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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 7 DECEMBER 2012**

The Board announces that:

- (i) save and except for the resolution regarding the re-appointment of Pan-China (H.K.) CPA Limited as auditors of the Company, all the resolutions proposed at the AGM held on 7 December 2012 were duly passed.
- (ii) Pan-China (H.K.) CPA Limited has retired as auditors of the Company with effect from 7 December 2012.

Reference is made to the circular of Vitop Bioenergy Holdings Limited (the “**Company**”) dated 14 November 2012 (the “**Circular**”) in relation to the annual general meeting of the Company held on 7 December 2012 (the “**AGM**”). Unless the context otherwise requires, terms defined in the Circular shall have the same meanings when used herein.

At the AGM held on 7 December 2012, all proposed resolutions as set out in the Circular were taken by poll. The Company’s branch share registrar in Hong Kong, Union Registrars Limited, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

As at the date of the AGM, the total number of issued shares in the Company was 1,390,407,948 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions at the AGM. A total of 498,170,000 Shares were held by the Shareholders who attended and voted for or against the resolutions at the AGM. No Shareholder was entitled to attend and vote only against any resolutions at the AGM. No Shareholder was required to abstain from voting in respect of any resolution proposed for approval at the AGM. No person has indicated in the Circular containing the notice of the AGM that it/he/she intends to abstain from voting on or vote against any resolution proposed for approval at the AGM.

* *For identification purpose only.*

POLL RESULTS

The Board of the Company is pleased to announce the poll results of the AGM of the Company held on 7 December 2012 as follows:

Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and consider the audited Statements of Accounts together with the Reports of the Directors and Auditors thereon for the year ended 30 June 2012.	498,170,000 Shares (100%)	0 Share (0%)
2.	(i) (A) To re-elect Mr. Han Qingyun as an executive director.	498,170,000 Shares (100%)	0 Share (0%)
	(B) To re-elect Dr. Han Xiaoyue as an executive director.	498,170,000 Shares (100%)	0 Share (0%)
	(C) To re-elect Mr. Zhang Wen as an independent non-executive director.	498,170,000 Shares (100%)	0 Share (0%)
	(ii) To authorize the board of directors to fix directors' remuneration.	498,170,000 Shares (100%)	0 Share (0%)
3.	To re-appoint the auditors and to authorize the board of directors to fix their remuneration.	0 Share (0%)	498,170,000 Shares (100%)
4A.	To grant a general mandate to the Directors to allot and issue shares of the Company.	498,170,000 Shares (100%)	0 Share (0%)
4B.	To grant a general mandate to the Directors to repurchase shares of the Company.	498,170,000 Shares (100%)	0 Share (0%)
4C.	To extend the general mandate granted to the Directors to allot and issue shares by adding to it the number of shares repurchased by the Company.	498,170,000 Shares (100%)	0 Share (0%)

RETIREMENT OF AUDITORS

As indicated above, resolution no. 3 regarding the re-appointment of Pan-China (H.K.) CPA Limited as auditors of the Company was not passed at the AGM since there was not a majority of votes cast for such resolution. Accordingly, Pan-China (H.K.) CPA Limited retired and ceased to act as the auditors of the Company with effect from 7 December 2012.

The Company will seek a new audit firm to fill the above vacancy as soon as practicable. A further announcement will be made by the Company in relation to the change of auditors of the Company.

The Board wishes to thank Pan-China (H.K.) CPA Limited for its services rendered to the Company in the past.

By Order of the Board
Vitop Bioenergy Holdings Limited
Han Xiaoyue
Joint Chairman

Hong Kong, 7 December 2012

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Han Qingyun as chairman; Dr. Han Xiaoyue as joint chairman; Mr. Xu Nianchun, Ms. Guo Yanni and Mr. Long Minfei as executive directors; and Ms. Zhu Jing Hua, Mr. Zhang Wen and Mr. Li Xinzhong as independent non-executive directors.