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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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**Meeting**”) of Vitop Bioenergy Holdings Limited (the “**Company**”) will be held at 11:00 a.m., on Tuesday, 15 December 2015 at Suites 1237–1240, 12/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong to consider and, if thought fit, pass the following resolution as ordinary resolutions.

#### **ORDINARY RESOLUTIONS**

1. “**THAT**

- (a) the Placing Agreement (as defined in the circular of the Company dated 26 November 2015 (the “**Circular**”) (a copy of which marked “A” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification) dated 4 November 2015 (the “**Placing Agreement**”) entered into between the Company as issuer and Kingston Securities Limited as placing agent in relation to the placing of a total of 1,600,000,000 new ordinary shares of HK\$0.025 each in the share capital of the Company (the “**Placing Shares**”) at a placing price of HK\$0.10 per Placing Share, and the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed;
- (b) any one director of the Company (the “**Director(s)**”) be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Placing Agreement or any transactions contemplated thereunder, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole; and

\* *For identification purposes only*

- (c) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Placing Shares, the Directors be and are hereby specifically authorised to allot and issue such number of new ordinary shares of HK\$0.025 each in the capital of the Company (the “**Placing Specific Mandate**”) as may be required to be allotted and issued pursuant to the terms of the Placing Agreement, where such Placing Shares shall rank equally in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue. The Placing Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution.”

2. “**THAT**

- (a) the Subscription Agreement dated 4 November 2015 (as defined in the Circular) (a copy of which marked “B” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification) entered into between the Company as issuer and HuaAn Fund Management Co., Ltd as subscriber in relation to the subscription of 1,100,000,000 new ordinary shares of HK\$0.025 each in the share capital of the Company (the “**Subscription Shares**”) at a subscription price of HK\$0.10 per Subscription Share and any transactions contemplated thereunder, be and are hereby approved, ratified and confirmed;
- (b) any one Director be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreement and any transactions contemplated thereunder, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole; and
- (c) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Subscription Shares, the Directors be and are hereby specifically authorised to allot and issue such number of new ordinary shares of HK\$0.025 each in the capital of the Company (the “**Subscription Specific Mandate**”) as may be required to be allotted and issued pursuant to the terms of the Subscription Agreement, where such Subscription Shares shall rank equally in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue. The Subscription Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution.”

By order of the Board  
**Vitop Bioenergy Holdings Limited**  
**Xu Zhifeng**  
*Executive Director*

Hong Kong, 26 November 2015

*Registered office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Head Office and Principal Place  
of Business in Hong Kong:*  
Suites 1237–1240, 12/F  
Sun Hung Kai Centre  
30 Harbour Road, Wanchai  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the extraordinary general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai not less than 48 hours before the time for holding the meeting or adjourned meeting. Completion and return of a form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof, should you so wish.

*As at the date of this notice, the board of Directors comprises Mr. Xu Zhifeng, Mr. Liu Min and Mr. Chan Shun Yee as executive Directors; and Mr. Su Rujia (Chairman), Mr. Wong Tat Yan Paul and Ms. Zhu Yanzhou as independent non-executive Directors.*