



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

For the month ended (dd/mm/yyyy) : 31/03/2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Tianyi Holdings Limited  
*(formerly known as Tianyi Fruit Holdings Limited)*  
 Date Submitted 05/04/2012

#### 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>
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>
Increase/(decrease)		<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>

## 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**

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>1,204,672,727</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Increase/ (decrease) during the month	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Balance at close of the month	<u>1,204,672,727</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during 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
	Granted	Exercised	Cancelled	Lapsed		
1. Ordinary Shares Exercise price HK\$0.75 (07/06/2008) Ordinary shares (Note 1)	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>14,100,000</u>
2. Ordinary Shares Exercise price HK\$0.90 (07/06/2008) Ordinary shares (Note 1)	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>4,000,000</u>
3. Nil   ( / / ) shares (Note 1)	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
			Total A. (Ordinary shares)		<u>Nil</u>	
			(Preference shares)		<u>Nil</u>	
			(Other class)		<u>Nil</u>	
Total funds raised during the month from exercise of options (State currency)				<u>Nil</u>		

## 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)	( / / )  ( / / )	_____ _____

				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		
Type of Issue							
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	<p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>		
10. Other (Please specify)	<p>At price : State currency</p> <p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>		
		Total E. (Ordinary shares)	<u>Nil</u>
		(Preference shares)	<u>Nil</u>
		(Other class)	<u>Nil</u>

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>Nil</u>
	(2)	<u>Nil</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>Nil</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>Nil</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

