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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)

PROPOSED CHANGE OF COMPANY NAME

The board (the “**Board**”) of directors (the “**Directors**”) of Vitop Bioenergy Holdings Limited (the “**Company**”) proposes to change the English name of the Company from “Vitop Bioenergy Holdings Limited” to “Vitop Group Limited” and to adopt the Chinese name “天年集團有限公司” as the secondary name of the Company in place of the Chinese name “天年生物控股有限公司” which has been adopted for identification purpose only (the “**Change of Company Name**”).

CONDITIONS OF THE CHANGE OF COMPANY NAME

The Change of Company Name is subject to the following conditions:

- (1) the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) to approve the Change of Company Name at an extraordinary general meeting of the Company (the “**EGM**”); and
- (2) the Registrar of Companies in the Cayman Islands granting approval for the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect upon the date on which the Registrar of Companies in the Cayman Islands issues a Certificate of Incorporation on Change of Name confirming that the new name has been registered. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

REASONS FOR THE CHANGE OF COMPANY NAME

The Board considers that the Change of Company Name will better reflect the current status of the Group’s business development and its direction of future development. The Board believes that the new name can provide the Company with a more appropriate corporate image and identity which will benefit the Company’s future business development and is in the best interests of the Company and Shareholders as a whole.

EFFECT OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect the rights of any Shareholder or the Company's daily business operation and its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Change of Company Name becoming effective, continue to be valid evidence of legal title to the shares of the Company and will continue to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for the free exchange of the existing share certificates for new certificates bearing the new name of the Company. Should the Change of Company Name become effective, any issue of share certificates thereafter will bear the new name of the Company and the securities of the Company will be traded on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") under the new name. The Board intends to change the stock short names accordingly after the Change of Company Name becomes effective, subject to the confirmation of the Stock Exchange.

GENERAL

The EGM will be held for the Shareholders to consider and, if thought fit, pass the special resolution to approve the Change of Company Name. A circular containing details regarding the Change of Company Name and a notice convening the EGM will be despatched to the Shareholders as soon as practicable.

Further announcement(s) will be made by the Company as and when appropriate to inform the Shareholders of, among other things, the results of the EGM, the effective date of the Change of Company Name and the new stock short names of the Company for trading of the shares of the Company on the Stock Exchange.

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

Hong Kong, 3 February 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*