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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)

**COMPLETION OF THE ISSUE OF CONVERTIBLE BONDS
UNDER GENERAL MANDATE**

The Board is pleased to announce that the conditions precedent under the Subscription Agreement were fulfilled and the Completion took place on 28 May 2010. The Convertible Bonds in an aggregate principal amount of US\$22,000,000 (equivalent to approximately HK\$171,215,000) were issued to the Subscribers in accordance with the terms of the Subscription Agreement.

Reference is made to the announcement of the Tianyi Fruit Holdings Limited (the “**Company**”) dated 14 May 2010 in relation to the issue of convertible bonds under general mandate (the “**Announcement**”). Terms used in this announcement shall have the same meanings as defined in the Announcement unless otherwise stated.

ISSUE OF CONVERTIBLE BONDS

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Assuming there is no change in the existing shareholding of the Company and no adjustment to the Conversion Price, a total of 77,825,000 Conversion Shares will be allotted and issued upon full conversion of the Convertible Bonds at the Conversion Price, representing approximately 7.76% of the issued share capital of the Company as at the date of this announcement, and approximately 7.20% of the issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares at the Conversion Price.

The table below set out the shareholding structure of the Company as at the date of this announcement and immediately upon full conversion of the Convertible Bonds at the Conversion Price, assuming there being no other change in the issued share capital and shareholding structure of the Company since the date of this announcement:

| | As at the date of this announcement | | Immediately upon the full conversion of the Convertible Bonds | |
|--|--|--------------------------|--|--------------------------|
| | <i>Number of Shares</i> | <i>Approximate %</i> | <i>Number of Shares</i> | <i>Approximate %</i> |
| Key Wise Group Limited (<i>Note</i>) | 555,608,145 | 55.37 | 555,608,145 | 51.38 |
| Public Shareholders: | | | | |
| — The Subscribers | 0 | 0 | 77,825,000 | 7.20 |
| — Other Public Shareholders | 447,841,855 | 44.63 | 447,841,855 | 41.42 |
| Total | <u>1,003,450,000</u> | <u>100</u> | <u>1,081,275,000</u> | <u>100</u> |

Note: Mr. Sin Ke beneficially owns 51% interest in Cheer Sky Limited, which in turn beneficially owns 49% interest in Key Wise Group Limited. Ms. Hong Man Na, the spouse of Mr. Sin Ke, beneficially owns 51% interest in Key Wise Group Limited. In addition, Mr. Sin Ke holds 6,000,000 share options granted pursuant to the share option scheme of the Company.

By Order of the Board
Tianyi Fruit Holdings Limited
Sin Ke
Chairman

Hong Kong, 31 May 2010

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