

Monthly Return of Equity Issuer on Movements in Securities

| For the month ended (dd/mm/yyyy) : $ \\$ | 31/01/20 | 011 | | | |
|--|------------------------|----------------------------------|---|--|--|
| To: Hong Kong Exchanges and Clearing Limited | | | | | |
| Name of Issuer Tianyi Fruit Holdings Limited | | | | | |
| Date Submitted | 01/02/2011 | | | | |
| I. Movements in Authorised Share Capit | tal | | | | |
| 1. Ordinary Shares | | | | | |
| (1) Stock code: 00756 Descrip | otion: | Ordinary | Shares | | |
| | No. of ordinary shares | Par value (HKD) | Authorised share capital (HKD) | | |
| 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 : N/A Description : | | N/A | 1 | | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) | | |
| Balance at close of preceding month | N/A | N/A | N/A | | |
| Increase/(decrease) | N/A | | N/A | | |
| Balance at close of the month | N/A | N/A | N/A | | |

| Stock code : Nil Descr | ription: | 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 | | | |
| 3. Other Classes of Shares Stock code: Nil Descr | iption : | Nil | |
| | No. of other classes of shares | Nil Par value (State currency) | |
| Stock code : Nil Descr | No. of other | Par value (State | Authorised share capital |
| | No. of other classes of shares | Par value (State currency) | Authorised share capital (State currency) |

II. Movements in Issued Share Capital

| | No. of ordinary shares | | No of preference | No. of other classes | |
|--|------------------------|-----|------------------|----------------------|--|
| | (1) (2) | | shares | of shares | |
| Balance at close of preceding month | 1,020,800,000 | Nil | Nil | Nil | |
| Increase/ (decrease) during the month | Nil | Nil | Nil | Nil | |
| Balance at close of the month | 1,020,800,000 | 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 | 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 | |
| (dd/mm/yyyy) and | | WIO VEHICIII dan | ing the month | | | |
| class of shares | | | | | | |
| issuable | Granted | Exercised | Cancelled | Lapsed | | |
| 1.Ordinary | | | | | | |
| Shares | | | | | | |
| Exercise price | | | | | | |
| HK\$0.75 | | | | | | |
| (07/06/2008) | | | | | | |
| Ordinary shares | Nil | Nil | Nil | Nil | Nil | 7,500,000 |
| (Note 1) | | | | | | - |
| 2. Ordinary | | | | | | |
| Shares | | | | | | |
| Exercise price | | | | | | |
| HK\$0.90 | | | | | | |
| (07/06/2008) | | | | | | |
| Ordinary shares | Nil | Nil | Nil | Nil | Nil | Nil |
| (Note 1) | | | | | | |
| 3.Nil | | | | | | |
| | | | | | | |
| (/ /) | | | | | | |
| shares | Nil | Nil | Nil | Nil | Nil | Nil |
| (Note 1) | | | | | | |
| | | To | otal A. (Ordin | ary shares) | Nil | |
| | | | | nce shares) | Nil | |
| | | | , | Other class) | Nil | |
| Total funds raised dur | ring the month | from exercise of | ` | , | | |
| options (State currence | | | - | Nil | | |
| | | | | | | |

| Warrants to Issue Shares of the Is Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of Nominal value at nominal close of value 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 (Note 1) Subscription price EGM approval date (if applicable) | | | | | |
| (dd/mm/yyyy) 2. | (/ /) | | | | |
| | - | | | | |
| 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. | - | | | | |
| (/ /) | | | | | _ |
| Stock code (if listed) Class of shares issuable (Note 1) | | | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | |
| | Total | (Prefere | nary shares)ence shares) | Nil Nil Nil | - - |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new No. of new shares of shares of issuer which issuer issued may be issued during the month pursuant thereto as at pursuant Currency of Amount at close Converted Amount at thereto close of the amount of preceding during the close of the month Class and description outstanding month month month 1. Convertible Bonds US\$ 22,000,000 Nil 22,000,000 Nil 77,825,000 Stock code (if listed) Class of shares issuable (Note 1) N/A Subscription price HK\$2.20 EGM approval date (if applicable) (dd/mm/yyyy)) N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (/ /) (dd/mm/yyyy) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (/ /)(dd/mm/yyyy) Total C. (Ordinary shares) (Preference shares) 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) | | |
| 2. | | |
| | | |
| (/ /) shares (Note 1) | | |
| 3. | | |
| | | |
| shares (Note 1) | | |
| Total D. (Ordinary shares) | Nil | |
| (Preference shares) (Other class) | Nil Nil | |
| | | |

Other Movements in Issued Share Capital No. of new No. of new shares of shares of issuer issued issuer which may be during the 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 4. Bonus issue date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy)

For Main Board and GEM listed issuers No. of new No. of new shares of shares of issuer issued issuer which during the may be issued month 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 Scrip dividend date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Class of shares repurchased (Note 1) (/ /) Repurchase of Cancellation date: shares (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Class of shares redeemed (Note 1) (/ /) 7. Redemption of Redemption date: shares (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 listed issuers No. of new No. of new shares of shares of issuer issued issuer which during the may be issued month pursuant pursuant thereto thereto as at close of the month Type of Issue Class of shares issuable (*Note 1*) (/ /) Capital Issue and allotment reorganisation date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Class of shares issuable (*Note 1*) At price : State currency 10. Other (/ /) Issue and allotment (Please specify) date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Total E. (Ordinary shares) Nil (Preference shares) Nil Nil (Other class) Nil Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1) Nil (2) Nil Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):

Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):

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

Nil

| For Main | Dagad | 1 | CEM | 1: -4 - 4 | : |
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| Remarks (if any): | | |
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| | | |
| 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.