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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)

FURTHER DELAY IN COMPLETION OF DISCLOSEABLE TRANSACTION

This announcement is made pursuant to the disclosure obligations of the Company under Rule 14.36 of the Listing Rules.

The Board would like to announce that the parties to the Agreement had further postponed the completion of the Acquisition to 30 November 2009.

Reference is made to the announcement issued by the Company on 13 March 2008 in relation to the acquisition of 18% shareholding in Skyflying Da Zhong Hua Cigarette Limited, the circular dated 1 April 2008 (the “**Circular**”), the announcement related to, inter alia, material delay in completion of the Acquisition dated 18 September 2008 (“**1st Delay Announcement**”) and the announcement related to further delay in completion of the Acquisition dated 16 January 2009 (“**2nd Delay Announcement**”). Terms defined in the Circular shall have the same meanings when used herein, unless the context otherwise requires.

As at the date of this announcement, the Acquisition has not yet completed and (i) the Company has not yet paid the cash portion of HK\$5,600,000 of the second installment of HK\$10,600,000; and (ii) the Company has not yet decided whether to settle the portion of HK\$5,000,000 as remaining part of the second installment by cash or by issuing 17,143,000 new Shares to the Vendor.

The completion of the Acquisition was originally agreed to be on or before 31 May 2008 and was subsequently postponed and further postponed to a date on or before 31 May 2009 for reasons stated in the 1st Delay Announcement and the 2nd Delay Announcement. However, as the Company has still not decided whether to issue new Shares as part of the second installment payment, the Company and the Vendor have agreed that completion of the Acquisition shall be further postponed to 30 November 2009. The parties to the Agreement agreed that they will not have any claim against each other for the further postponement of the completion date.

* For identification purpose only

The further postponement of the completion of the Acquisition has constituted a material delay under Rule 14.36 of the Listing Rules. If there is any further material variation of the terms of the Acquisition, the Company will issue a further announcement as soon as practicable as and when the circumstances required for compliance with the requirements under the Listing Rules.

By order of the Board of
VITOP BIOENERGY HOLDINGS LIMITED
Han Qingyun
Chairman

Hong Kong, 5 June 2009

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. Zhang He, Mr. Chen Henglong, Mr. Xu Nian Chun, Ms. Guo Yan Ni and Mr. Long Minfei as executive directors; Mr. Chan Yuk Tong as non-executive director; and Ms. Zhu Jing Hua, Mr. Zhang Wen and Mr. Li Xinzhong as independent non-executive directors.