



天溢果業控股有限公司
Tianyi Fruit Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock code: 00756)

**ANNOUNCEMENT
CHANGE IN FINANCIAL YEAR END
AND
PROPOSED AMENDMENT TO ARTICLES**

The Board wishes to announce that with effect from 1 December 2008, the financial year end date of the Company has been changed from 31 December to 30 June.

The Board further announces that the Company proposes to amend the Articles in relation to the holding of an annual general meeting. A special resolution for amending the Articles will be proposed at the EGM to be held on 29 December 2008 (Monday) at 10:00 a.m. at the conference room of the Company at Luoyang North Industry District, Quanzhou City, Fujian Province, the PRC for the Shareholders to consider, if thought fit, approving the Amendment to Articles.

CHANGE IN FINANCIAL YEAR END

The board of directors (the “Board”) of Tianyi Fruit Holdings Limited (the “Company”) wishes to announce that with effect from 1 December 2008, the financial year end date of the Company has been changed from 31 December to 30 June (the “Change”) to the effect that the current financial period of the Company ending 30 June 2009 will cover an eighteen-month period from 1 January 2008 to 30 June 2009. As a result of the Change, the coming interim financial results and annual financial results of the Company and its subsidiaries (together, the “Group”) will be released as follows:

- (a) the publication of the second interim results announcement for the twelve-month period ending 31 December 2008 and the distribution of the related interim report to the shareholders of the Company (the “Shareholders”) on or before 31 March 2009; and
- (b) the publication of the preliminary results announcement for the eighteen-month period ending 30 June 2009 and the distribution of the related annual report and audited financial statements to the Shareholders on or before 31 October 2009.

The Board considers that the Change is necessary as to better reflect and be in line with the growth cycle of fresh oranges and the production cycle of frozen concentrated orange juice - two major products of the Group which accounted for more than 90% of the total revenue of the Group for the year ended 31 December 2007. The Board believes that the financial results of the Group after adopting the Change will provide the Shareholders and potential investors a better appreciation of the actual performance of the Group. The Board confirms that the Change is in compliance with the relevant statutory requirements. The Board further considers

that there will not be any material adverse financial impact on the Group due to the Change and there is no other matter of significance which needs to be brought to the attention of the Shareholders in this regard.

The Company will hold its annual general meeting for 2008/9 on or before November 2009 to approve the audited financial statements for the period from 1 January 2008 to 30 June 2009.

PROPOSED AMENDMENT TO ARTICLES

The Board further announces that the Company proposes to make amendment (the “Amendment to Articles”) to its current Articles of Association (the “Articles”). Article 62 of the Articles specifies that the Company shall in each year hold a general meeting as its annual general meeting. The shares of the Company were first listed on the main board of The Stock Exchange of Hong Kong Limited on 10 July 2008 (the “Listing”). Considering the short period of time after the Listing, the Company will not prepare the annual audited accounts and other relevant materials to be laid before an annual general meeting to be held within 2008 for the Shareholders’ approval. The Board decides that there will not be an annual general meeting to be held in 2008. Accordingly, the Board proposes to make the Amendment to Articles as follows:

The original text of Article 62 of the Articles:

“At all times during the Relevant Period, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.”

Be replaced in its entirety by the following:

“At all times during the Relevant Period other than the year of the Company’s adoption of these Articles, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.”

EXTRAORDINARY GENERAL MEETING

An extraordinary general meeting of the Company (the “EGM”) will be held on 29 December 2008 (Monday) at 10:00 a.m. at the conference room of the Company at Luoyang North Industry District, Quanzhou City, Fujian Province, the PRC for the Shareholders to consider, if thought fit, approving and passing the Amendment to Articles as a special resolution of the Company. The notice of the EGM will be dispatched to the Shareholders as soon as practicable.

By order of the Board
Tianyi Fruit Holdings Limited
HONG HONG U
Chairperson

Hong Kong, 2 December 2008

As at the date of this announcement, the Board comprises: Mr. HONG Hong U, Mr. SIN Ke and Mr. SAN Kwan as executive directors; and Mr. TU Zongcai, Mr. ZHUANG Weidong and Mr. ZHUANG Xueyuan as independent non-executive directors.