

*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.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, or purchase or subscribe for any securities of the Company nor is it calculated to invite any such offer or invitation.*



## **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)

**RESULT OF RIGHTS ISSUE OF 294,261,987 RIGHTS SHARES  
AT HK\$0.25 EACH ON THE BASIS OF ONE (1) RIGHTS SHARE  
FOR EVERY THREE (3) SHARES HELD ON THE RECORD DATE**

**Underwriter to the Rights Issue**

**Beijing**  
Securities

**Beijing Securities Limited**

### **RESULTS OF THE RIGHTS ISSUE**

As at 4:00 p.m. on Tuesday, 12 July 2011, being the latest time for acceptance of and payment for the Rights Shares and application for excess Rights Shares, a total of (a) 246 valid acceptances in respect of 144,649,873 Rights Shares provisionally allotted under the Rights Issue have been received, representing 49.16% of the total number of the Rights Shares available under the Rights Issue; and (b) 244 valid applications for 44,851,189 excess Rights Shares have been received, representing 15.24% of the total number of the Rights Shares available under the Rights Issue.

In aggregate, a total of 490 valid acceptances and applications in respect of 189,501,062 Rights Shares have been received and 104,760,925 Rights Shares, representing 35.60% of the total number of the Rights Shares available under the Rights Issue, were unsubscribed.

Since none of the Convertible Notes were converted into Shares on or before the Record Date, 294,261,987 Rights Shares on the basis of one (1) Rights Share for every three (3) Shares held at the Record Date will be allotted and issued pursuant to the Rights Issue.

\* For identification purpose only

## **UNDERWRITING AGREEMENT**

All of the conditions precedent set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement was not terminated by the Underwriter on or before 4:00 p.m. on Thursday, 14 July 2011. The Underwriting Agreement and the Rights Issue became unconditional at 4:00 p.m. on Thursday, 14 July 2011.

Pursuant to the Underwriting Agreement, the Underwriter has taken up the Unsubscribed Rights Shares at a subscription price of HK\$0.25 per Unsubscribed Rights Share.

## **DESPATCH OF SHARE CERTIFICATES**

Share certificates for all fully-paid Rights Shares will be posted to those entitled thereto by ordinary mail at their risk on Monday, 18 July 2011.

## **COMMENCEMENT OF DEALINGS IN THE RIGHTS SHARES**

Dealings in the fully-paid Rights Shares will commence on the Stock Exchange at 9:00 a.m. on Wednesday, 20 July 2011.

## **BACKGROUND**

Reference is made to the Rights Issue as announced by Vitop Bioenergy Holdings Limited (the “**Company**”) on 31 May 2011 and 3 June 2011 and as further detailed in the prospectus of the Company in respect of the Rights Issue dated 27 June 2011 (the “**Prospectus**”).

Unless the context otherwise requires, terms and expressions defined in the Prospectus shall have the same meanings when used in this announcement.

## **RESULTS OF THE RIGHTS ISSUE**

As at 4:00 p.m. on Tuesday, 12 July 2011, being the latest time for acceptance of and payment for the Rights Shares and application for excess Rights Shares, a total of (a) 246 valid acceptances in respect of 144,649,873 Rights Shares provisionally allotted under the Rights Issue have been received, representing 49.16% of the total number of the Rights Shares available under the Rights Issue; and (b) 244 valid applications for 44,851,189 excess Rights Shares have been received, representing 15.24% of the total number of the Rights Shares available under the Rights Issue.

In aggregate, a total of 490 valid acceptances and applications in respect of 189,501,062 Rights Shares have been received and 104,760,925 Rights Shares (the “**Unsubscribed Rights Shares**”), representing 35.60% of the total number of the Rights Shares available under the Rights Issue, were unsubscribed.

Since none of the Convertible Notes were converted into Shares on or before the Record Date, 294,261,987 Rights Shares on the basis of one (1) Rights Share for every three (3) Shares held at the Record Date will be allotted and issued pursuant to the Rights Issue.

## UNDERWRITING AGREEMENT

All of the conditions precedent set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement was not terminated by the Underwriter on or before 4:00 p.m. on Thursday, 14 July 2011. The Underwriting Agreement and the Rights Issue became unconditional at 4:00 p.m. on Thursday, 14 July 2011.

Pursuant to the Underwriting Agreement, the Underwriter has taken up the Unsubscribed Rights Shares at a subscription price of HK\$0.25 per Unsubscribed Rights Share.

## EXCESS RIGHTS SHARES

244 valid applications were received in respect of 44,851,189 excess Rights Shares. All applications for excess Rights Shares will be allotted in full.

## SHAREHOLDING STRUCTURE OF THE COMPANY

The following is a summary of the shareholding structure of the Company immediately before and after completion of the Rights Issue:

Name of Shareholder	Shareholding immediately before completion of the Rights Issue		Shareholding immediately after completion of the Rights Issue	
	No. of Shares	Approx. %	No. of Shares	Approx. %
Han Qingyun ( <i>Note 1</i> )	200,000,000	22.66	200,000,000	16.99
Han Xiaoyue ( <i>Note 2</i> )	3,805,112	0.43	3,805,112	0.32
Underwriter	—	—	104,760,925	8.90
Public Shareholders	678,980,849	76.91	868,481,911	73.78
<b>Total</b>	<b><u>882,785,961</u></b>	<b><u>100.00</u></b>	<b><u>1,177,047,948</u></b>	<b><u>100.00</u></b>

*Note:*

1. Mr. Han Qingyun is an Executive Director and the Chairman of the Company. Out of the 200,000,000 Shares, 181,843,836 Shares are held by Wide Cosmos International Holdings Company Limited, which is beneficially owned by Mr. Han Qingyun. The remaining 18,156,164 Shares are held by Mr. Han Qingyun personally.
2. These 3,805,112 shares are owned by Portton Investments Limited, which is beneficially owned by Dr. Han Xiaoyue and Mr. Wang Jiandong as to 66.67% and 33.33% respectively. Dr. Han Xiaoyue is an Executive Director and the Joint Chairman of the Company.

## DESPATCH OF SHARE CERTIFICATES

Share certificates for all fully-paid Rights Shares will be posted to those entitled thereto by ordinary mail at their risk on Monday, 18 July 2011.

## COMMENCEMENT OF DEALINGS IN THE RIGHTS SHARES

Dealings in the fully-paid Rights Shares will commence on the Stock Exchange at 9:00 a.m. on Wednesday, 20 July 2011.

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

Hong Kong, 15 July 2011

*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 Nian Chun, Ms. Guo Yan Ni and Mr. Long Minfei as executive directors; and Ms. Zhu Jing Hua, Mr. Zhang Min and Mr. Li Xinzong as independent non-executive directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.*