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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)

**VARIATION TO TERMS FOR MAJOR TRANSACTION
AND
FURTHER DELAY IN DESPATCH OF CIRCULAR FOR
MAJOR TRANSACTION**

VARIATION TO TERMS FOR MAJOR TRANSACTION

On 30 December 2013 (after trading hours), the Company and the Vendor have entered into the Fourth Supplemental Agreement, pursuant to which it has been agreed that the long stop date for fulfillment of the conditions precedent to the Completion is further postponed from 31 December 2013 to 31 December 2014.

FURTHER DELAY IN DESPATCH OF CIRCULAR FOR MAJOR TRANSACTION

As additional time is required to prepare the financial information of the Group and the Target Group to be included in the Circular, the despatch date of the Circular will be further postponed from 31 December 2013 to a date no later than 30 April 2014.

VARIATION TO TERMS FOR MAJOR TRANSACTION

Reference is made to the announcement of Vitop Bioenergy Holdings Limited (the “**Company**”) dated 12 August 2011 related to the Acquisition and the announcements dated 2 April 2012, 27 December 2012 and 12 July 2013 related to the variation to terms of the Agreement (collectively, the “**Announcements**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements unless the context requires otherwise.

* *For identification purpose only.*

On 30 December 2013 (after trading hours), the Company and the Vendor have entered into the fourth supplemental agreement (the “**Fourth Supplemental Agreement**”) for further amending certain terms of the Agreement (as amended by the Supplemental Agreement dated 30 March 2012, the Second Supplemental Agreement dated 27 December 2012 and the Third Supplemental Agreement dated 30 June 2013), pursuant to which it has been agreed that the long stop date for fulfillment of the conditions precedent to the Completion is further postponed from 31 December 2013 to 31 December 2014.

If any of the conditions precedent is not fulfilled or waived by the Company (except those conditions which are not capable of waiver) on or before 31 December 2014 (or such later date as the parties to the Agreement may agree), the Vendor shall return the Deposit to the Company and all other rights and obligations of the parties under the Agreement shall cease and determine, and the parties to the Agreement shall not have any claim against each other, save for any antecedent breach.

FURTHER DELAY IN DESPATCH OF CIRCULAR FOR MAJOR TRANSACTION

Reference is made to the announcement of the Company dated 12 August 2011 related to the Acquisition and the announcements dated 2 September 2011, 7 October 2011, 14 November 2011, 16 December 2011, 26 January 2012, 24 February 2012, 2 April 2012, 11 May 2012, 27 July 2012, 21 November 2012, 27 December 2012, 28 February 2013, 28 June 2013 and 30 September 2013 related to the delay in despatch of the Circular (collectively, the “**Delay Despatch Announcements**”).

It was stated in the Delay Despatch Announcements that the despatch date of the circular in relation to, inter alia, the Acquisition (the “**Circular**”) would be postponed to a date no later than 31 December 2013. As additional time is required to prepare the financial information of the Group and the Target Group to be included in the Circular, the despatch date of the Circular will be further postponed from 31 December 2013 to a date no later than 30 April 2014.

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

Hong Kong, 30 December 2013

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 Nianchun, Ms. Guo Yanni and Mr. Long Minfei as executive directors; and Ms. Zhu Jing Hua, Mr. Zhang Wen and Mr. Li Xinzhong as independent non-executive directors