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天溢（森美）控股有限公司  
**Tianyi (Summi) 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 11 November 2016.

Reference is made to the notice of annual general meeting dated 13 October 2016 (the “**AGM Notice**”) of Tianyi (Summi) 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 13 October 2016.

**RESULTS OF AGM**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that, at the annual general meeting (the “**AGM**”) held on 11 November 2016 (Friday) at 3:30 p.m. at Suites 2003 to 2004, 20/F., Tower One, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong, poll voting was adopted for all of the resolutions (the “**Resolutions**”) as set out in the AGM Notice.

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 2016.	702,872,695 (100%)	– (0%)	702,872,695
2. (a) Mr. Sin Ke be re-elected as an executive director of the Company and to authorise the board of directors of the Company to fix his remuneration.	702,872,695 (100%)	– (0%)	702,872,695
(b) Mr. San Kwan be re-elected as an executive director of the Company and to authorise the board of directors of the Company to fix his remuneration.	702,872,695 (100%)	– (0%)	702,872,695
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.	702,872,695 (100%)	– (0%)	702,872,695
4. To approve and declare the proposed final dividend of HK\$0.015 per share for the year ended 30 June 2016.	702,880,695 (100%)	– (0%)	702,880,695
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 aggregate number of shares of the Company as at the date of passing this resolution.	585,312,695 (83.27%)	117,560,000 (16.73%)	702,872,695

Ordinary Resolutions	Number of Votes (approximate %)		Total Votes
	For	Against	
6. To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the aggregate number of shares of the Company as at the date of passing this resolution.	702,880,695 (100%)	– (0%)	702,880,695
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.	585,312,695 (83.27%)	117,560,000 (16.73%)	702,872,695

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 Ordinary 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 under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- (b) The total number of shares of the Company entitling the holders to attend and abstaining from voting in favour of the Resolutions at the AGM pursuant to Rule 13.40 of the Listing Rules: 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.
- (d) No party has indicated in the circular of the Company dated 13 October 2016 that he/she/it intends to vote against or to abstain from voting on any of the Resolutions at the AGM.

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

At the AGM, the 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 55, is an executive Director, the chairman of the Board, chief executive officer of the Company 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 20 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 also 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 of which 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 572,712,145 Shares (approximately 42.49% 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 owns 11,900,000 Shares in his personal capacity (approximately 0.88% of the issued share capital of the Company) and holds share options to subscribe for 4,000,000 Shares (approximately 0.29% of the issued share capital of the Company) granted under the Share Option Scheme. Mr. Sin is also deemed to be interested in 103,888,000 Shares as he shall not be liable to pay or shall be liable to pay a reduced amount of the relevant shortfall amount to Templeton Strategic Emerging Markets Fund IV, LDC if the Share price has increased to a prescribed price. For further details, please refer to the announcement of the Company dated 24 February 2014.

Mr. Sin is the elder brother of Mr. San Kwan, another executive Director, and he is the father of Mr. San Wang, the Deputy Chief Executive Officer of the Company. 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 of the Company, substantial or controlling Shareholders 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 was 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 Rules 13.51(2)(h) to (v) of the Listing Rules.

#### **RE-ELECTION OF MR. SAN KWAN AS AN EXECUTIVE DIRECTOR**

At the AGM, the 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 48, 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 Latest Practicable Date, Mr. San holds share options to subscribe for 2,000,000 Shares (approximately 0.15% of the issued share capital of the Company) granted under the Share Option Scheme.

Mr. San is the younger brother of Mr. Sin Ke, another executive Director, the chairman of the Board and the Chief Executive Officer of the Company. He is the uncle of Mr. San Wang, the Deputy Chief Executive Officer of the Company. 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 of the Company, substantial or controlling Shareholders 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 was 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 Rules 13.51(2)(h) to (v) of the listing Rules.

By Order of the Board  
**Tianyi (Summi) Holdings Limited**  
**Sin Ke**  
*Chairman*

Hong Kong, 11 November 2016

*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. ZHUANG Xueyuan as independent non-executive Directors.*