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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)**

**POLL RESULTS OF ANNUAL GENERAL MEETING  
HELD ON 2 DECEMBER 2014**

The Board is pleased to announce that all the resolutions proposed were duly passed by way of poll at the AGM held on 2 December 2014 except for the resolution numbered 2(i)(A) which was withdrawn and not submitted to the Shareholders for approval at the AGM due to the resignation of Dr. Han Xiaoyue on 1 December 2014 and therefore, Dr. Han was incapable of standing for re-election at the AGM and he also requested the chairman of the AGM to withdraw such resolution.

Reference is made to the circular (the “**Circular**”) of Vitop Bioenergy Holdings Limited (the “**Company**”) dated 29 October 2014 in relation to proposed re-election of directors, proposed grant of general mandates to issue new shares and repurchase by the Company of its own shares, adoption of the Employees Share Option Scheme, adoption of the new memorandum and articles of association and notice of AGM. Capitalized terms used herein shall have the same meaning as those defined in the Circular unless the context requires otherwise.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that all the resolutions proposed were duly passed by way of poll at the annual general meeting of the Company held on 2 December 2014 (the “**AGM**”) except for the resolution numbered 2(i)(A) which was withdrawn and not submitted to the Shareholders for approval at the AGM due to the resignation of Dr. Han Xiaoyue (“**Dr. Han**”) on 1 December 2014 and therefore, Dr. Han was incapable of standing for re-election at the AGM and he also requested the chairman of the AGM to withdraw such resolution.

## POLL RESULTS

The full text of all the resolutions is set out in the Notice of AGM dated 29 October 2014.

The poll results in respect of all the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		No. of Votes (%)	
		For	Against
1	To receive and consider the audited consolidated financial statements and the reports of the Directors and auditor of the Company for the year ended 30 June 2014.	547,466,221 (100%)	0 (0%)
As more than 50% of the votes were cast in favor of the resolution, the resolution was duly passed.			
2	(i) To re-elect the following Directors		
	(A) Dr. Han Xiaoyue as an Executive Director	Withdrawn	
	(B) Mr. Xu Nianchun as an Executive Director	547,466,221 (100%)	0 (0%)
As more than 50% of the votes were cast in favor of the resolution, the resolution was duly passed.			
	(C) Ms. Zhu Jinghua as an Independent Non-Executive Director	547,466,221 (100%)	0 (0%)
As more than 50% of the votes were cast in favor of the resolution, the resolution was duly passed.			
	(D) Mr. Deng Zhiqiang as an Independent Non-Executive Director	547,466,221 (100%)	0 (0%)
As more than 50% of the votes were cast in favor of the resolution, the resolution was duly passed.			
	(ii) To authorise the Board of Directors to fix the Directors' remuneration	547,466,221 (100%)	0 (0%)
As more than 50% of the votes were cast in favor of the resolution, the resolution was duly passed.			
3	To re-appoint Elite Partners CPA Limited as the Company's auditor and to authorise the Board of Directors to fix its remuneration.	547,466,221 (100%)	0 (0%)
As more than 50% of the votes were cast in favor of the resolution, the resolution was duly passed.			

4	To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total nominal amount of the issued share capital of the Company as at date of passing of this resolution.	547,466,221 (100%)	0 (0%)
	As more than 50% of the votes were cast in favor of the resolution, the resolution was duly passed.		
5	To give a general mandate to the Directors to repurchase the Company's shares not exceeding 10% of the total nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	547,466,221 (100%)	0 (0%)
	As more than 50% of the votes were cast in favor of the resolution, the resolution was duly passed.		
6	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the capital of the Company by the number of shares repurchased by the Company pursuant to the general mandate as referred to in resolution no. 5.	547,466,221 (100%)	0 (0%)
	As more than 50% of the votes were cast in favor of the resolution, the resolution was duly passed.		
7	To approve the adoption of the Employees Share Option Scheme of the Company.	547,466,221 (100%)	0 (0%)
	As more than 50% of the votes were cast in favor of the resolution, the resolution was duly passed.		
<b>Special Resolution</b>		<b>No. of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
8	To approve the adoption of the new memorandum and articles of association in substitution for the existing memorandum and articles of association of the Company.	547,466,221 (100%)	0 (0%)
	As more than 75% of the votes were cast in favor of the resolution, the resolution was duly passed.		

As at the date of the AGM, the issued shares capital of the Company was 1,668,407,948 shares, which was the total number of shares entitling the holders to attend and vote for or against all the resolutions proposed at the AGM. None of the shareholders of the Company has stated his intention in the Circular to vote against any of the resolutions at the AGM. None of the shareholders of the Company is

required to abstain from voting on any of the resolutions at the AGM.

Union Registrars Limited, the Company's Branch Share Registrar in Hong Kong, acted as the scrutineer for the poll at the AGM.

By Order of the Board  
**Vitop Bioenergy Holdings Limited**  
Zhang Wen  
Executive director

Hong Kong, 2 December 2014

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Han Qingyun as chairman; Mr. Zhang Wen, Ms. Guo Yanni, Mr. Long Mingfei and Mr. Xu Nianchun as executive directors; and Ms. Zhu Jinghua, Mr. Deng Zhiqiang and Mr. Li Xinzhong as independent non-executive directors.

*\* For identification purpose only.*