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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**  
**RE-ELECTION OF RETIRING DIRECTORS**

The Board is pleased to announce that all the resolutions as set out in the AGM Notice were duly passed at the AGM held on 10 November 2011.

Reference is made to the notice of annual general meeting (the “AGM”) dated 7 October 2011 (the “AGM Notice”) of Tianyi Fruit Holdings Limited (the “Company”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the circular of the Company dated 7 October 2011.

**RESULTS OF AGM**

The board (the “Board”) of directors (the “Directors”) of the Company announces that, at the AGM held at Room 1, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 10 November 2011 (Thursday) at 4:00 p.m., poll voting was adopted for all of the resolutions as set out in the AGM Notice (the “Resolutions”).

The Board is pleased to announce that the Resolutions were duly passed by the shareholders of the Company (the “Shareholders”) by poll voting at the AGM. The poll results for the Resolutions are as follows :—

Ordinary Resolutions		Number of Votes (%)		Total 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 2011	559,176,145 (100%)	0 (0%)	559,176,145
2.	To re-appoint KPMG as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration	560,944,145 (100%)	0 (0%)	560,944,145

Ordinary Resolutions			Number of Votes (%)		Total Votes
			For	Against	
3.	(a)	Mr. Zhuang Xueyuan be re-elected as an independent non-executive director of the Company and the board of directors of the Company be authorised to fix his director's remuneration	560,944,145 (100%)	0 (0%)	560,944,145
	(b)	Mr. Zhuang Weidong be re-elected as an independent non-executive director of the Company and the board of directors of the Company be authorised to fix his director's remuneration	560,944,145 (100%)	0 (0%)	560,944,145
	(c)	Mr. Zeng Jianzhong be re-elected as an independent non-executive director of the Company and the board of directors of the Company be authorised to fix his director's remuneration	560,944,145 (100%)	0 (0%)	560,944,145
4.	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		559,440,145 (99.731881%)	1,504,000 (0.268119%)	560,944,145
5.	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		560,944,145 (100%)	0 (0%)	560,944,145
6.	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		559,440,145 (99.731881%)	1,504,000 (0.268119%)	560,944,145

The description of the Resolutions above is by way of summary only. The full text appears in the AGM Notice.

As more than 50% of the votes were cast in favour of the Resolutions, the Resolutions were duly passed as ordinary resolutions of the Company.

The Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited was appointed as the scrutineer for the poll voting at the AGM.

*Notes:*

- (a) The total number of shares of the Company in issue as at the date of the AGM: 1,020,800,000 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 of the Company entitling the holders to attend and vote only against the Resolutions at the AGM: Nil.
- (c) The total number of shares of the Company entitling the holders to attend and to vote for or against the Resolutions at the AGM: 1,020,800,000 shares.

## **RE-ELECTION OF MR. ZHUANG XUEYUAN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

At the AGM, the re-election of Mr. Zhuang Xueyuan as an independent non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

**Mr. Zhuang Xueyuan (莊學遠)** aged 48, is an independent non-executive Director. He joined the Group in 2008. Mr. Zhuang is a senior accountant accredited by the Assessing Panel of High Level Duties of Professional Accountants of Fujian Province (福建省會計專業人員高級職務評審委員會) in 2002. Mr. Zhuang had worked with Fujian Quanzhou Resources Group Company (福建泉州物資集團公司) from 1982 to 2000 where he had served as, among other roles, the accountant of the finance department in charge of the accounting issues of the Company. Through which, Mr. Zhuang has gained about 18 years of experience in accounting and auditing. He has served as a manager and then as a director of State-owned Assets Investment Company Limited of Luo Jiang District of Quanzhou City (泉州市洛江區國有資產投資經營有限公司). He has also served as a director of Tang Xi Industrial Park Construction and Development Company Limited in Wan An Development Zone of Quanzhou City (泉州市萬安開發區塘西工業園建設開發有限公司), a supervisor of Luo Jiang Foreign Trade Company Limited (洛江區對外貿易有限公司) and a legal representative of He Shi Chemist at Luo Jiang District of Quanzhou City (泉州市洛江區河市醫藥店).

Save as disclosed above, Mr. Zhuang 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.

Mr. Zhuang 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. Zhuang has entered into a director's service agreement with the Company for a term of two years commencing on 10 July 2010, 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 RMB48,000 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.

## **RE-ELECTION OF MR. ZHUANG WEIDONG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

At the AGM, the re-election of Mr. Zhuang Weidong as an independent non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

**Mr. Zhuang Weidong (莊衛東)** aged 43, is an independent non-executive Director. He joined the Group in 2008. Mr. Zhuang graduated from the Agricultural College, Fujian (福建農學院) in 1991 specializing in planting of fruit trees and has served as a senior orchard gardener in Quanzhou Agricultural Science Research Centre (泉州市農業科學研究所) since 2003. He has received the Third Prize in the Technology Advance Award of Quanzhou City (泉州市科學技術進步三等獎) and the Second Prize in the Technology Award of Fujian Province (福建省科學技術二等獎).

Save as disclosed above, Mr. Zhuang 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.

Mr. Zhuang 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. Zhuang has entered into a director's service agreement with the Company for a term of two years commencing on 10 July 2010, 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 RMB48,000 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.

#### **RE-ELECTION OF MR. ZENG JIANZHONG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

At the AGM, the re-election of Mr. Zeng Jianzhong as an independent non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

**Mr. Zeng Jianzhong (曾建中)** aged 52, is an independent non-executive Director. He joined the Group in September 2011. Mr. Zeng 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 SFO.

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 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 paragraphs 13.51(2)(h) to (v) of the Listing Rules.

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

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

10 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.*