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**VITOP GROUP LIMITED**

**(天年集團有限公司\*)**

*(Formerly known as 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)**

## **SUPPLEMENTAL AGREEMENT IN RESPECT OF THE DISCLOSEABLE TRANSACTION IN RELATION TO THE ACQUISITION OF THE TARGET COMPANIES**

Reference is made to the announcement (the “**Announcement**”) of Vitop Group Limited (the “**Company**”) dated 3 May 2016 with respect to, among others, the discloseable transaction in relation to the acquisition of the Target Companies.

Unless the context requires otherwise, capitalized terms used herein shall bear the same meanings as defined in the Announcement.

As disclosed in the Announcement, if all conditions precedent to Completion (the “**Conditions Precedent**”) are not satisfied (or waived, as the case may be) on or before the Long Stop Date (i.e. 31 May 2016), the Vendor and the Purchaser shall be released from their respective obligations under the SPA.

As additional time is required by the Purchaser to complete its due diligence on the Target Companies and the Sale Shares, and for the preparation of the Valuation Report, it is expected that some of the Conditions Precedent (which cannot be waived) will not be satisfied by the Long Stop Date.

As such, the Purchaser and the Vendor entered into a supplemental agreement (the “**Supplemental Agreement**”) on 31 May 2016 (after trading hours) whereby the parties agreed to extend the Long Stop Date from 31 May 2016 to 29 July 2016 (or such later date as may be agreed between the Purchaser and the Vendor).

The Board considers the extension of the Long Stop Date will provide sufficient time for the parties to the SPA to fulfil all the outstanding Conditions Precedent and is therefore in the interests of the Company and the Shareholders as a whole.

\* *For identification purpose only*

Save as disclosed above, all other terms and conditions of the SPA shall remain unchanged and continue in full force and effect.

By order of the Board  
**Vitop Group Limited**  
**Mr. Xu Zhifeng**  
*Executive Director*

Hong Kong, 31 May 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.*