



香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/01/2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Tianyi Fruit Holdings Limited

Date Submitted 01/02/2011

#### 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>	<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>	<u>N/A</u>
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>	<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>	<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**



## 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	US\$	22,000,000	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 _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	_____
6.	Repurchase of shares		Class of shares repurchased (Note 1) _____ Cancellation date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	_____
7.	Redemption of shares		Class of shares redeemed (Note 1) _____ Redemption date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	_____
8.	Consideration issue	At price : State currency _____	Class of shares issuable _____ (Note 1) 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)	Nil
		(Preference shares)	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):		Nil
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		Nil

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

