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VITOP BIOENERGY HOLDINGS LIMITED

(天 年 生 物 控 股 有 限 公 司)*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1178)

MAJOR ACQUISITION AND CONTINUED SUSPENSION OF TRADING

MAJOR ACQUISITION

Reference is made to the announcement issued by Vitop Bioenergy Holdings Limited (the “**Company**”) on 2 August 2011.

On 2 August 2011 (after the trading hours in the morning session), the Company entered into an agreement for the acquisition of 90% shareholding (the “**Acquisition**”) in a company called Express Time Enterprises Limited (the “**Target Company**”) at the consideration of HK\$108,500,000 (the “**Consideration**”). The Target Company together with its direct and indirect subsidiaries (the “**Target Group**”) will, before completion of the Acquisition, own a piece of land in mainland China with a value of approximately RMB136,000,000. The principal businesses of the Target Group are (i) real estate development; (ii) operation of wholesale market and organization of products expositions; and (iii) property leasing and management.

As the applicable ratios in relation to the Acquisition exceed 25% but are less than 100%, the Acquisition will constitute a major acquisition of the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Part of the Consideration will be satisfied by way of the Company’s issuing 300,000,000 new shares of HK\$0.025 each at the issue price of HK\$0.185 per share (the “**Consideration Shares**”). The Company will seek to obtain a specific mandate from its shareholders at an extraordinary general meeting to be convened for the allotment and issuance of the Consideration Shares. The remaining balance of the Consideration in the sum of HK\$53,000,000 will be paid by cash.

* *For identification purpose only*

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares (stock code: 1178) of the Company has been suspended with effect from 1:30 pm on 2 August 2011. Trading in the shares of the Company will remain suspended pending the release of an announcement with further details of the Acquisition in compliance with the requirements of the Listing Rules.

By Order of the Board
Vitop Bioenergy Holdings Limited
Han Xiaoyue
Joint Chairman

Hong Kong, 5 August 2011

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Han Qingyun as chairman; Dr. Han Xiaoyue as joint chairman; Mr. Xu Nian Chun, Ms. Guo Yan Ni and Mr. Long Minfei as executive directors; and Ms. Zhu Jing Hua, Mr. Zhang Min and Mr. Li Xinzhong as independent non-executive directors.