



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/5/2010

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Tianyi Fruit Holdings Limited
 Date Submitted 04/06/2010

I. Movements in Authorised Share Capital

1. Ordinary Shares

| | | | | |
|-------------------------------------|----------------------|------------------------|----------------------------|---|
| (1) Stock code : | <u>00756</u> | Description : | <u>Ordinary Shares</u> | |
| | | No. of ordinary shares | Par value (HKD) | Authorised share capital (HKD) |
| Balance at close of preceding month | <u>3,000,000,000</u> | <u>0.01</u> | <u>30,000,000</u> | |
| Increase/(decrease) | <u>Nil</u> | <u>Nil</u> | | |
| Balance at close of the month | <u>3,000,000,000</u> | <u>0.01</u> | <u>30,000,000</u> | |
| (2) Stock code : | <u>N/A</u> | Description : | <u>N/A</u> | |
| | | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> | |
| Increase/(decrease) | <u>N/A</u> | <u>N/A</u> | | |
| Balance at close of the month | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> | |

2. Preference Shares

| | | | |
|-------------------------------------|--------------------------|--|---|
| Stock code : | <u>Nil</u> | Description : | <u>Nil</u> |
| | No. of preference shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | <u>Nil</u> | <u>Nil</u> | <u>Nil</u> |
| Increase/(decrease) | <u>Nil</u> | | <u>Nil</u> |
| Balance at close of the month | <u>Nil</u> | <u>Nil</u> | <u>Nil</u> |

3. Other Classes of Shares

| | | | |
|-------------------------------------|--------------------------------|--|---|
| Stock code : | <u>Nil</u> | Description : | <u>Nil</u> |
| | No. of other classes of shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | <u>Nil</u> | <u>Nil</u> | <u>Nil</u> |
| Increase/(decrease) | <u>Nil</u> | | <u>Nil</u> |
| Balance at close of the month | <u>Nil</u> | <u>Nil</u> | <u>Nil</u> |

Total authorised share capital at the end of the month (*HKD*) : 30,000,000

II. Movements in Issued Share Capital

| | No. of ordinary shares | | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----|-------------------------|--------------------------------|
| | (1) | (2) | | |
| Balance at close of preceding month | 1,003,450,000 | Nil | Nil | Nil |
| Increase/ (decrease) during the month | Nil | Nil | Nil | Nil |
| Balance at close of the month | 1,003,450,000 | Nil | Nil | Nil |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during 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 |
|--|---------------------------|-----------|----------------------------|--------|--|---|
| | Granted | Exercised | Cancelled | Lapsed | | |
| <u>1. Ordinary Shares</u> | | | | | | |
| <u>Exercise price</u> | | | | | | |
| <u>HK\$0.75</u> | Nil | Nil | Nil | Nil | Nil | 7,700,000 |
| <u>(07/06/2008)</u> | | | | | | |
| <u>Ordinary shares</u> | | | | | | |
| <i>(Note 1)</i> | | | | | | |
| <u>2. Ordinary Shares</u> | | | | | | |
| <u>Exercise price</u> | | | | | | |
| <u>HK\$0.90</u> | Nil | Nil | Nil | Nil | Nil | 3,000,000 |
| <u>(07/06/2008)</u> | | | | | | |
| <u>Ordinary shares</u> | | | | | | |
| <i>(Note 1)</i> | | | | | | |
| <u>3.</u> | | | | | | |
| <u>Nil</u> | Nil | Nil | Nil | Nil | Nil | Nil |
| <u>(/ /)</u> | | | | | | |
| <u>shares</u> | | | | | | |
| <i>(Note 1)</i> | | | | | | |
| | | | Total A. (Ordinary shares) | | Nil | |
| | | | (Preference shares) | | Nil | |
| | | | (Other class) | | Nil | |
| Total funds raised during the month from exercise of options (HKD) | | | | Nil | | |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | Exercised during 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. N/A | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 2. | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 3. | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 4. | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| | | | | Total B. (Ordinary shares) | Nil | |
| | | | | (Preference shares) | Nil | |
| | | | | (Other class) | Nil | |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description | Currency of amount outstanding | Amount at close of preceding month | Converted during the 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. Convertible Bonds (Remarks) | US\$ | NIL | NIL | 22,000,000 | NIL | 77,825,000 |
| Stock code (if listed) | N/A | | | | | |
| Class of shares issuable (<i>Note 1</i>) | N/A | | | | | |
| Subscription price | HK\$2.20 | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | N/A | | | | | |
| 2. | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 3. | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 4. | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| Total C. (Ordinary shares) | | | | | Nil | |
| (Preference shares) | | | | | Nil | |
| (Other class) | | | | | Nil | |

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) | | |
| 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

| 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 |
|---------------|--------------|---------------------------------|---|--|---|
| 1. | Rights issue | At price : State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____ | (/ /) | (/ /) |
| 2. | Open offer | At price : State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____ | (/ /) | (/ /) |
| 3. | Placing | At price : State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____ | (/ /) | (/ /) |
| 4. | Bonus issue | | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment 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 |
|---------------|----------------------|---------------------------------|--|---|
| 5. | Scrip dividend | At price : State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | _____ |
| 6. | Repurchase of shares | | Class of shares repurchased _____ <i>(Note 1)</i> Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | _____ |
| 7. | Redemption of shares | | Class of shares redeemed _____ <i>(Note 1)</i> Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | _____ |
| 8. | Consideration issue | At price : State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment 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 |
|----------------------------|--|--|---|
| 9. Capital reorganisation | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 10. Other (Please specify) | At price : State currency _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| | | Total E. (Ordinary shares) | <u>Nil</u> |
| | | (Preference shares) | <u>Nil</u> |
| | | (Other class) | <u>Nil</u> |

| | | |
|---|-----|------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | <u>Nil</u> |
| | (2) | <u>Nil</u> |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | <u>Nil</u> |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | | <u>Nil</u> |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> | | |

Remarks (if any):

On 14 May 2010, the Company (as the issuer) entered into a subscription agreement dated 14 May 2010 with the Sequoia Capital China Growth Fund I, L.P., Sequoia Capital China Growth Partners Fund I, L.P. and Sequoia Capital China GF Principals Fund I, L.P. (“Subscriber”) and Mr. Sin Ke (as the warrantor), pursuant to which the Subscribers agreed to subscribe for zero coupon convertible bonds in an aggregate principal amount of US\$22,000,000 (equivalent to approximately HK\$171,215,000).

For detail, please see the announcement of the Company dated 31 May 2010.

Submitted by: Sin Ke

Title: Director
(Director, 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.*