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中國天溢控股有限公司
China Tianyi 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 5 November 2012.

Reference is made to the notice of annual general meeting (the “AGM”) dated 25 September 2012 (the “AGM Notice”) of China Tianyi 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 25 September 2012.

RESULTS OF AGM

The board (“Board”) of directors (“Directors”) of the Company announces that, at the AGM held at Room 4+5, United Conference Centre Limited, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 5 November 2012 (Monday) at 3:00 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 all 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 (approximate%)		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 2012	739,673,627 (100%)	0 (0%)	739,673,627

Ordinary Resolutions	Number of Votes (approximate%)		Total Votes
	For	Against	
2. To re-appoint SHINEWING (HK) CPA Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration	739,673,627 (100%)	0 (0%)	739,673,627
3. (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	737,181,627 (99.663%)	2,492,000 (0.337%)	739,673,627
(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	737,181,627 (99.663%)	2,492,000 (0.337%)	739,673,627
(c) Mr. Chen Qiuming be re-elected as a non-executive director of the Company and the board of directors of the Company be authorised to fix his director's remuneration	737,181,627 (99.663%)	2,492,000 (0.337%)	739,673,627
4. To approve the refreshment of scheme limit under the Share Option Scheme	736,261,627 (99.539%)	3,412,000 (0.461%)	739,673,627
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	736,249,627 (99.537%)	3,424,000 (0.463%)	739,673,627
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	739,661,627 (99.998%)	12,000 (0.002%)	739,673,627
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	736,249,627 (99.537%)	3,424,000 (0.463%)	739,673,627

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 each of the Resolutions, each of the Resolutions was duly passed as an ordinary resolution 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: 1,208,672,727 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: 1,208,672,727 shares.

RE-ELECTION OF MR. SIN KE AS AN EXECUTIVE DIRECTOR

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

Mr. Sin Ke (辛克), aged 51, is the chairman of the Board, the president and an executive Director. Mr. Sin has been involved in managerial and supervisory role in the Group from its establishment in 1993. Through which, Mr. Sin has gained more than 19 years of experience in the frozen concentrate juice industry. From 1982 to 1993 he was involved in the sales, manufacturing and administration of beverage, health products and pharmaceutical products. 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 the Fruit Trading Association of China (中國果品流通協會). 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., Ltd (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) ("Summi (Fujian)"), all of which are wholly-owned subsidiaries of the Company. Mr. Sin is also the chairman of the nomination committee of the Company and a member of the remuneration committee of the Company.

As at the date of this announcement, Mr. Sin, through Cheer Sky Limited (“Cheer Sky”), owned 49% of the entire issued share capital of Key Wise Group Limited (“Key Wise”) which in turn, owned 555,624,145 Shares (approximately 45.96% 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 0.49% of the issued share capital of the Company) under the Share Option Scheme.

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, 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 three years commencing on 10 July 2011, 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 are determined with reference to the prevailing market practice, the Company’s remuneration policy, his duties and responsibilities with the Group. He is also entitled to receive a discretionary bonus and subsidies subject to the approval by the Board.

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. SAN KWAN AS AN EXECUTIVE DIRECTOR

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

Mr. San Kwan (辛軍), aged 44, is an executive Director. He joined the Group as a director of Summi (Fujian) in March 2005. He is responsible for assisting the chairman and the chief executive officer of the Company in supervising the management of the Company. Mr. San Kwan is the younger brother of Mr. Sin Ke. From 1994 to 2006 he was the vice general manager of a company in Quanzhou, Fujian and was responsible for sales and marketing activities. Through which, Mr. San Kwan 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), both of which are wholly-owned subsidiaries of the Company.

As at the date of this announcement, Mr. San holds share options to subscribe for 5,400,000 Shares (approximately 0.44% of the issued share capital of the Company) under the Share Option Scheme.

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, 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. San has entered into a director's service agreement with the Company for three years commencing on 10 July 2011, 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 are determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group. He is also entitled to receive a discretionary bonus and subsidies subject to the approval by the Board.

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. CHEN QIUMING AS A NON-EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Chen Qiuming as a non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Chen Qiuming (陳秋鳴), aged 56, is a non-executive Director. He joined the Group on 5 July 2012. Mr. Chen graduated from School of Chemistry of Nanjing Normal University. During 1984 to 1991, he worked for Jiangsu International Trust Investment Company (江蘇省國際信託投資公司), responsible for providing financing and equity investment advisory services for large state-owned enterprises. He was among the first generation of private equity investment professionals in China since the country adopted its economic reform and open-up policies in the early 1980's. From 1991 to 2008, he migrated to Australia and focused on international trade and financial activities. Mr. Chen decided to move back to China in 2008 and joined Sunland Investment Co., Ltd. (上海尚理投資有限公司) ("Sunland"). He has successfully planned and completed numerous equity investment projects for Sunland ever since he joined Sunland and is now a director and general manager of Sunland.

Mr. Chen currently is a director of Beijing Hualu Baina Film & TV Co., Ltd. (北京華錄百納影視股份有限公司), a company listed in Shenzhen Stock Exchange (Stock code: 300291).

Mr. Chen is also the investment manager of Power Surge Limited which holds 116,908,755 Shares of the Company. Therefore, Mr. Chen is deemed, or taken to be, interested in the 116,908,755 Shares held by Power Surge Limited under the SFO.

Save as disclosed above, Mr. Chen 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, does not have any relationship with

other Directors, senior management, substantial or controlling shareholders of the Company and he has no other interests in the Shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Chen has entered into a director's service agreement with the Company for a term of two years commencing on 5 July 2012 subject to rotation and re-election at annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Chen is not entitled to any salary.

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
China Tianyi Holdings Limited
Sin Ke
Chairman

Hong Kong

5 November 2012

As at the date of this announcement, the executive Directors are Mr. Sin Ke and Mr. San Kwan; the non-executive Director is Mr. Chen Qiuming; and the independent non-executive Directors are Mr. Zeng Jianzhong, Mr. Zhuang Weidong and Mr. Zhuang Xueyuan.