

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
(3) CHANGE OF MEMBER OF THE AUDIT COMMITTEE
AND NOMINATION COMMITTEE

The Board announces that Mr. Tu Zongcai resigned as an independent non-executive Director due to the need to focus on his other businesses with effect from 1 September 2011.

The Board is pleased to announce that Mr. Zeng Jianzhong has been appointed as an independent non-executive Director with effect from 1 September 2011.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Tianyi Fruit Holdings Limited (the “**Company**”) announces that Mr. Tu Zongcai (“**Mr. Tu**”) resigned as an independent non-executive Director due to the need to focus on his other businesses with effect from 1 September 2011.

Mr. Tu has confirmed that (i) he has no claim against the Company in respect of his resignation; (ii) he has no disagreement with the Board; and (iii) there is no matter in relation to his resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company.

The Board would like to express its sincere gratitude to Mr. Tu for his contributions towards the Company during his tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF MEMBER OF THE AUDIT COMMITTEE AND NOMINATION COMMITTEE

The Board is pleased to announce that Mr. Zeng Jianzhong (“**Mr. Zeng**”) has been appointed as an independent non-executive Director with effect from 1 September 2011.

Mr. Zeng, aged 52, has been a director and the general deputy manager of SVXM Pharma Inc. (博分(廈門)醫藥研發有限公司) since April 2007 responsible for general management. Mr. Zeng has around 7 years experience in the food and beverage industry as he had been a deputy general manager of Xiamen Luquan Industries General Co. Ltd. (廈門綠泉實業總公司) (“**Xiamen Luquan**”) from October 2001 to March 2007, during which, he also acted as a director and/or a manager in various food and beverage companies including Swire Coca-Cola Beverages Xiamen Limited (廈門太古可口可樂飲料有限公司), Xiamen Huari Foods Industrial Ltd (廈門華日食品有限公司) and Xiamen Huarong Food Company Limited (廈門華榮食品有限公司), a subsidiary of Xiamen Luquan. Prior to those, he worked in Xiamen Sanjuan Rihua Company Limited (廈門三圈日化有限公司) (“**Xiamen Sanjuan**”), a company principally engaged in household chemical products business for around 16 years. His last position with Xiamen Sanjuan was the deputy general manager and as a director and the general manager of its subsidiary, Xiamen Xinsanyang Industrial Limited (廈門新三陽實業有限公司). Mr. Zeng graduated from University of Xiamen (廈門大學) majoring in electro chemistry in July 1982. In January 1997, he completed his postgraduate course in Business Administration in the Postgraduate College of Xiamen University. He also obtained a degree of master in Business Administration from the University of Northern Virginia in June 2003.

Save as disclosed above, Mr. Zeng does 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.

Mr. Zeng does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Mr. Zeng has entered into a director’s service agreement with the Company for a term of one year commencing on 1 September 2011 subject to rotation and re-election at annual general meeting of the Company in accordance with the articles of association of the Company. The director’s remuneration of Mr. Zeng is RMB48,000 per annum which is determined with reference to his duties and responsibilities within the Company.

Save as disclosed above, there are no other matters relating to the appointment that need to be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange.

Mr. Zeng has replaced Mr. Tu as a member of the audit committee of the Company and a member of the nomination committee of the Company with effect from 1 September 2011.

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

Quanzhou, Fujian Province, the People’s Republic of China

1 September 2011

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