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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)**

**PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the English name of the Company from “Tianyi Fruit Holdings Limited” to “China Tianyi Holdings Limited” and adopt the Chinese name “中國天溢控股有限公司” as its official Chinese name to replace “天溢果業控股有限公司”. The proposed Change of Company Name is subject to the conditions as set out in the paragraph headed “Conditions of the Change of Company Name” below.

A circular containing, amongst other things, further information regarding the proposed Change of Company Name together with a notice of EGM will be despatched to the shareholders of the Company as soon as practicable.

**Proposed Change of Company Name**

The board (the “Board”) of directors (the “Directors”) of Tianyi Fruit Holdings Limited (the “Company”) proposes to change the English name of the Company from “Tianyi Fruit Holdings Limited” to “China Tianyi Holdings Limited” and adopt the Chinese name “中國天溢控股有限公司” as its official Chinese name to replace “天溢果業控股有限公司” (the “Change of Company Name”). A special resolution will be proposed at forthcoming extraordinary general meeting of the Company (the “EGM”) for the shareholders of the Company to consider and, if thought fit, to pass the special resolution to approve the proposed Change of Company name.

**Reasons for the Change of Company Name**

The Board considers that the Change of Company Name will provide the Company with a new corporate image emphasizing the operation of the Company and its subsidiaries (collectively, the “Group”) in China and the nature of the Company as a holding company.

The Board believes that the new company name can provide the Company with a fresh identity and image which will benefit the Group’s future business development and is in the interest of the Company and its shareholders as a whole.

## **Conditions of the Change of Company Name**

The proposed Change of Company Name is subject to (a) the passing of a special resolution by the shareholders of the Company approving the Change of Company Name at the EGM; and (b) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

The relevant filing with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution at the EGM.

The Change of Company Name will take effect from the date on which the new name of the Company is entered in the register by the Registrar of Companies in the Cayman Islands. Thereafter, the Company will carry out any necessary filing procedures with the Registrar of Companies in Hong Kong as required under the applicable laws, rules and regulations of Hong Kong.

## **Effects on the Change of Company Name**

The proposed Change of Company name will not affect any of the rights of the shareholders of the Company. All existing share certificates in issue bearing the Company's existing name shall continue to be evidence of the title and valid for trading, settlement, registration and delivery for the same number of shares in the new name of the Company. There will not be any arrangements for free exchange of existing share certificates for new share certificates under the new name of the Company.

Further announcement will be made by the Company to inform the shareholders of the Company of results of the EGM, the effective dates of the Change of Company Name and the new stock short name of the shares of the Company.

## **General**

A circular containing, amongst other things, further information regarding the proposed Change of Company Name together with a notice of EGM, will be despatched to the shareholders of the Company as soon as practicable.

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

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

16 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.*