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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
ELECTION OF A PROPOSED NON-EXECUTIVE DIRECTOR**

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 2014.

Reference is made to the notice of annual general meeting (the “AGM”) dated 8 October 2014 (the “AGM Notice”) of China Tianyi Holdings Limited (the “Company”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the circular of the Company dated 8 October 2014.

RESULTS OF AGM

The board (the “Board”) of directors (the “Directors”) of the Company announces that, at the AGM held at Park Lane Room III-IV, 27/F., The Park Lane, 310 Gloucester Road, Causeway Bay, Hong Kong on 10 November 2014 (Monday) at 3:30 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 financial statements and reports of the directors and auditors of the Company and its subsidiaries for the year ended 30 June 2014	687,868,669 (100.000%)	0 (0.000%)	687,868,669
2.	(a) Mr. Sin Ke be re-elected as an executive director of the Company	687,868,669 (100.000%)	0 (0.000%)	687,868,669
	(b) Mr. San Kwan be re-elected as an executive director of the Company	687,868,669 (100.000%)	0 (0.000%)	687,868,669
	(c) Mr. Tsang Sze Wai Claudius be elected as a non-executive director of the Company	687,868,669 (100.000%)	0 (0.000%)	687,868,669
	(d) The board of directors of the Company be authorised to fix the remuneration of the directors of the Company	687,868,669 (100.000%)	0 (0.000%)	687,868,669
3.	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	687,868,669 (100.000%)	0 (0.000%)	687,868,669
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	575,014,669 (83.594%)	112,854,000 (16.406%)	687,868,669
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	687,868,669 (100.000%)	0 (0.000%)	687,868,669
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	575,220,669 (83.624%)	112,648,000 (16.376%)	687,868,669

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: 1,347,860,727 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: 1,347,860,727 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 53, is an executive Director, the chairman of the Board and the president of the Company. 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 21 years of experience in the frozen concentrated 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, another executive Director of the Company. Mr. Sin is a member of the Remuneration Committee and the chairman of the Nomination Committee of the Company.

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 director of Cheer Sky Limited (捷佳有限公司) ("Cheer Sky") and Key Wise Group Limited (建威集團有限公司) ("Key Wise"), all are companies having an interest in the shares of the Company.

As at the Latest Practicable Date, Mr. Sin, through Cheer Sky, owned 49% of the entire issued share capital of Key Wise which in turn, owned 559,712,145 Shares (approximately 41.52% 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. Mr. Sin holds share options to subscribe for 1,200,000 Shares (approximately 0.09% of the issued share capital of the Company) under the Share Option Scheme.

In addition, pursuant to the deed of undertaking dated 21 February 2014 entered into between Templeton Strategic Emerging Markets Fund, IV, LDC (“Templeton”) and Mr. Sin, Mr. Sin shall not be liable to pay, or shall be liable to pay a reduced amount of, the relevant shortfall amount to Templeton, which held 103,888,000 Shares (approximately 7.70% of the issued share capital of the Company), if the Share price of the Company has increased to a prescribed price. For details of the aforesaid deed of undertaking, please refer to the announcement of the Company dated 24 February 2014.

Save as disclosed above, Mr. Sin 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 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 1 July 2014, 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 of Mr. Sin 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.

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 46, is an executive Director of the Company. 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 Latest Practicable Date, Mr. San holds share options to subscribe for 2,800,000 Shares (approximately 0.21% of the issued share capital of the Company) under the Share Option Scheme.

Save as disclosed above, Mr. San 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 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 1 July 2014, 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 of Mr. San 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.

ELECTION OF MR. TSANG SZE WAI CLAUDIUS AS A NON-EXECUTIVE DIRECTOR

At the AGM, the election of Mr. Tsang Sze Wai Claudius as a non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Tsang Sze Wai Claudius (曾思維), aged 38, has entered the financial services industry since 1998 and served various positions in Korean Development Bank and Chinachem Group. Mr. Tsang also managed private equity projects in Hong Kong, China, Taiwan and the United States for Lehman Brothers. Mr. Tsang first joined Templeton Asset Management Limited in 2005 and rejoined in 2008, he is a senior vice president and senior executive director, responsible for analyzing and evaluating opportunities for strategic equity investment in North Asia, including China, Hong Kong and Taiwan. Mr. Tsang currently is a non-executive Director of Real Nutraceutical Group Limited, a company listed in Hong Kong (Stock code: 2010). Mr. Tsang obtained a bachelor degree of engineering from The Chinese University of Hong Kong in 1998 and a bachelor degree of law from Tsinghua University in 2006. He is a holder of a Chartered Financial Analyst charter of the CFA Institute.

Templeton Asset Management Limited is the manager of Templeton Strategic Emerging Markets Fund IV, LDC, a Shareholder of the Company. For further information, please refer to the announcement of the Company dated 24 February 2014.

Mr. Tsang had been a director of two Hong Kong private companies for the periods from 30 September 2011 to 3 April 2013. One of their subsidiaries in Hong Kong, Hong Kong Lu You Trading Development Company Limited, was wound up by the court on 12 March 2014. For the avoidance of doubt, Mr. Tsang had never been a director of this company being wound up by the court.

Save as disclosed above, Mr. Tsang 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.

The Company has entered into a service contract with Mr. Tsang for a term of two years commencing from the date of the AGM immediately after its conclusion which may be terminated by either party giving to the other party at least three months' prior written notice. Mr. Tsang is subject to rotation and re-election at annual general meeting of the Company in accordance with the Articles. The director's remuneration of Mr. Tsang is 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, the Company considers that in relation to the election of Mr. Tsang as a non-executive Director, there are no other matters relating to the 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.

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

Hong Kong, 10 November 2014

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