

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



VITOP GROUP LIMITED

(天年集團有限公司*)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1178)

**MEMORANDUM OF UNDERSTANDING IN RESPECT OF
A PROPOSED ACQUISITION**

This announcement is made by the Company pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the Company's announcement dated 12 August 2016 (the "**Announcement**") regarding the completion of the disclosable transaction in relation to the acquisition of shares in ECrent USA and ECrent Hong Kong (the "**Earlier Transaction**"). As a result of this transaction, ECrent USA is held as to about 0.45% by the Company and ECrent Hong Kong became an indirect wholly-owned subsidiary of the Company.

The Board would like to announce that on 10 September 2016, the Company entered into the MOU with the Vendor to consider further acquisition of interests in whole or in part of the Vendor's group of companies known as the ECrent Group, which together with its affiliates across the globe, is primarily engaged in operating an online global sharing platform worldwide. Pursuant to the MOU, the Company intended to purchase and the Vendor intended to sell shares of certain companies within the ECrent Group which operate ECrent online rental platform in the U.S., the PRC, Taiwan, Canada, Brazil, Argentina, Mexico, Thailand, India, Indonesia, Singapore, Malaysia, the Philippines, Vietnam, Cambodia, Japan, South Korea, Australia, New Zealand, the U.K, Germany, France, Poland, Switzerland, the Netherlands, Denmark, Russia, Italy, Spain, Portugal and Greece.

The MOU is non-legally binding (save for certain provisions on exclusivity right, the due diligence review, confidentiality, termination, notices and governing laws and jurisdiction). If the Company proceeds with the Proposed Acquisition, it will enter into legally binding agreement(s) with the Vendor in respect of the Proposed Acquisition.

* For identification purpose only

GENERAL

The Board wishes to emphasize that there is no assurance that any transactions referred to in this announcement will materialise. The negotiation in relation to the Proposed Acquisition may or may not proceed, and the terms of the Proposed Acquisition are subject to further negotiation among the Vendor and the Company. As such, the MOU may or may not lead to the Proposed Acquisition taking place.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. The Company will make further announcement in respect of the Proposed Acquisition as and when appropriate in accordance with the Listing Rules.

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

MEMORANDUM OF UNDERSTANDING

The principal terms of the MOU are as follows:

Date : 10 September 2016

Parties : The Company and the Vendor

The Vendor and its beneficial owner currently owns 487,992,111 shares or approximately 9.87% of the Company's issued share capital. Under the Earlier Transaction, (i) the Vendor has given guarantees to the Group that, within one year after completion of the Earlier Transaction, ECrent USA will undergo an initial public offering on NASDAQ and that the share price of ECrent USA will rise from the Group's acquisition cost of about USD5 each to a market price of USD10, failing which, the Vendor shall buy back the Group's holding in ECrent USA at USD10 each; and (ii) the Vendor has undertaken to provide three years' free of charge management services to ECrent HK to ensure ECrent HK follows the business plan as provided by the Vendor. Other than the aforementioned, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Vendor and its ultimate beneficial owners(s) are Independent Third Parties.

Assets to be acquired

The Company intended to purchase and the Vendor intended to sell shares of certain companies within the ECrent Group. Further details of the Proposed Acquisition, including but not limited to the companies to be acquired, shall be determined subsequent to the performance of due diligence review and valuation on the ECrent Group and is subject to the Formal Agreement.

The Vendor owns and operates a group of companies known as the ECrent Group which is, together with its affiliates across the globe, primarily engaged in operating an extensive online global sharing platform, seizing opportunities in the development of sharing economy and encouraging sharing of various belongings around the world through renting thereby promoting the concept of eco-friendly consumption. The rental platform of ECrent Group covers more than 30 countries and regions, including the U.S., the PRC, Taiwan, Canada, Brazil, Argentina, Mexico, Thailand, India, Indonesia, Singapore, Malaysia, the Philippines, Vietnam, Cambodia, Japan, South Korea, Australia, New Zealand, the U.K, Germany, France, Poland, Switzerland, the Netherlands, Denmark, Russia, Italy, Spain, Portugal and Greece, in major rental categories including car rental, wedding, events and expos, travels, sports, properties, home, medical, fashion, public services, professional services, baby and kids, arts, lifestyle and tools and equipment.

Consideration

The aggregate amount, payment terms, schedule and installment amounts of the consideration and other terms of the transaction shall be subject to Formal Agreement.

Due Diligence Review

Within 180 days immediately after the signing of the MOU (or such other period as may be agreed between the Company and the Vendor), the Company may conduct due diligence review on the business, legal and financial aspects of the ECrent Group.

The Vendor undertakes that it will, from the point of signing of the MOU, use its best endeavors to facilitate the completion of the due diligence review by providing the Company (or its representatives) with relevant information, taking all reasonable actions and meeting all reasonable requests from the Company, including but not limited to the provision of, and permission to inspect and access to, information, books and accounts of the target companies, arrangements for meeting the directors and the senior executives of the target companies and other assistance in respect of the due diligence review.

Negotiations

Each of the Company and the Vendor shall, with its best efforts and in good faith, procure the negotiation for the transaction and shall, within 30 Business Days after completion of the due diligence review to the satisfaction of the Company, conclude the Formal Agreement with legally-binding effect to materialise the transaction.

Exclusivity right

The Company has the exclusivity right to negotiate over the subject matter under the MOU during the exclusivity period of 180 days upon signing of the MOU. In the meantime, except for the ECrent USA initial public offering exercise on NASDAQ which may proceed in parallel, the Vendor shall not liaise in any manner with other potential purchasers in respect of the disposal of the equity interests in, and/or operations of, the target companies which may interfere or affect the subject matter under the MOU. The liaison referred to above includes but is not limited to negotiation for and signing of any memorandum of understanding, letter of intent and agreement (with or without legally-binding effect).

Binding effect

The MOU is non-legally binding (save for certain provisions including exclusivity right, due diligence review, confidentiality, termination, notices and governing laws and jurisdiction). The MOU will be valid from the date of signing until the earlier of the date of the Formal Agreement or the expiry of the 180 days.

REASONS FOR AND BENEFITS OF THE PROPOSED ACQUISITION

The Group is principally engaged in manufacturing and trading of Bioenergy products, healthcare food products, multi-functional water generators, other healthcare products, revenue from operation of internet platform and letting properties for rental income. As mentioned in the interim report of the Company for the six months period ended 31 December 2015, the Group will continue to develop its existing business and will also from time to time seek for new investment opportunity in different industries that could enhance corporate development and broaden the income base of the Group. The Group is optimistic about the development of the global online sharing platform business and considers that the ECrent Group, being well-positioned in the online rental platform business in countries and regions including the U.S., the PRC, Taiwan, Canada, Brazil, Argentina, Mexico, Thailand, India, Indonesia, Singapore, Malaysia, the Philippines, Vietnam, Cambodia, Japan, South Korea, Australia, New Zealand, the U.K, Germany, France, Poland, Switzerland, the Netherlands, Denmark, Russia, Italy, Spain, Portugal and Greece, represents an investment opportunity to enhance corporate development and broaden the income base of the Group.

The Directors consider that the terms of the MOU are fair and reasonable and that the Proposed Acquisition is in the interest of the Company and Shareholders as a whole.

GENERAL

The Board wishes to emphasize that there is no assurance that any transactions referred to in this announcement will materialise. The negotiation in relation to the Proposed Acquisition may or may not proceed, and the terms of the Proposed Acquisition are subject to further negotiation among the Vendor and the Company. As such, the MOU may or may not lead to the Proposed Acquisition taking place.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. The Company will make further announcement in respect of the Proposed Acquisition as and when appropriate in accordance with the Listing Rules.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following terms shall have the following meanings:

“Board”	the board of Directors
“Business Day”	a day, other than a Saturday or Sunday, on which banks are open in Hong Kong to the general public for business
“Company”	VITOP GROUP LIMITED (天年集團有限公司*), a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange (Stock code: 1178)
“Director(s)”	directors of the Company
“ECrent Hong Kong”	ECrent (Hong Kong) Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company
“ECrent USA”	YSK 1860 Investment Company Limited, a company incorporated in the British Virgin Islands with limited liability which, together with its subsidiaries, are engaged in online rental platform business in the U.S.
“Formal Agreement”	formal sale and purchase agreement(s) to be entered into amongst the Company and the Vendor in respect of the Proposed Acquisition and incorporating the terms of the MOU
“Group”	the Company and its subsidiaries and affiliates
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	individual(s), professional(s) or institutional investor(s) who are independent of and not connected with the Company, any promoter(s), director(s), supervisor(s), chief executive(s), substantial shareholder(s) (as defined in the Listing Rules) of the Company or any of its subsidiaries or their respective associates (as defined in the Listing Rules)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MOU”	the non-legally binding memorandum of understanding dated 10 September 2016 entered into between the Company and the Vendor in relation to the Proposed Acquisition

“NASDAQ”	National Association of Securities Dealers Automated Quotations; the securities exchange platform owned and operated by NASDAQ, Inc. in the U.S.
“PRC”	the People’s Republic of China
“Proposed Acquisition”	the proposed acquisition by the Company of the shares in companies within the ECrent Group
“Share(s)”	share(s) of HK\$0.025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Companies”	The beneficial interests of the Vendor in the PRC, Taiwan, Canada, Brazil, Argentina, Mexico, Thailand, India, Indonesia, Singapore, Malaysia, the Philippines, Vietnam, Cambodia, Japan, South Korea, Australia, New Zealand, the U.K, Germany, France, Poland, Switzerland, the Netherlands, Denmark, Russia, Italy, Spain, Portugal and Greece, which operates the ECrent rental platform
“U.S.”	The United States of America
“Vendor”	ECrent Holdings Limited, a company incorporated in the British Virgin Island with limited liability

By Order of the Board
VITOP GROUP Limited
Xu Zhifeng
Executive Director

Hong Kong, 10 September 2016

As at the date of this announcement, the Board comprises Mr. Xu Zhifeng, Mr. Chan Shun Yee, Mr. Liu Min and Mr. Zhou Guohua 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*