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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 ANNOUNCEMENT

The Board is pleased to announce that the completion of the Sale and Purchase Agreement took place on 9 November 2011.

Reference is made to the announcement of Tianyi Fruit Holdings Limited (the “Company”) dated 27 September 2011 (the “Announcement”) in relation to, inter alia, the acquisition of 100% interest in GLOBAL ONE MANAGEMENT LIMITED.

Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

The Board is pleased to announce that all the conditions precedent to the Sale and Purchase Agreement have been fulfilled or waived (as the case may be) and the completion thereof took place on 9 November 2011. 177,272,727 Consideration Shares will be issued and allotted by the Company to the Vendor on 11 November 2011.

Set out below is the shareholding structure of the Company (i) as at the date of the Announcement and (ii) immediately after issue and allotment of the Consideration Shares:

| Shareholders | Issued share capital as at the date of the Announcement | | Issued share capital immediately after allotment and issue of the Consideration Shares | |
|----------------------------|---|-------------|---|-------------|
| | Number of Shares | % | Number of Shares | % |
| Sin Ke (Note 1) | 555,608,145 | 54.43 | 555,608,145 | 46.38 |
| Hong Man Na (Note 2) | 555,608,145 | 54.43 | 555,608,145 | 46.38 |
| Key Wise Group Limited | 555,608,145 | 54.43 | 555,608,145 | 46.38 |
| Cheer Sky Limited (Note 3) | 555,608,145 | 54.43 | 555,608,145 | 46.38 |
| The Vendor | 0 | 0 | 177,272,727 | 14.80 |
| Public Shareholders | 465,191,855 | 45.57 | 465,191,855 | 38.82 |
| Total | 1,020,800,000 | 100% | 1,198,072,727 | 100% |

Notes:

1. Mr. Sin Ke, a Director, 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. Therefore, Mr. Sin Ke is deemed, or taken to be, interested in the 555,608,145 Shares held by Key Wise Group Limited for the purpose of the SFO. Mr. Sin Ke is also interested in 6,000,000 underlying Shares pursuant to the share options granted to him on 18 November 2008 under the share option scheme of the Company.
2. Ms. Hong Man Na beneficially owns 51% interest in Key Wise Group Limited. Therefore, Ms. Hong Man Na is deemed, or taken to be, interested in the 555,608,145 Shares held by Key Wise Group Limited for the purpose of the SFO. Mr. Sin Ke is interested in 6,000,000 underlying Shares. Ms. Hong Man Na is the spouse of Mr. Sin Ke, and therefore, Ms. Hong Man Na is deemed, or taken to be, interested in the 6,000,000 underlying Shares for the purpose of the SFO.
3. Cheer Sky Limited beneficially owns 49% interest in Key Wise Group Limited which in turn beneficially owns 555,608,145 Shares. Therefore, Cheer Sky Limited is deemed, or taken to be, interested in the 555,608,145 Shares held by Key Wise Group Limited for the purpose of the SFO.

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

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

9 November 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.