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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)

DISCLOSEABLE TRANSACTION SUBSCRIPTION FOR SHARES IN GLOBAL TRADE CENTER HOLDINGS CO. LIMITED ISSUE OF CONSIDERATION SHARES

Subscription

The Board is pleased to announce that the Company entered into the Agreement on 31 May 2011 for the subscription of approximately 9.09% shareholding (as enlarged by the Subscription) in the Target Company, a company established to carry out the business of integrated international trade service.

The Subscription constitutes a discloseable and a share transaction for the Company under Chapter 14 of the Listing Rules.

Subscription of new shares in Global Trade Center Holdings Co. Limited

The Board is pleased to announce that the Company entered into the Agreement on 31 May 2011 for the subscription of approximately 9.09% shareholding (as enlarged by the Subscription) in the Target Company, a company established to carry out the business of integrated international trade service.

Summary of the Agreement:—

Date of Agreement: 31 May 2011

Parties to the Agreement: the Company (as subscriber)
the Target Company (as issuer)

The principal activities of the Company and its subsidiaries are investment holding and manufacturing and trading of bio-energy products, healthcare food products, multi-functional water generators and other healthcare products in the PRC.

* For identification purpose only

The Target Company is a company incorporated with limited liability in Hong Kong and its principal activity is to carry out the business of integrated international trade service.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiry, the Target Company and its ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

Subject Matter:

The Company has agreed to subscribe for 10,000,000 new shares of HK\$1.00 each to be issued by the Target Company at the consideration of HK\$23,340,000. Such new shares shall, at completion of the Subscription, be issued to a wholly-owned subsidiary of the Company.

The Target Company is a company incorporated with limited liability in Hong Kong and as at the date hereof, it has an issued share capital of HK\$100,000,000 divided into 100,000,000 shares of HK\$1.00 each.

The Target Company is carrying out the business of integrated international trade service. It provides trading platforms of commodities for manufacturers and ultimate purchasers. The Target Company is planning to invest US\$200 million to convert an aircraft manufacturing plant situated at Long Beach, California into a trade centre for the purpose of providing manufacturers to exhibit their products while at the same time attracting professional service providers to provide one-stop services on trade finance, products development, electronic commerce, warehouse logistics and sea customs clearance. It is expected that by using the trading platforms provided by the Target Company, manufacturers can save their administrative costs and thereby increase their profit margin.

Based on the latest management accounts of the Target Company, as at 30 April 2011, the value of total assets of the Target Company was US\$10,788,639 (equivalent to approximately HK\$83,935,611) and the value of total assets of the Target Company attributable to the 9.09% shareholding was approximately US\$980,687 (equivalent to approximately HK\$7,629,745). From 11 November 2010 (the date of incorporation of the Target Company) to 30 April 2011, the Target Company recorded a revenue of US\$1,737,100 (equivalent to approximately HK\$13,514,638) and a loss of US\$2,089,971 (equivalent to approximately HK\$16,259,974). Accordingly, the revenue and the loss of the Target Company for the aforesaid period attributable to approximately 9.09% of its shareholding were approximately US\$157,902 (equivalent to approximately HK\$1,228,478) and approximately US\$189,978 (equivalent to approximately HK\$1,478,029) respectively. The Company has not made any further capital commitment on the Target Company.

Conditions Precedent:

Completion of the Subscription is conditional upon:

- (i) the Company is satisfied with the result of the due diligence review conducted on the Target Company;
- (ii) the warranties given by the Target Company in the Agreement remain true, accurate and complete in all material respects;
- (iii) the listing committee of the Stock Exchange granting the listing of, and permission to deal in, the Consideration Shares;

- (iv) all necessary consents and approvals required to be obtained on the party of the Target Company in respect of the Agreement and the transactions contemplated thereby having been obtained; and
- (v) if the Company conducts any fund-raising activity by way of rights issue or open offer before the Long Stop Date, the completion of such fund-raising activity.

The Company may at any time waive the above conditions (except condition (iii)).

If any of the conditions precedent is not satisfied or waived on or before 19 November 2011, the Agreement shall be terminated and the parties to the Agreement shall then have no claim against each other, save for any antecedent breaches.

Payment of Consideration: The Consideration will be satisfied by the Company's issue of 93,360,000 Consideration Shares to the Target Company at the issue price of HK\$0.25 per Consideration Share.

The Board has carefully analyzed the business of integrated international trading and considered that the business of integrated international trading has good potential of profitability. So the consideration was determined on the basis of the potentially strong earning capability of the Target Company in which the Board is confident and after arm's length negotiations between the parties to the Agreement.

Upon completion of the Subscription, the shareholding of the Target Company will be held as to approximately 9.09% by a wholly-owned subsidiary of the Company and therefore the Target Company will not become a subsidiary of the Company. Accordingly, the results of the Target Company will not be consolidated into the Company's account upon completion of the Subscription.

The Company confirms that there is no other acquisition or transactions in relation to the Target Company and/or its ultimate beneficial owners which shall be aggregated with the Subscription in accordance with Rule 14.22 of the Listing Rules.

Consideration Shares

The 93,360,000 Consideration Shares will be allotted and issued under the General Mandate. As at the date of this announcement, the General Mandate which was granted to the Directors for allotment and issue of up to 176,557,192 new Shares has not been utilized. After the allotment and issue of the Consideration Shares, the Directors may still allot and issue up to 83,197,192 new Shares under the General Mandate.

The issue price of HK\$0.25 per Consideration Share represents:

- (a) a discount of approximately 48.98% to the closing price of HK\$0.49 per Share as quoted on the Stock Exchange's daily quotation sheet on 30 May 2011, being the Last Trading Day;
- (b) a discount of approximately 43.69% to the average closing price of HK\$0.444 per Share as quoted on the Stock Exchange's daily quotation sheets for last five consecutive trading days immediately preceding the Last Trading Day.

Having considered the commercial benefits which will be gained by the Company pursuant to the Subscription, namely the opportunity for the Company to enter into the business of providing integrated international trade service, being an area of business which the Board believes to be of great growth potential, and after arm's length negotiations between the Company and the Target Company, the Board considers that issue price of the Consideration Shares is fair and reasonable.

The Consideration Shares to be allotted and issued represent approximately 10.58% of the existing issued share capital of the Company and approximately 9.56% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares. The Consideration Shares, when allotted and issued, will rank pari passu in all respects with each other and with the Shares in issue on the date of allotment and issue of the Consideration Shares. There is no restriction on the subsequent sale of the Consideration Shares by the Target Company.

An application will be made to the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares.

Effect on Shareholding Structure

The shareholding structures of the Company as at the date of this announcement and immediately after completion of the Acquisition are shown as follows:

Name of Shareholder	Existing shareholding as at the date of this announcement		Immediately after completion of the Acquisition	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Han Qingyun (<i>Note 1</i>)	200,000,000	22.66	200,000,000	20.49
Han Xiaoyue (<i>Note 2</i>)	3,805,112	0.43	3,805,112	0.39
Wang Jing	66,800,000	7.57	66,800,000	6.84
Chen Henglong (<i>Note 3</i>)	52,200,000	5.91	52,200,000	5.35
Target Company	—	—	93,360,000	9.56
Public Shareholders	559,980,849	63.43	559,980,849	57.37
Total	<u>882,785,961</u>	<u>100.00</u>	<u>976,145,961</u>	<u>100.00</u>

Note:

1. Mr. Han Qingyun is an executive director and the chairman of the Company. Out of the 200,000,000 Shares, 181,843,836 Shares are held by Wide Cosmos International Holdings Company Limited, which is beneficially owned by Mr. Han Qingyun. The remaining 18,156,164 Shares are held by Mr. Han Qingyun personally.
2. These 3,805,112 shares are owned by Portton Investments Limited, which is beneficially owned by Dr. Han Xiaoyue and Mr. Wang Jiandong as to 66.67% and 33.33% respectively. Dr. Han Xiaoyue is an executive director and the chairman of the Company.
3. Mr. Chen Henglong is an executive director of the Company.

Reasons for the Acquisition

The Group is principally engaged in the manufacturing and trading of bio-energy products, healthcare food products, multi-functional water generators and other healthcare products in the PRC. As apart of its strategy, the Group has been constantly appraising opportunities in attractive businesses. The Board is of the view that the Subscription is a good opportunity for the Group to increase its cashflow by taking the leverage on the earning potential of the Target Company in the business of providing integrated international trade service and to diversify the businesses of the Group and broaden its income base so that it will not unduly rely on the business in trading of health care products and thus the business risk of the Group in the event of market downturn can be reduced. Therefore, the Board believes that the Subscription will be beneficial to the Company and its Shareholders as a whole

After exercise of due care and diligence, the Board considers that the terms and conditions of Agreement are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

General

The Target Company and its ultimate beneficial owners are not parties acting in concert with any of the substantial Shareholders or Directors.

The Subscription pursuant to the Agreement constitutes a discloseable and a share transaction for the Company under Chapter 14 of the Listing Rules.

Definitions

In this announcement, unless the context otherwise requires, the following expressions shall have the meanings set out below:

“Agreement “	the agreement for the Subscription entered into between the Company as subscriber and the Target Company as issuer dated 31 May 2011
“Board”	the board of Directors
“Company”	Vitop Bioenergy Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the main board of the Stock Exchange
“Consideration”	HK\$23,340,000 (Hong Kong dollars Twenty-Three Million and Three Hundred and Forty Thousand)
“Consideration Shares”	93,360,000 new Shares to be allotted and issued to the Target Company to satisfy the Consideration
“Directors”	the directors of the Company
“General Mandate”	the general mandate to allot and issue Shares granted to the Directors by a resolution passed by the Shareholders at the annual general meeting of the Company held on 20 December 2010
“Group”	the Company and its subsidiaries

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Last Trading Day”	the last trading day before the Agreement is signed
“PRC”	the People’s Republic of China
“Shares”	ordinary shares of HK\$0.025 each in the issued share capital of the Company
“Shareholders”	the holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription of 10,000,000 ordinary shares of HK\$1.00 each in the Target Company pursuant to the Agreement
“Target Company”	Global Trade Center Holdings Co. Limited, a company incorporated with limited liability in Hong Kong
“%”	per cent.

For the purpose of this announcement, unless otherwise indicated, the exchange rate of US\$1.00= HK\$7.78 has been used for currency translation, where applicable. Such exchange rate is for illustration purpose only and does not constitute a representation that any amount in HK\$ or US\$ have been, could have been or may be converted at such or any other rates or at all.

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

Hong Kong, 31 May 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. Chen Henglong, Mr. Xu Nian Chun, Ms. Guo Yan Ni and Mr. Long Ming Fei as executive directors; and Ms. Zhu Jing Hua, Mr. Zhang Wen and Mr. Li Xinzhong as independent non-executive directors.