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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)

UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS

This announcement is made at the request of The Stock Exchange of Hong Kong Limited and pursuant to Rule 13.10 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”).

The board of directors (the “Board”) of China Tianyi Holdings Limited (the “Company”, and together with its subsidiaries, the “Group”) has noted the increase in the price and trading volume of the shares of the Company as at the date of this announcement.

As a result of the significant decrement in the futures price of international frozen concentrated orange juice (“FCOJ”) in the year of 2012, both the selling price of products and numbers of sales contract signed with the major customers of the Group had been decreased. A subsequent deferral of the shipment and realisation of sales of the Company resulted in the financial year 2012/2013. The income and attributed profits to owners of the Company (the “Profits”) shall therefore be affected. Although the amount of the Profits will decline significantly over last year, it is expected to continue to record positive results. Reasons for the decline included the expenses from non-cash amortisation expenses of newly issued convertible bonds in the year 2012 (approximately RMB30 million) and the non-cash expenses of newly issued share option (approximately RMB17 million).

Since 2013, the international FCOJ futures prices increased around 50% from about USD100 cents per pound to about USD150 cents per pound. The sharp increase in 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 2013/2014.

The Board would like to inform the shareholders and potential investors of the Company that the Company is in preliminary commercial terms discussions with different parties (includes the current and potential customers) regarding to our current FCOJ business and our new business, the Not-from-concentrate orange juice (the “NFC”) and other related business development (the “Possible New products and New Customers”). No binding terms or agreements have been entered into in respect of the Possible New Products and New Customers as at the date of this announcement. The structure of the said possible transaction is subject to negotiation and change. As such, the said possible transaction may or may not materialise. Further announcements in relation to the Possible New products and New Customers will be made as and when required in accordance with the Listing Rules.

The information contained in this announcement is only based on the preliminary assessment of the unaudited management accounts for the year ended 30 June 2013 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 audited consolidated financial information of the Group for the year ended 30 June 2013 is expected to be disclosed in the annual results announcement of the Company to be published in September 2013.

Having made such enquiry with respect to the Company as is reasonable in the circumstances, save as disclosed above, the Board confirms that, save for the above, it is not aware of any others reasons that may have caused the increases in price and trading volume of shares of the Company or any information which must be announced to avoid a false market in the Company’s securities or of any inside information that needs to be disclosed under Part XIVA of the SFO.

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

This announcement is made by the order of the Board. The Board collectively and individually accepts responsibility for the accuracy of this announcement.

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

Hong Kong, 19 June 2013

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.