

Monthly Return of Equity Issuer on Movements in Securities

For the month ended $(dd/mm/yyyy)$:	For the month ended (dd/mm/yyyy): 31/5/2009						
To: Hong Kong Exchanges and Clearing Limited							
Name of Issuer Tianyi Fruit Holdings Limited							
Date Submitted 04/06/2009							
I. Movements in Authorised Share Capital							
1. Ordinary Shares							
(1) Stock code : 00756 Descrip	otion: Ordinary S	Shares					
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)				
Balance at close of preceding month	3,000,000,000	0.01	30,000,000				
Increase/(decrease)	Nil		Nil				
Balance at close of the month	3,000,000,000	0.01	30,000,000				
(2) Stock code : Nil Descrip	otion:	Nil					
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)				
Balance at close of preceding month	Nil	Nil	Nil				
Increase/(decrease)	Nil		Nil				
Balance at close of the month	Nil	Nil	Nil				

Stock code : Nil De	scription:	Nil	
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	Nil	Nil	Nil
Increase/(decrease)	Nil		Nil
Balance at close of the month	Nil	Nil	Nil
3. Other Classes of Shares			
	scription :	Nil	
3. Other Classes of Shares Stock code : Nil De	No. of other classes of shares	Par value (State currency)	
	No. of other classes of shares	Par value (State	Authorised share capital
Stock code: Nil De	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)

II. Movements in Issued Share Capital

	No. of ordin	ary shares	No of preference	No. of other classes		
	(1)	(2)	shares	of shares		
Balance at close of preceding month	1,000,000,000	Nil	Nil	Nil		
Increase/ (decrease) during the month	Nil	Nil	Nil	<u>Nil</u>		
Balance at close of the month	1,000,000,000	Nil	Nil	Nil		

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Share Options (under	Share Option	Schemes of the Is	ssuer)			
Particulars of share					No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date	Movement during the month			thereto	as at close of the month	
(dd/mm/yyyy) and —					•	
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Ordinary						
Shares						
Exercise price	N 7' 1	3 T'1	NT'1	1 000 000	N T'1	20,000,000
HK\$0.75	Nil	Nil	Nil	1,000,000	Nil	38,000,000
(07/06/2008)						
Ordinary shares						-
(Note 1)						
2.						
Nil	Nil	Nil	Nil	Nil	Nil	Nil
(/ /)						
shares						
(Note 1)						
3.						
Nil	Nil	Nil	Nil	Nil	Nil	Nil
(/ /)						
shares						
(Note 1)			-			-
(11016 1)		Tot	al A. (Ordin	ary charac)	Nil	
		101				
				ence shares)	Nil	
				Other class)	Nil	
Total funds raised dur		n from exercise of				
options (State currence	cy)			Nil		

Warrants to Issue Shares of the Is Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal val nominal close of value preceding m	f du	xercised ring the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	_					
	-					
(/ /)	· ———					
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)					
2.	-					
-	-					
(/ /)		<u> </u>				-
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)					
3.	-					
	-					
(/ /)	·	<u> </u>				-
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
4.	-					
	- - ———————————————————————————————————					<u> </u>
(/ /) Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)					
		Total B.	(Ordin	nary shares)	Nil	
				ence shares)	Nil	
			(Other class)	Nil	<u>-</u>

Convertibles (i.e. Convertible i		Amount at close of preceding month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Outstanding	month	month	month		
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy))	(/ /)					
2.						
	<u> </u>					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)					
3.	,					
	<u> </u>					
	<u></u>					
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)						
4.	(/ /)					
т.						
	<u></u>					
						
Stock code (if listed)						
Class of shares						
issuable (<i>Note 1</i>) Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)		T . 1 C . (O 1)	1	NT'1	
			Total C. (Ordin	nary shares) ence shares)	Nil Nil	-
				Other class)	Nil	-

For Main Board and GEM listed issuers
Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1	-	
(/ /) shares (Note 1)		
Stidies (Note 1)		
2	-	
	-	
(/ /)		
shares (Note 1)		-
3		
	-	
shares (Note 1)		
Total D. (Ordinary shares)	Nil	
(Preference shares)	Nil	
(Other class)	Nil	

Other Movements in Issued Share Capital No. of new No. of new shares of shares of issuer issued issuer which during the may be month issued pursuant pursuant thereto thereto as at close of the month Type of Issue Class of shares issuable (*Note 1*) (/ /) At price : State currency Issue and allotment 1. Rights issue date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Class of shares issuable -(*Note 1*) (/ /) At price : State currency Issue and allotment 2. Open offer date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Class of shares issuable _ (*Note 1*) (/ /) At price : State currency Issue and allotment 3. Placing date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Class of shares issuable __ (*Note 1*) (/ /) Issue and allotment Bonus issue date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy)

For Main Board and GEM listed issuers

	Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	- J p						
			Class of shares issuable (Note 1)				
5.	Scrip dividend	At price : State currency —	Issue and allotment date: (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares repurchased (Note 1)				
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares redeemed (Note 1)				
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (Note 1)				
8.	Consideration issue	At price : State currency	Issue and allotment date: (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		

			For Main	Board	and GEM lis	
	Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
		Class of shares issuabl (Note 1)	le			
9.	Capital reorganisation	Issue and allotment date: (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		
		Class of shares issuabl	le			
10.	Other (Please specify) At price : State currency	(Note 1) Issue and allotment date: (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		
			(Ordinary s Preference s (Other	shares) Nil	<u> </u>
То	otal increase / (decrease) in ordinary shares during th	ue month (i.e. Total of A to	o E):	(1	•	Nil Nil
To	otal increase / (decrease) in preference shares during	the month (i.e. Total of A	to E):			Nil
To	otal increase / (decrease) in other classes of shares du	uring the month (i.e. Total	of A to E):			Nil

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

Remarks (if an	Remarks (if any):					
Submitted by:	Sin Ke_					
Title:	<u>Director</u>					
(Direc	etor, Secretary or other duly authorised officer)					

Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.