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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)

**PRICE-SENSITIVE INFORMATION ANNOUNCEMENT
PURSUANT TO RULE 13.09 OF THE LISTING RULES**

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

The board of directors (the “Board”) of China Tianyi Holdings Limited (the “Company”, and together with its subsidiaries, the “Group”) wishes to inform the shareholders of the Company and potential investors that as the result of the significant fluctuation in the futures price of international frozen concentrated orange juice (“FCOJ”) in the year of 2012, the Group has not yet signed most of sales contracts for orange juice products for the next year with its major customers during this quarter as usual. As the high volatility of the international FCOJ futures prices may continue in the expected future, the major customers of the Group may possibly amend the duration of contract for orange juice products from one annual contract to several short-term contracts every year. The Group expects to complete the signing of contracts with its major customers in the coming quarters. With the major customers’ aforesaid changes regarding the duration and quantity of the sales contracts to be signed with the Group, a subsequent deferral of the shipping and realization of sales of the Company is expected in the 2012/2013 financial year. The income and the attributed profit to its owners of the Company for the 2012/2013 financial year shall therefore be affected.

Based on the preliminary assessment by the management with reference to the Group’s unaudited management accounts for the period ended 31 December 2012 (the “Interim Period”), it is expected that the interim results for the Interim Period and annual results for the year ended 30 June 2013 (the “Annual Period”), (i) The income and the attributed profit to its owners of the Company will be substantially lower than those for the corresponding period in the 2011/2012 financial year; and (ii) for the Interim Period, the attributed profit to its owners of the Company is expected to record a positive result, however the amount of profit is expected to be significantly lower than that for the corresponding period in 2011/2012, with a decrement of approximately 60% or more (not included the non-cash amortisation expenses of newly issued convertible bonds of year 2012 amounted to approximately RMB12 million).

In the past few weeks, the international FCOJ futures prices suddenly increased sharply from about USD100 cents per pound (US\$100 cents/pound) to about USD133 cents per pound (US\$133 cents/pound). The sharp increase of international FCOJ futures prices will create a favorable atmosphere for the Group to negotiate and complete the signing of sales contract with its major customers in the next few quarters.

The income and the attributed profit to owners of the Company demonstrated substantial growth for the 2011/2012 financial year. The Company recorded a profit of approximately RMB250 million attributable to its owners, representing an increase of approximately 62.8% from those for the previous year, which set the historic record of the Group's financial performance. The Group expected that, many smaller scale FCOJ processing factories in China will not be able to respond to the market fluctuations and may cease to exist. The Board considers that the Group will benefit from the consolidation of the market and is confident that the Group can continue to increase its share in the FCOJ market in China.

With the robust growth in the Chinese economy, increase in people's disposable income, and increasing desire for health, demand for FCOJ increases rapidly in China. However, the domestic production of FCOJ is still under serious shortage to meet the demand, with majority of FCOJ still rely on imports from Brazil and other countries. With the development of agriculture of the Chinese Government, growing domestic demand and enhance the level of national diet, the Group is optimistic about the prospects for development of fruit juice beverage in China. The Group will expedite the completion of the strategic production network in China's three major citrus plantation areas and so as to strengthen its leading position.

The information contained in this announcement is only based on the preliminary assessment of the unaudited management accounts for the Interim Period of the Group and the currently available information from the Board. Those accounts and information have not been reviewed or audited by the auditors of the Company and may subjected to adjustment. The actual results of the Company may be different as those disclosed in this announcement. The unaudited consolidated financial information of the Group for the Interim Period is expected to be disclosed in the interim results announcement of the Company to be published in February 2013.

Shareholders of the Company and potential investor are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
China Tianyi Holdings Limited
Sin Ke
Chairman

Hong Kong, 24 December 2012

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