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Unless the context requires otherwise, the capitalised terms used in this announcement shall have the same meanings as defined in the prospectus (the "Prospectus") of the Company dated 30 June 2008.

The Stock Exchange and HKSCC take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement. Evolution Watterson is appointed as the stabilising manager, for the purpose of the International Offering. Evolution Watterson may effect transactions with a view to stabilising or maintaining the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period after the Listing Date in accordance with the Securities and Futures (Price Stabilizing) Rules made under the SFO. Should stabilising actions be effected in connection with the International Offering, they will be made at the absolute discretion of Evolution Watterson. Particulars of the intended stabilization actions are contained in the Prospectus. As at the date of this announcement, the Over-allotment Option has not been exercised.



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

(Incorporated in the Cayman Islands with limited liability)

INTERNATIONAL OFFERING

Number of the Offer Shares : 250,000,000 Shares (subject to the Over-allotment Option)

Number of the Hong Kong Offer Shares : 8,284,000 Shares (as adjusted after reallocation)

Number of International Placing Shares : 241,716,000 Shares (subject to the Over-allotment Option and as adjusted after reallocation)

Offer Price : HK\$0.63 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%

Par Value : HK\$0.01 per Offer Share

Stock Code : 00756

International Coordinator, Bookrunner, Sponsor and Lead Manager



Evolution Watterson Securities Limited

SUMMARY

The Offer Price has been determined at HK\$0.63 per Offer Share (excluding the brokerage fee of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%). After deducting the estimated listing expenses, the net proceeds of the International Offering are estimated to amount to approximately HK\$129.0 million assuming the Over-allotment Option is not exercised.

A total of 184 valid applications were received pursuant to the Hong Kong Public Offering on **WHITE** and **YELLOW** Application Forms and **White Form eIPO** for a total of 8,284,000 Offer Shares. Valid applications received pursuant to the Hong Kong Public Offering on **WHITE** and **YELLOW** Application Forms and **White Form eIPO** represent approximately 33.1% the total number of 25,000,000 Offer Shares initially available for subscription under the Hong Kong Public Offering.

The reallocation procedures as described in paragraph headed “Offer Mechanism — Basis of Allocation of Shares” in the section headed “Structure of the International Offering” in the prospectus has been applied. A total number of 16,716,000 Hong Kong Offer Shares have been reallocated from the Hong Kong Public Offering to the International Placing. As a result of the reallocation, the number of the Offer Shares allocated to the International Placing has been increased to 241,716,000 Offer Shares, representing 96.7% of the total number of Offer Shares available under International Offering (before any exercise of the Over-allotment Option). There has been no over-allocation of Shares. As at the date of this announcement, the Over-allotment Option has not been exercised.

The Offer Shares initially offered under the International Placing have been moderately over-subscribed. The number of Offer Shares allocated to places under the International Placing includes the Hong Kong Offer Shares in the number of 16,716,000 which have been reallocated from the Hong Kong Public Offering to the International Placing as described in the paragraphs above.

Share certificates for the Offer Shares allocated to wholly or partially successful applicants using **WHITE** Application Forms or **White Form eIPO** which are either not available for personal collection, or which are available but are not collected in person, are expected to be despatched by ordinary post to those entitled at their own risk on Wednesday, 9 July 2008.

Share certificates for the Offer Shares allocated to wholly or partially successful applicants using **YELLOW** Application Forms will be issued in the name of HKSCC Nominees and are expected to be deposited into CCASS for credit to their CCASS Investor Participants’ stock accounts or their designated CCASS Participants’ stock accounts at the close of business on Wednesday, 9 July 2008.

No temporary document of title is issued under the International Offering.

The results of allocations and the Hong Kong Identity Card/passport/Hong Kong Business Registration numbers of successful applicants under the Hong Kong Public Offering will be available at the times and date and in the manner specified below:

- Results of allocations for the Hong Kong Public Offering will be available from our designated results of allocations website at www.iporesults.com.hk on a 24-hour basis from 8:00 a.m. on Wednesday, 9 July 2008 to 12:00 midnight on Tuesday, 15 July 2008. The user will be required to key in the Hong Kong Identity Card/passport/Hong Kong Business Registration number provided in his/her/its application form to search for his/her/its own allocation result;
- Results of allocations will be available from our Hong Kong Public Offering allocation results telephone enquiry line. Applicants may find out whether or not their applications have been successful and the number of Hong Kong Offer Shares allocated to them, if any, by calling 2862 8669 between 9:00 a.m. and 10:00 p.m. from Wednesday, 9 July 2008 to Saturday, 12 July 2008;
- Special allocation results booklets setting out the results of allocations will be available for inspection during opening hours of individual branches and sub-branches from Wednesday, 9 July 2008 to Monday, 14 July 2008 at all the receiving bank branches and sub-branches.

Refund cheques for wholly or partially unsuccessful applications using **WHITE** or **YELLOW** Application Forms or **White Form eIPO** which are either not available for personal collection or which are available but are not collected in person are expected to be posted to the addresses of the applicants specified in the relevant Application Forms at their own risk on Wednesday, 9 July 2008.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:30 a.m. on Thursday, 10 July 2008. Shares will be traded in board lots of 4,000 Shares.

OFFER PRICE AND NET PROCEEDS FROM THE INTERNATIONAL OFFERING

The Offer Price has been determined at HK\$0.63 per Offer Share (excluding the brokerage fee of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%). After deducting the estimated listing expenses, the net proceeds of the International Offering are estimated to amount to approximately HK\$129.0 million.

APPLICATIONS RECEIVED AND ALLOCATION OF HONG KONG OFFER SHARES

A total of 25,000,000 Hong Kong Offer Shares were initially available in pool A and pool B to satisfy demand for applications made on **WHITE** and **YELLOW** Application Forms and through **White Form eIPO** service.

As valid application representing approximately 33.1% of the total number of Offer Shares initially available for subscription by the public in Hong Kong, the reallocation procedures as described in paragraph headed “Offer Mechanism — Basis of Allocation of Shares” in the section headed “Structure of the International Offering” in the prospectus has been applied. A total number of 16,716,000 Hong Kong Offer Shares have been relocated from the Hong Kong Public Offering to the International Placing. As a result of the reallocation, the number of the Offer Shares allocated to the International Placing has been increased to 241,716,000 Offer Shares, representing 96.7% of the total number of Offer Shares available under the

International Offering (before any exercise of the Over-allocation Option). There has been no over-allocation of Shares. As at the date of this announcement, the Over-allotment Option has not been exercised.

Applications not completed in accordance with the instructions set out in the Application Forms have been rejected. No multiple application or suspected multiple applications for any Hong Kong Offer Shares has been identified or rejected. No application for any Hong Kong Offer Shares has been rejected due to invalid applications. No application for any Hong Kong Offer Shares has been rejected due to bounced cheques. No application for more than 50% of the Hong Kong Public Offering initially available under the Hong Kong Public Offering (that is, more than 12,500,000 Hong Kong Offer Shares) has been identified.

The Hong Kong Offer Shares available for subscription and validly applied for on **WHITE** and **YELLOW** Application Forms and **White Form eIPO** were conditionally allocated on the basis set out in the paragraph headed “Basis of Allocation of Shares” below.

INTERNATIONAL PLACING

The Offer Shares initially offered under the International Placing have been moderately over-subscribed. The number of Offer Shares allocated to placees under the International Placing includes the Hong Kong Offer Shares in the number of 16,716,000 which have been reallocated from the Hong Kong Public Offering to the International Placing as described in the paragraphs above.

The International Placing Shares were allocated to placees who are independent of, and not connected with, any of the directors, chief executive or substantial shareholders of the Company or any of its subsidiaries, or associates of any of them. None of the Sponsor or any of the other Underwriters, or their respective associates and connected clients (as set out in Appendix 6 to the Listing Rules), has taken up any Shares for its own benefit under the International Offering. The International Placing has been conducted in compliance with the placing guidelines for equity securities as set out in Appendix 6 to the Listing Rules. None of the placees under the International Placing will become a substantial shareholder after the International Offering within the meaning of the Listing Rules.

The Directors confirm that no Offer Shares have been allocated to applicants who are connected persons of the Company as defined under the Listing Rules and the number of Shares in the hands of the public will satisfy the minimum percentage prescribed by rule 8.08 of the Listing Rules.

BASIS OF ALLOTMENT OF SHARES

Subject to the satisfaction of the conditions set out in the section headed “Structure of the International Offering” in the Prospectus, the 8,284,000 Hong Kong Offer Shares available to the valid applications made by the public on **WHITE** and **YELLOW** Application Forms or through **White Form eIPO** service will be allocated on the basis set out below:

Number of Hong Kong Offer Shares applied for	Number of valid applications	Basis of Allotment/ballot	Approximate percentage of allotment based on the total number of Hong Kong Offer Shares applied for
POOL A			
4,000	108	4,000 Shares	100.00%
8,000	24	8,000 Shares	100.00%
12,000	6	12,000 Shares	100.00%
16,000	4	16,000 Shares	100.00%
20,000	11	20,000 Shares	100.00%
28,000	3	28,000 Shares	100.00%
40,000	4	40,000 Shares	100.00%
52,000	2	52,000 Shares	100.00%
56,000	1	56,000 Shares	100.00%
80,000	2	80,000 Shares	100.00%
100,000	6	100,000 Shares	100.00%
120,000	1	120,000 Shares	100.00%
160,000	4	160,000 Shares	100.00%
180,000	1	180,000 Shares	100.00%
200,000	2	200,000 Shares	100.00%
300,000	1	300,000 Shares	100.00%
400,000	1	400,000 Shares	100.00%
600,000	1	600,000 Shares	100.00%
1,000,000	1	1,000,000 Shares	100.00%
2,500,000	<u>1</u>	2,500,000 Shares	100.00%
	<u><u>184</u></u>		
POOL B			
N/A	<u>0</u>	N/A	N/A
	<u><u>0</u></u>		

Identification Document Number (s) 證件號碼	HKPO Shares Allocated 獲配發股份	Identification Document Number (s) 證件號碼	HKPO Shares Allocated 獲配發股份	Identification Document Number (s) 證件號碼	HKPO Shares Allocated 獲配發股份	Identification Document Number (s) 證件號碼	HKPO Shares Allocated 獲配發股份
A2951560	4000						
A3185667	4000						
A7075645	4000						
A8761984	4000						
A9146620	4000						
A9712170	4000						
B1678340	4000						
C0825172	4000						
C2279124	4000						
C2778708	4000						
C3036063	4000						
C3075603							
C3489394	4000						
C4116060	4000						
C4140417	8000						
C4794875	16000						
C6384216	4000						
D1075684	4000						
D1505956	4000						
D1978277	4000						
D2271207	8000						
D2647843	4000						
D2812755	16000						
D5179085	4000						
D8559962	4000						
E3270207	8000						
E4700418	4000						
E4906490	28000						
E6051123	12000						
E8389512	8000						
E8404627	12000						
E9768371	16000						
G0156956	4000						
G057796A	4000						
G0665613	4000						
G2037490	4000						
G3912581	8000						
G407931A	4000						
G514736A	4000						
G5311224	4000						
H3715827	4000						
H3894446	4000						
K0355690	4000						
K0488348	4000						
K1002899	4000						
K3116506	8000						
K3478815	4000						
K4059352	4000						
K4911431	8000						
K655718A	4000						
K7078919	4000						
K8674434	4000						
K9343067	4000						
K9724109	4000						
P0338978	4000						
P4202396	28000						
Z0887212	4000						
Z1759893	4000						
Z1813472	8000						
Z4026005	16000						
Z4198620	4000						
Z4452012	4000						
Z4698364	4000						
Z5433046	4000						
Z648888A	20000						
Z9337416	4000						

DESPATCH/COLLECTION OF SHARE CERTIFICATES, REFUND OF APPLICATION MONIES AND PUBLICATION OF RESULTS

Share certificates for wholly or partially successful applications through **White Form eIPO** service or on **WHITE** Application Forms and refund cheques in respect of wholly or partially unsuccessful applications through **White Form eIPO** service or on **WHITE** and **YELLOW** Application Forms, without interest and together with the related brokerage fee of 1%, SFC transaction levy of 0.004% and Hong Kong Stock Exchange trading fee of 0.005% attributable to the unsuccessful applications, are expected to be despatched by ordinary post to those entitled at their own risk on Wednesday, 9 July 2008. Applicants who have applied through **White Form eIPO** service or on **WHITE** Application Forms for 1,000,000 Hong Kong Offer Shares or above and have indicated in their application forms their wish to collect their refund cheques and, where applicable, share certificates in person may do so from Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong from 9:00 a.m. to 1:00 p.m. on Wednesday, 9 July 2008. Share certificates and/or refund cheques for wholly or partially successful applicant using **White Form eIPO** service or using **WHITE** Application Forms to apply for (i) less than 1,000,000 Hong Kong Offer Shares or (ii) 1,000,000 or more Hong Kong Offer Shares but who have not opted for personal collection, or who have opted for personal collection but do not collect in person within the specified period, will be despatched by ordinary post to the addresses specified in the relevant Application Forms at the applicants’ own risk on or before Wednesday, 9 July 2008. Applicants who have applied on **YELLOW** Application Forms for 1,000,000 Hong Kong Offer Shares or above and have indicated in their application forms their wish to collect their refund cheques in person may do so from Computershare Hong Kong Investor Services Limited at the above address at the above times. Applicants being individuals who opt for personal collection must not authorise any other person to make collection on their behalf. Applicants being corporations which opt for personal collection must attend by their authorised representatives bearing letters of authorisation from their corporations stamped with the corporations’ respective chops. Both individuals and authorised representatives (if applicable) must produce, at the time of collection, evidence of identity acceptable to Computershare Hong Kong Investor Services Limited. Uncollected refund cheques and share certificates will be despatched by ordinary post at the applicants’ own risk to the addresses specified in the relevant application forms promptly thereafter. Applicants who have applied on **YELLOW** Application Forms for (i) less than 1,000,000 Hong Kong Offer Shares or (ii) 1,000,000 or more Hong Kong Offer Shares but who have not opted for personal collection, or who have opted for personal collection but do not collect in person within the specified period, will be despatched by ordinary post to the addresses specified in the relevant Application Forms at the applicants’ own risk on or before Wednesday, 9 July 2008. Share certificates will only become valid certificates of title at 8:00 a.m. on Thursday, 10 July 2008 provided that the International Offering has become unconditional in all respects and neither of the Underwriting Agreements has been terminated in accordance with its terms.

The Company will not issue any temporary documents of title in respect of the Offer Shares.

The results of allocations and the Hong Kong Identity Card/passport/Hong Kong Business Registration numbers of successful applicants under the Hong Kong Public Offering will be available at the times and date and in the manner specified below:

- Results of allocations for the Hong Kong Public Offering will be available from our designated results of allocations website at www.iporesults.com.hk on a 24-hour basis from 8:00 a.m. on Wednesday, 9 July 2008 to 12:00 midnight on Tuesday, 15 July 2008. The user will be required to key in the Hong Kong Identity Card/passport/Hong Kong Business Registration number provided in his/her/its application form to search for his/her/its own allocation result;
- Results of allocations will be available from our Hong Kong Public Offering allocation results telephone enquiry line. Applicants may find out whether or not their applications have been successful and the number of Hong Kong Offer Shares allocated to them, if any, by calling 2862 8669 between 9:00 a.m. and 10:00 p.m. from Wednesday, 9 July 2008 to Saturday, 12 July 2008;
- Special allocation results booklets setting out the results of allocations will be available for inspection during opening hours of individual branches and sub-branches from Wednesday, 9 July 2008 to Monday, 14 July 2008 at all the receiving bank branches and sub-branches set forth below:

Industrial and Commercial Bank of China (Asia) Limited

	Branch	Address
Hong Kong Island:	Queen's Road Central Branch	122–126 Queen's Road Central
	Central Branch	1/F, 9 Queen's Road Central
	Wanchai Branch	117–123 Hennessy Road, Wanchai
	Aberdeen Branch	Shop 7A, G/F, Site 1, Aberdeen Centre
	North Point Branch	G/F, 436–438 King's Road, North Point
Kowloon:	Mongkok Branch	G/F., Belgian Bank Building, 721–725 Nathan Road, Mongkok
	Shamshuipo Branch	G/F., 290 Lai Chi Kok Road, Shamshuipo
	Tsim Sha Tsui Branch	Shop 6–7, G/F., Hankow Centre, 5–15 Hankow Road, Tsimshatsui
New Territories:	Tseung Kwan O Branch	Shop Nos. 2011–2012, Level 2, Metro City, Plaza II, 8 Yan King Road, Tseung Kwan O
	Yuen Long Branch	G/F., 197–199 Castle Peak Road, Yuen Long
	Kwai Fong Branch	C63A–C66, 2/F, Kwai Chung Plaza, Kwai Fong
	Tai Po Branch	9 Kwong Fuk Road, Tai Po

DEPOSIT OF SHARE CERTIFICATES INTO CCASS

If you applied for Hong Kong Offer Shares using a **YELLOW** Application Form and your application is wholly or partially successfully, your Share certificates will be issued in the name of HKSCC Nominees Limited and deposited into CCASS for credit to your investor participant stock account or the stock account of your designated CCASS participant as

instructed by you in your Application Form at the close of business on Wednesday, 9 July 2008, or under certain contingent situations, on any other date as shall be determined by HKSCC or HKSCC Nominees Limited.

If you applied through a designated CCASS participant (other than a CCASS investor participant), for Hong Kong Offer Shares credited to the stock account of your designated CCASS participant (other than a CCASS investor participant), you can check the number of Hong Kong Offer Shares allotted to you with that CCASS participant.

If you are applying as a CCASS investor participant, you should check the announcement published herein and report any discrepancies to HKSCC before 5:00 p.m. on Wednesday, 9 July 2008 or such other date as shall be determined by HKSCC or HKSCC Nominees Limited.

Immediately after the credit of the Hong Kong Offer Shares to your stock account, you can check your new account balance via the CCASS Phone System and CCASS Internet System (under the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time). HKSCC will also make available to you an Activity Statement showing the number of Hong Kong Offer Shares credited to your stock account.

SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS

If the Stock Exchange grants the listing of, and permission to deal in, the Shares and the Company complies with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or any other date HKSCC chooses. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All necessary arrangements have been made for the Shares to be admitted into CCASS. Investors should seek the advice of their stockbroker or other professional adviser for details of the settlement arrangements as such arrangements will affect their rights and interests.

COMMENCEMENT OF DEALINGS

Dealings in the Shares on the Stock Exchange are expected to commence at 9:30 a.m. on Thursday, 10 July 2008. Shares will be traded in board lots of 4,000 Shares.

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

Hong Kong, Wednesday, 9 July 2008.

As at the date of this announcement, the executive Directors are Mr. HONG Hong U, Mr. SIN Ke and Mr. SAN Kwan, the independent non-executive Directors are Mr. TU Zongcai, Mr. ZHUANG Weidong and Mr. ZHUANG Xueyuan