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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)

**CHANGE OF AUDITOR
AND
APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

CHANGE OF AUDITOR

The Board announces that KPMG ceased to act as auditor of the Company with effect from 13 December 2011. The Board confirmed that following the cessation of KPMG as auditor of the Company, SHINEWING (HK) CPA Limited had been appointed as auditor of the Company with effect from 13 December 2011 to fill the casual vacancy, and to hold office until the conclusion of the forthcoming annual general meeting of the Company.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Liao Yuang-whang has been appointed as a non-executive Director with effect from 13 December 2011.

CHANGE OF AUDITOR

The board (the “**Board**”) of directors (the “**Directors**”) of Tianyi Fruit Holdings Limited (the “**Company**”), hereby announces that KPMG ceased to act as auditor of the Company with effect from 13 December 2011.

The Board confirmed that following the cessation of KPMG as auditor of the Company, SHINEWING (HK) CPA Limited had been appointed as auditor of the Company with effect from 13 December 2011 to fill the casual vacancy and to hold office until the conclusion of the forthcoming annual general meeting of the Company.

The change of auditor is a commercial decision of the Company taking into account the better terms of engagement offered by SHINEWING (HK) CPA Limited regarding the audit services for the Company and its subsidiaries for the financial year ending 30 June 2012.

Both the Board and KPMG confirmed that there are no matters in respect of the change of auditor that they considered should be brought to the attention of the shareholders of the Company.

The Board would like to take the opportunity to thank KPMG for their professional services and support in the past years.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Board is also pleased to announce that Mr. Liao Yuang-whang (“**Mr. Liao**”) has been appointed as a non-executive Director with effect from 13 December 2011.

Mr. Liao, aged 42, is an executive director and chief financial officer of China LotSynergy Holdings Limited, a company listed in Hong Kong (Stock code: 08161). Mr. Liao is also a non-executive director of Samson Holding Ltd. (“Samson Holding”), a company listed in Hong Kong (Stock code: 00531). He had been the director of investor relations of Samson Holding and the vice-president and chief financial officer of a subsidiary of Samson Holding from September 2003 to September 2007. He had also been a director of Citicorp Capital Asia Limited from February 2002 to May 2003. Mr. Liao obtained a Bachelor degree in Management from National Chiao Tung University in 1991 and a Degree of Master of Philosophy from Cambridge University in 2000.

Owing to Mr. Liao’s experience in finance and holding of various positions in companies listed in Hong Kong, Mr. Liao will also act as an advisor to the Board on corporate governance matters and Hong Kong capital market.

Save as disclosed above, Mr. Liao does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Liao does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Mr. Liao has entered into a director’s service agreement with the Company for a term of one year commencing on 13 December 2011 subject to rotation and re-election at annual general meeting of the Company in accordance with the articles of association of the Company. The director’s remuneration of Mr. Liao is HK\$480,000 per annum (including the remuneration to be paid by the Group for all other positions to be appointed by the Group and assumed by Mr. Liao) which is determined with reference to his duties and responsibilities within the Group.

Save as disclosed above, there are no other matters relating to the appointment that need to be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Board would like to express its warm welcome to Mr. Liao to join the Board.

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

Hong Kong, 13 December 2011

As at the date of this announcement, the Board comprises: Mr. SIN Ke and Mr. SAN Kwan as executive Directors; Mr. LIAO Yuang-whang as non-executive Director; and Mr. ZENG Jianzhong, Mr. ZHUANG Weidong and Mr. ZHUANG Xueyuan as independent non-executive Directors.