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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)

HIGH CONCENTRATION OF SHAREHOLDING

This announcement is made at the request of the Stock Exchange.

The Board has recently been informed by the Stock Exchange on the basis of information provided by the SFC that there was a concentration of Shares in the hands of a relatively small number of shareholders as at 17 July 2008. **In view of the high concentration of shareholding in a small number of shareholders, holders of the securities of the Company and potential investors should be aware that the price of the Shares could fluctuate substantially even with a small number of Shares traded. Holders of the securities of the Company and potential investors are therefore advised to exercise caution when dealing in the securities of the Company.**

This announcement is made at the request of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

THE COMPANY’S LISTING, SHARE PRICES AND SHAREHOLDINGS

The board (the “**Board**”) of directors (the “**Directors**”) of Tianyi Fruit Holdings Limited (the “**Company**”) was informed by the Stock Exchange that based on the information provided by the Securities and Futures Commission of Hong Kong (the “**SFC**”):

- (A) The Company was listed on the Main Board of the Stock Exchange on 10 July 2008. The offer price was determined at HK\$0.63 per share of the Company (the “**Shares**”) (i.e. the lower bound of the offer price range). The Hong Kong Public Offering (as defined in the Company’s prospectus dated 30 June 2008) was approximately 33.1% subscribed and the remaining portion was reallocated to the International Placing (as defined in the Company’s prospectus dated 30 June 2008). There was no over-allocation of Shares.

(B) The price of the Company's Shares surged 11.1% from the initial offer price of HK\$0.63 to close at HK\$0.70 on 10 July 2008 and further surged another 32.9% to close at HK\$0.93 on 11 July 2008. Since then, the Shares were largely traded at HK\$0.80 or above, which was approximately 27% higher than the initial offer price. Turnover of the Shares has declined sharply since 10 July 2008.

(C) As at the close of business of 17 July 2008,

- (i) eight entities held in aggregate 213,144,000 Shares, representing approximately 21.31% of the issued share capital of the Company;
- (ii) the holdings of the above eight entities, together with those held by the Company's controlling shareholder, namely Key Wise Group Limited, and the Pre-IPO Investors (as defined in the Company's prospectus dated 30 June 2008), represented 963,144,000 Shares (approximately 96.31% of the issued share capital of the Company); and
- (iii) 36,856,000 Shares, representing approximately 3.69% of the issued share capital of the Company, were held in the hands of other small investors.

The Directors wish to clarify that as the above information is provided by the SFC and, save for the initial offer price and the respective closing prices of the Shares as at 10 July 2008 and 11 July 2008 mentioned above, the Company is not in a position to verify or comment on the accuracy of such information.

To the best knowledge of the Directors and based on the existing information available to the Directors, the Directors confirm that those eight entities mentioned in paragraph (C)(i) above were not as at 17 July 2008 and are not as at the date of this announcement (a) connected persons of the Company or (b) related to/connected with each other and/or any of the connected persons of the Company.

PUBLIC FLOAT

Based on the information available and to the best knowledge of the Directors, as at 17 July 2008 and as at the date of this announcement, Key Wise Group Limited and the Pre-IPO Investors held and hold 750,000,000 Shares in total, representing 75% of the issued share capital of the Company.

The Directors believe that to the best of their knowledge and belief based on the information available to them, not less than 25% of the issued share capital of the Company is held in public hands and the Company is able to comply with the public float requirement under the Listing Rules.

The Company makes this announcement to keep the market informed at the request of the Stock Exchange. **In view of the high concentration of shareholding in a small number of shareholders, holders of the securities of the Company and potential investors should be aware that the price of the Shares could fluctuate substantially even with a small number of Shares traded. Holders of the securities of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.**

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

Hong Kong, 12 August 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.