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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 THE ANNUAL GENERAL MEETING  
 HELD ON 8 NOVEMBER 2010**

The Board is pleased to announce that all resolutions as set out in the Notice were duly passed as ordinary resolutions at the AGM held on 8 November 2010.

Reference is made to the circular (the “Circular”) and the notice (the “Notice”) of annual general meeting (the “AGM”) of Tianyi Fruit Holdings Limited (the “Company”) both dated 8 October 2010. Terms used in this announcement shall have the same meanings as defined in the Circular unless the context requires otherwise.

**RESULTS OF AGM**

At the AGM held at Meeting Room 1, United Conference Centre, 10/F United Centre, 95 Queensway, Hong Kong on 8 November 2010 at 4:00 p.m., all resolutions as set out in the Notice (the “Resolutions”) were approved by the shareholders of the Company (the “Shareholders”) by poll. The board of directors (the “Board”) of the Company is pleased to announce the results in respect of the Resolutions passed at the AGM as follows:

Upon approval by more than half of the Shareholders (including proxies) with voting rights who attended the AGM, the following Resolutions were passed as ordinary resolutions by poll. The results of the poll were as follows:

Ordinary Resolutions		Number of Votes (%)		Total Number of Votes
		For	Against	
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	565,001,973 (100%)	0 (0%)	565,001,973
The above resolution was duly passed by the Shareholders as ordinary resolution.				
2.	To declare a final dividend for the year ended 30 June 2010	565,001,973 (100%)	0 (0%)	565,001,973
The above resolution was duly passed by the Shareholders as ordinary resolution.				

Ordinary Resolutions		Number of Votes (%)		Total Number of Votes
		For	Against	
3.	To re-appoint KPMG as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration	565,001,973 (100%)	0 (0%)	565,001,973
The above resolution was duly passed by the Shareholders as ordinary resolution.				
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	564,534,145 (99.917199%)	467,828 (0.082801%)	565,001,973
The above resolution was duly passed by the Shareholders as ordinary resolution.				
4.	(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	565,001,973 (100%)	0 (0%)	565,001,973
The above resolution was duly passed by the Shareholders as ordinary resolution.				
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	564,504,145 (99.911889%)	497,828 (0.088111%)	565,001,973
The above resolution was duly passed by the Shareholders as ordinary 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	565,001,973 (100%)	0 (0%)	565,001,973
The above resolution was duly passed by the Shareholders as ordinary 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	564,504,145 (99.911889%)	497,828 (0.088111%)	565,001,973
The above resolution was duly passed by the Shareholders as ordinary resolution.				

Please refer to the Notice for details of the Resolutions.

The Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the poll voting at the AGM.

## **RE-APPOINTMENT OF MR. SIN KE AS AN EXECUTIVE DIRECTOR**

At the AGM, the appointment of Mr. Sin Ke as an executive director of the Company was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Sin Ke (辛克先生), aged 49, is the chief executive officer and executive director of the Company. Mr. Sin has been involved in managerial and supervisory role in the Group from its establishment in 1993. He was appointed as the honorary chairman of the Fujian Sports United Association of Macau (澳門福建體育聯合會), the committee member of Hui' An Province Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議惠安縣委員會), the council member of the Beverage Industry Association of China (中國飲料工業協會) and the deputy chairman of Fruit Trading Association of China. Mr. Sin is the elder brother of Mr. San Kwan, an executive Director.

Mr. Sin is the director of Rich Anges Limited (裕佳有限公司), Sunshine Vocal Limited, Potel Limited (邦天有限公司), Manwell (China) Limited (萬華(中國)有限公司), Chongqing Shangguo Agriculture and Technology Co., Limited (重慶尚果農業科技有限公司), Chongqing Tianbang Food Co., Limited (重慶天邦食品有限公司), Sanming Summi Food Co., Limited (三明森美食品有限公司) and Summi (Fujian) Food Co., Limited (森美(福建)食品有限公司), all of which are wholly-owned subsidiaries of the Company.

Save as disclosed above, Mr. Sin did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

As at the date of this announcement, Mr. Sin, through Cheer Sky, owned 49% of the entire issued share capital of Key Wise which in turn, owned 555,608,145 Shares (approximately 54.86% of the issued share capital of the Company). Mr. Sin is also the spouse of Ms. Hong Man Na who beneficially owns 51% interest in Key Wise. For the purpose of the SFO, Mr. Sin is deemed, or taken to be, interested in all the Shares in which Key Wise was interested. In addition, Mr. Sin holds share options to subscribe for 6,000,000 Shares (approximately 0.59% of the issued share capital of the Company) under the share option scheme of the Company.

Save as disclosed above, Mr. Sin does not have any relationship with other directors, senior management, substantial or controlling shareholders of the Company and he had no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Sin has entered into a director's service agreement with the Company for an initial term of three years commencing on 10 July 2008, which may be terminated by either party giving to the other party not less than three months' prior written notice and is entitled to receive a basic annual salary of RMB96,000 which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

## **RE-APPOINTMENT OF MR. SAN KWAN AS AN EXECUTIVE DIRECTOR**

At the AGM, the appointment of Mr. San Kwan as an executive director of the Company was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. San Kwan (辛軍), aged 42, is an executive director of the Company. He joined the Group in March 2005. He is responsible for assisting the Chairman and the chief executive officer in supervising the management of the Company.

Mr. San is the younger brother of Mr. Sin. From 1994 to 2006 he was the vice general manager of a company in Quanzhou, Fujian and was responsible for sales. Through which, Mr. San has gained experience in business.

Mr. San is also the director of Chongqing Tianbang Food Co., Limited (重慶天邦食品有限公司) and Summi (Fujian) Food Co., Limited (森美(福建)食品有限公司), both of which are wholly-owned subsidiaries of the Company.

Save as disclosed above, Mr. San did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications. As at the date of this announcement, Mr. San holds share options to subscribe for 8,000,000 Shares (approximately 0.79% of the issued share capital of the Company) under the share option scheme of the Company.

Save as disclosed above, Mr. San does not have any relationship with other directors, senior management, substantial or controlling shareholders of the Company and he had no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. San has entered into a director's service agreement with the Company for an initial term of three years commencing on 10 July 2008, which may be terminated by either party giving to the other party at least three months' prior written notice and is entitled to receive a director's remuneration of RMB96,000 per annum which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

By order of the Board  
**Tianyi Fruit Holdings Limited**  
**Sin Ke**  
Chairman

Hong Kong, 8 November 2010

*As at the date of this announcement, the executive Directors 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.*

*Notes:*

- (a) The total number of Shares in issue as at the date of the AGM: 1,012,750,000 Shares of HK\$0.01 each. No Shareholder was required to abstain from voting on the resolutions at the AGM.
- (b) The total number of Shares entitling the holders to attend and vote only against the resolutions at the AGM: Nil.
- (c) The total number of Shares entitling the holders to attend and vote for or against the resolutions at the AGM: 1,012,750,000 Shares.