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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 an extraordinary general meeting of Vitop Bioenergy Holdings Limited (the “**Company**”) will be held at Suites 1237–1240, 12/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Friday, 18 March 2016 at 11 a.m. (the “**EGM**”) for the purpose of considering and, if thought fit, passing (with or without modification) the following resolution:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Vitop Bioenergy Holdings Limited” to “Vitop Group Limited” and the Chinese name “天年集團有限公司” be adopted to replace “天年生物控股有限公司” for identification purpose only (the “**Change of Company Name**”), and that any one or more of the directors of the Company be and is/are hereby authorized to do all such acts and things and execute all such documents as he/she/they consider necessary, desirable or expedient for the purpose of giving effect to the Change of Company Name.”

By Order of the Board
Vitop Bioenergy Holdings Limited
天年生物控股有限公司
Xu Zhifeng
Executive Director

Hong Kong, 22 February 2016

* *For identification purposes only*

Registered office:
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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. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and on a poll vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited with the Company's branch share registrar, Union Registrars Limited at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM (or any adjournment thereof). Completion and return of the proxy form will not preclude any member from attending and voting in person at the EGM (or any adjournment thereof) if he/she so wish and in such event, the proxy form shall be deemed to be revoked.
3. In the case of joint registered holders of any share(s) of the Company ("**Share(s)**"), any one of such holders may attend and vote at the EGM (or any adjournment thereof), either personally or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM (or any adjournment thereof), either personally or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
4. The resolution at the EGM is to be voted by way of poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

As at the date of this notice, 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.