



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)

Proxy form for use by shareholders at the extraordinary general meeting
to be held on 29 December 2008

I/We (note 1) _____
of _____

being the registered holder(s) of _____ shares of HK\$0.01
each (note 2) in the capital of Tianyi Fruit Holdings Limited (the "Company") hereby appoint _____

of _____
or failing him, the Chairman of the extraordinary general meeting, to act as my/our proxy (note 3) at the extraordinary general meeting of the Company to be held at the conference room of the Company at Luoyang North Industry District, Quanzhou City, Fujian Province, the PRC at 10:00 a.m. on 29 December 2008 (Monday), and at any adjournment thereof and to vote on my/our behalf as hereunder indicated or, if no such indication is given, as my/our proxy(ies) thinks fit.

	Special Resolution (note 4)	FOR (note 5)	AGAINST (note 5)
1.	To approve the amendment to the articles of association of the Company		

Shareholder's signature: _____

Date: _____ 2008

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS** as set out in the register of members of the Company. The name of all joint registered holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s) (whether alone or jointly with others).
3. A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the meeting as your proxy, please delete the words "the Chairman of the extraordinary general meeting" and insert the name and address of the person to be appointed as your proxy in the space provided.
4. For the full text of the resolution, please refer to the accompanying notice of extraordinary general meeting of the Company.
5. If you wish to vote for the resolution set out above, please tick ("√") the appropriate box marked "For". If you wish to vote against the resolution, please tick ("√") the appropriate box marked "Against". If the form returned is duly signed but without specific direction on the proposed resolution, the proxy is entitled to vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy is entitled, in relation to that particular proposed resolution, to vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
6. In the case of joint registered holders of any shares, this form of proxy may be signed by any one joint registered holder, but if more than one joint registered holder is present at the meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant joint holding shall, to the exclusion of other joint holders, be entitled to vote in respect thereof.
7. The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the branch share registrars of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Suite 1806, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
8. Any alteration made to this form should be initialled by the person who signs the form.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof if you wish.