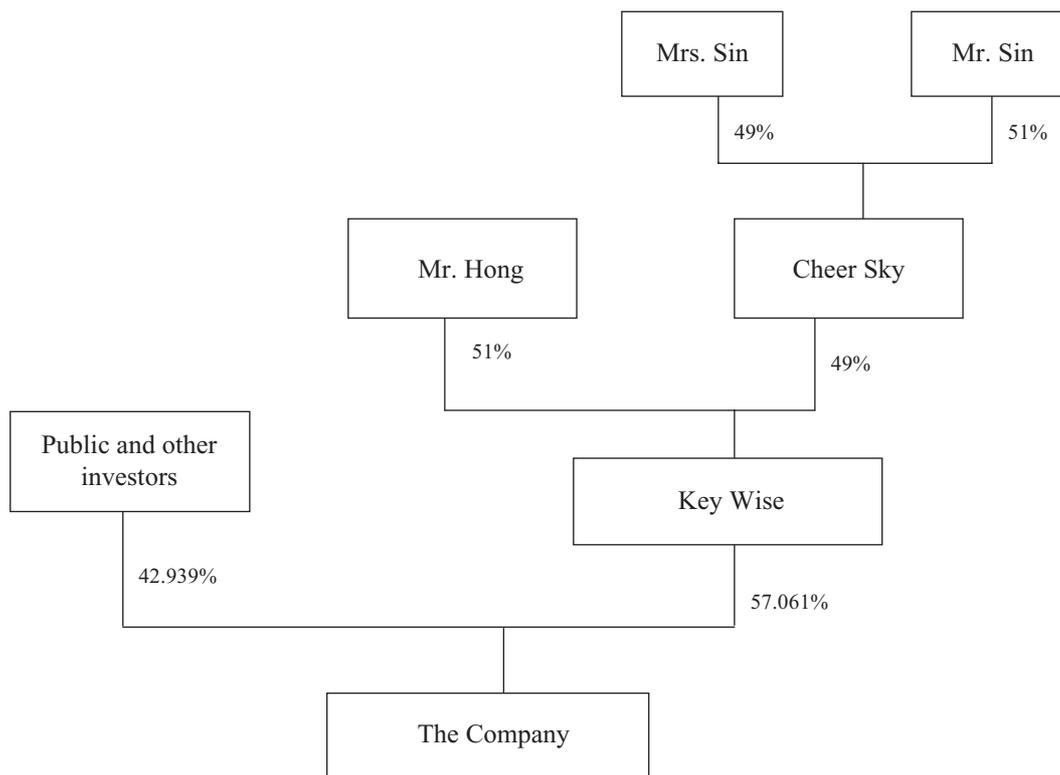
This announcement is made pursuant to Rule 13.09(1) of the Listing Rules.

The board (the “**Board**”) of directors (the “**Directors**”) of Tianyi Fruit Holdings Limited (the “**Company**”) wishes to inform its shareholders and the public that the Company has been informed that Mr. Hong Hong U (“**Mr. Hong**”) has transferred (the “**Transfer**”) his 51% interest in Key Wise Group Limited (“**Key Wise**”) (being all the equity interest held by Mr. Hong in Key Wise) at a nominal aggregate consideration of HK\$1 to Ms. Hong Manna (“**Mrs. Sin**”) on 21 September 2009, resulting in Key Wise being held by Mrs. Sin and Cheer Sky Limited (“**Cheer Sky**”) as to 51% and 49%, respectively.

Shareholding Structure of Key Wise before completion of the Transfer

Key Wise is a controlling shareholder of the Company, holding approximately 57.061% interest in the Company as of the date of this announcement. Immediately before the Transfer, Key Wise was held by Mr. Hong as to 51%, and Cheer Sky as to 49%. Cheer Sky was owned as to 51% by Mr. Sin Ke (“**Mr. Sin**”) and 49% by Mrs. Sin. Both of Mr. Hong and Mr. Sin are executive Directors. Mrs. Sin is the sister of Mr. Hong, and the wife of Mr. Sin. On 18 November 2008, Mr. Hong was granted an option under the share option scheme of the Company to subscribe for 4,000,000 shares in the Company and Mr. Sin was granted an option under the share option scheme of the Company to subscribe for 6,000,000 shares in the Company.

Save as aforesaid, each of Mr. and Mrs. Sin, Cheer Sky, Key Wise and Mr. Hong has no other equity interest in the Company. The following diagram demonstrates the shareholding structure of the Company as far as Key Wise is concerned immediately before the Transfer:



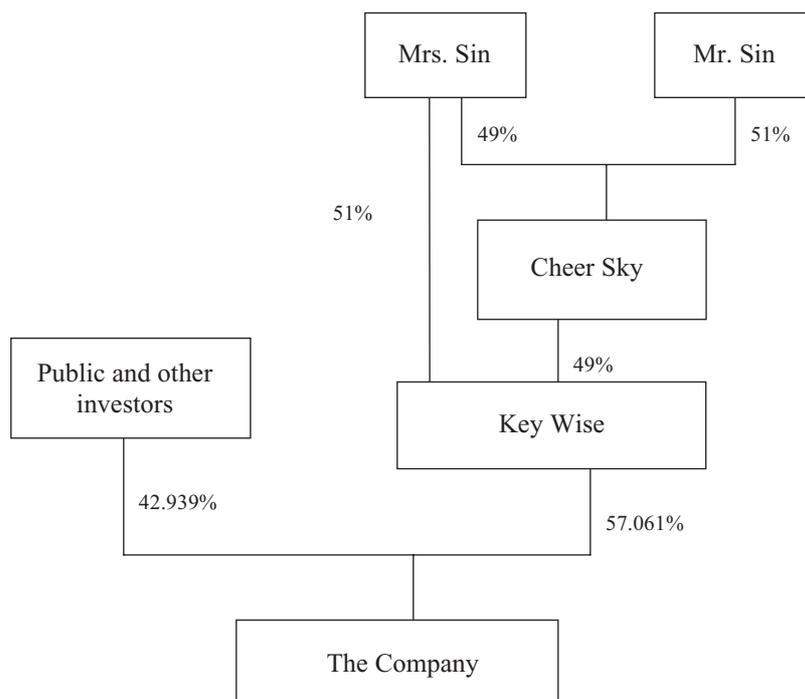
Shareholding Structure of Key Wise after completion of the Transfer

After completion of the Transfer, Mr. Hong ceased to be a shareholder of Key Wise.

On 21 September 2009, Mr. Hong resigned as a Director and will cease to be involved in the operation and management of the Company after his resignation as a Director. Please refer to a separate announcement of the Company of even date in relation to Mr. Hong's aforesaid resignation.

Pursuant to the Code on Takeovers and Mergers (the "**Takeovers Code**"), the acquisition of Mr. Hong's interest in Key Wise by Mrs. Sin will give rise to an obligation for Mrs. Sin to make a mandatory general offer for all the shares of the Company (not already owned by Mrs. Sin and her concert parties) under Rule 26 of the Takeovers Code. Mrs. Sin has applied to, and has been granted by, the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong (the "**Executive**") for a waiver from her obligation for making a mandatory general offer for the Company under Rule 26 of the Takeovers Code pursuant to Note 6 to Rule 26.1 of the Takeovers Code.

The following diagram demonstrates the shareholding structure of the Company after completion of the Transfer as far as Key Wise is concerned:



Reasons for the Transfer

Mrs. Sin is the sister of Mr. Hong. The Transfer is a family arrangement initiated based on the kinship among Mrs. Sin and Mr. Hong.

The Directors have confirmed that there will be no change in business focus or business following the Transfer.

By order of the Board
Tianyi Fruit Holdings Limited
SIN KE
Chairperson

Quanzhou , Fujian Province, The People's Republic of China
21 September 2009

As at the date of this announcement, the executive directors of the Company are Mr. SIN Ke and Mr. SAN Kwan; and the independent non-executive directors are Mr. TU Zongcai, Mr. ZHUANG Weidong and Mr. ZHUANG Xueyuan.