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)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We *(note 1)* _____

of _____

being the registered holder(s) of *(note 2)* _____

ordinary shares(s) of HK$0.01 each in the capital of Tianyi Fruit Holdings Limited (the "**Company**") hereby appoint the Chairman of the annual general meeting of the Company, or *(note 3)* _____

of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the "Meeting") to be held on 8 November 2010 (Monday) at 4:00 p.m. at Meeting Room 1, United Conference Centre, 10/F United Centre, 95 Queensway, Hong Kong and at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening the Meeting as indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the Meeting and/or at any adjournment thereof:

	ORDINARY RESOLUTIONS *(note 4)*	**FOR** *(note 5)*	**AGAINST** *(note 5)*
1.	To receive and consider the audited consolidated accounts and reports of the directors and auditors of the Company and its subsidiaries for the year ended 30 June 2010		
2.	To declare a final dividend for the year ended 30 June 2010		
3.	To re-appoint KPMG as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration		
4.	(a) Mr. Sin Ke be re-elected as an executive director of the Company and the board of directors of the Company be authorised to fix his director's remuneration		
	(b) Mr. San Kwan be re-elected as an executive director of the Company and the board of directors of the Company be authorised to fix his director's remuneration		
5.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution		
6.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution		
7.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company		

Date this _____ day of _____ 2010 Signature *(note 6)* _____

Notes:—

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, please strike out "the Chairman of the annual general meeting of the Company, or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. The description of these resolutions is by way of summary only. The full text appears in the notice of the Meeting.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK ("✓") THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting and/or at any adjournment thereof other than those referred to in the notice convening the Meeting.
6. This form of proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this form on behalf of the corporation without further evidence of the fact.
7. Any member entitled to attend and vote at the Meeting is entitled to appoint another person(s) as his proxy(ies) to attend and vote instead of him. A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member of the Company.
8. This form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in this form proposes to vote or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, not less than forty-eight (48) hours before the time appointed for the taking of the poll and in default this form of proxy shall not be treated as valid.
9. Delivery of this form of proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, this form of proxy shall be deemed to be revoked.
10. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
11. The notice of the Meeting is set out in the Company's circular dated 8 October 2010.