
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tianyi Fruit Holdings Limited (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening an extraordinary general meeting of the Company to be held on 21 December 2011 (Wednesday) at 10:00 a.m. at Suite 2311, Tower One, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong is set out on pages 5 to 6 of this circular. Whether or not you are able to attend and vote at the extraordinary general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the extraordinary general meeting or any adjournment thereof (as the case maybe). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the extraordinary general meeting or any adjourned meeting thereof should you so desire.

28 November 2011

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Announcement”	the announcement of the Company dated 16 November 2011 in relation to the Change of Company Name;
“Board”	the board of Directors;
“Change of Company Name”	the proposed change of the English name of the Company from “Tianyi Fruit Holdings Limited” to “China Tianyi Holdings Limited” and the Chinese name of the Company from “天溢果業控股有限公司” to “中國天溢控股有限公司”;
“Company”	Tianyi Fruit Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange (Stock Code: 00756);
“Director(s)”	the director or directors of the Company;
“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and approve the Change of Company Name;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Notice of EGM”	The notice convening the EGM as set out on pages 5 to 6 of this circular;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Special Resolution”	the proposed special resolution on the Change of Company Name as referred to in the Notice of EGM;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Sin Ke
Mr. San Kwan

Independent non-executive Directors:

Mr. Zhuang Xueyuan
Mr. Zhuang Weidong
Mr. Zeng Jianzhong

Registered Office:

Clifton House
75 Fort Street
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Head office and Principal

Place of Business in Hong Kong:
Suite 2311
Tower One, Times Square,
1 Matheson Street, Causeway Bay,
Hong Kong

28 November 2011

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement in relation to the Change of Company Name. The purpose of this circular is to provide you with the information relating to the Special Resolution and to give you the notice convening the EGM.

LETTER FROM THE BOARD

CHANGE OF NAME OF THE COMPANY

Proposed Change of Company Name

The Board proposes to change the English name of the Company from “Tianyi Fruit Holdings Limited” to “China Tianyi Holdings Limited” and the Chinese name of the Company from “天溢果業控股有限公司” to “中國天溢控股有限公司”.

Conditions of the Change of Company Name

The proposed Change of Company Name is subject to (a) the passing of the Special Resolution by the Shareholders at the EGM; and (b) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

The relevant filing with the Registrar of Companies in the Cayman Islands will be made after the passing of the Special Resolution at the EGM.

The Change of Company Name will take effect from the date on which the new names of the Company are entered in the register by the Registrar of Companies in the Cayman Islands. Thereafter, the Company will carry out any necessary filing procedures with the Registrar of Companies in Hong Kong as required under the applicable laws, rules and regulations of Hong Kong.

Reasons for the Change of Company Name

The Board considers that the Change of Company Name will provide the Company with a new corporate image emphasizing the operation of the Group in China and the nature of the Company as a holding company.

The Board believes that the new company name can provide the Company with a fresh identity and image which will benefit the Group’s future business development and is in the interest of the Company and Shareholders as a whole.

Effects on the Change of Company Name

The proposed Change of Company Name (upon taken effect) will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the Company’s existing names shall continue to be evidence of the title and valid for trading, settlement, registration and delivery for the same number of Shares in the new names of the Company. There will not be any arrangements for free exchange of existing share certificates for new share certificates under the new names of the Company.

Further announcement will be made by the Company to inform the Shareholders of the results of the EGM, the effective dates of the Change of Company Name and the new stock short name of the Shares.

LETTER FROM THE BOARD

EGM

The Change of Company Name is subject to, among other matters, the approval of the Shareholders at the EGM. The Special Resolution will be voted by way of poll at the EGM. To the best of the Directors' knowledge, none of the Shareholders has a material interest in the Change of Company Name and is required to abstain from voting at the EGM.

A notice convening the EGM to be held on 21 December 2011 (Wednesday) at 10:00 a.m. at Suite 2311, Tower One, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong is set out on pages 5 to 6 of this circular for the purpose of considering and, if thought fit, passing the Special Resolution set out therein.

Under Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the EGM must be taken by poll.

You will find enclosed a proxy form for use at the EGM. Whether or not you are able to attend and vote at the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM, or any adjournment thereof, should you so desire.

RECOMMENDATION

The Board considers that the Change of Company Name is in the interests of the Company and the Shareholders as a whole, and therefore recommends the Shareholders to vote in favour of the Special Resolution at the EGM.

By order of the Board
Tianyi Fruit Holdings Limited
Sin Ke
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Tianyi Fruit Holdings Limited (the “Company”) will be held on 21 December 2011 (Wednesday) at 10:00 a.m. at Suite 2311, Tower One, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be and is hereby changed from “Tianyi Fruit Holdings Limited” to “China Tianyi Holdings Limited” and the Chinese name of the Company from “天溢果業控股有限公司” to “中國天溢控股有限公司” with effect from the date of entry of the new names of the Company on the register maintained by the Registrar of Companies in the Cayman Islands, and that the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of the English name and the Chinese name of the Company.”

By order of the Board
Tianyi Fruit Holdings Limited
Sin Ke
Chairman

Hong Kong, 28 November 2011

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares in the Company may appoint more than one proxy to represent him/her and vote on his/her behalf at the EGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. Voting at the EGM shall be taken by poll.
4. To be valid, the instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the EGM or any adjournment thereof in cases where the EGM was originally held within 12 months from such date.
6. Where there are joint holders of any shares, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
7. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.