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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)**

### **COMPLETION OF PLACING OF NEW SHARES UNDER SPECIFIC MANDATE**

**Placing Agent**



**KINGSTON SECURITIES**

The Board is pleased to announce that all of the conditions set out in the Placing Agreement were fulfilled on 19 January 2016 and completion of the Placing took place on 22 January 2016 in accordance with the terms of the Placing Agreement.

An aggregate of 1,600,000,000 Placing Shares, representing approximately 36.07% of the issued share capital of the Company as at the date of this announcement immediately after completion of the Placing, have been successfully placed to not less than six Placees who and whose ultimate beneficial owners are Independent Third Parties. The net proceeds from the SM Placing are approximately HK\$153.9 million.

Reference is made to the announcements of Vitop Bioenergy Holdings Limited (the “**Company**”) dated 4 November 2015 and 15 January 2016 and the circular of the Company dated 26 November 2015 (the “**Circular**”) in relation to, amongst others, the Placing under the Specific Mandate. Capitalised terms used in this announcement shall have the same meanings as defined in the Circular unless otherwise stated.

The Board is pleased to announce that all of the conditions set out in the Placing Agreement were fulfilled on 19 January 2016 and completion of the Placing took place on 22 January 2016 in accordance with the terms of the Placing Agreement. An aggregate of 1,600,000,000 Placing Shares, representing approximately 36.07% of the issued share capital of the

Company as at the date of this announcement immediately after completion of the Placing, have been successfully placed to not less than six Placees at the Placing Price of HK\$0.10 per Placing Share.

The net proceeds from the Placing are approximately HK\$153.9 million.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Placees and their respective ultimate beneficial owners, is an Independent Third Party.

## EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The table below set out the changes to the shareholding structure of the Company as a result of the completion of the Placing:

	Immediately before completion of the Placing		Immediately after completion of the Placing	
	<i>No. of Shares</i>	<i>Approximate percentage</i>	<i>No. of Shares</i>	<i>Approximate percentage</i>
Cheung Kwan ( <i>Note 1</i> )	318,680,000	11.24	318,680,000	7.18
<b>Public Shareholders:</b>				
Placees	78,490,000	2.77	1,678,490,000	37.84
Other public Shareholders	<u>2,439,121,922</u>	<u>85.99</u>	<u>2,439,121,922</u>	<u>54.98</u>
<b>Total</b>	<u>2,836,291,922</u>	<u>100.00</u>	<u>4,436,291,922</u>	<u>100.00</u>

*Notes:*

1. This represents the aggregate of (i) 60,000,000 Shares beneficially owned by Ms. Cheung Kwan and (ii) 258,680,000 Shares owned by City Winner, which is beneficially owned by Ms. Cheung Kwan.

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

Hong Kong, 22 January 2016

*As at the date of this announcement, the Board comprises Mr. Xu Zhifeng, Mr. Chan Shun Yee, Mr. Liu Min as executive Directors; Mr. Chau Yu-Lung Jimmy as non-executive Director; and Mr. Su Rujia, Mr. Wong Tat Yan Paul and Ms. Zhu Yanzhou as independent non-executive Directors.*

\* *For identification purpose only*