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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)

**VARIATION TO TERMS
AND
FURTHER DELAY IN DESPATCH OF CIRCULAR FOR
MAJOR TRANSACTION**

On 27 December 2012, the Company and the Vendor have entered into the Second Supplemental Agreement, pursuant to which it has been agreed that the long stop date for fulfillment of the conditions precedent to the Completion is further postponed from 30 December 2012 to 30 June 2013.

As additional time is required to prepare the financial information of the Group and the Target Group to be included in the Circular, the despatch date of the Circular will be further postponed from 27 December 2012 to a date no later than 28 February 2013.

Reference is made to the announcement of Vitop Bioenergy Holdings Limited (the “**Company**”) dated 12 August 2011 related to the Acquisition and the announcements dated 2 September 2011, 7 October 2011, 14 November 2011, 16 December 2011, 26 January 2012, 24 February 2012, 2 April 2012, 11 May 2012, 27 July 2012 and 21 November 2012 related to the delay in despatch of the Circular (collectively, the “**Announcements**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements unless the context requires otherwise.

On 27 December 2012, the Company and the Vendor have entered into a second supplemental agreement (the “**Second Supplemental Agreement**”) for further amending certain terms of the Agreement (as amended by the Supplemental Agreement dated 30 March 2012), pursuant to which it has been agreed that the long stop date for fulfillment of the conditions precedent to the Completion is further postponed from 30 December 2012 to 30 June 2013.

* *For identification purpose only*

If any of the conditions precedent is not fulfilled or waived by the Company (except those conditions which are not capable of waiver) on or before 30 June 2013 (or such later date as the parties to the Agreement may agree), the Vendor shall return the Deposit to the Company and all other rights and obligations of the parties under the Agreement shall cease and determine, and the parties to the Agreement shall not have any claim against each other, save for any antecedent breach.

It was stated in the Announcements that the despatch date of the Circular would be postponed to a date no later than 27 December 2012. As additional time is required to prepare the financial information of the Group and the Target Group to be included in the Circular, the despatch date of the Circular will be further postponed from 27 December 2012 to a date no later than 28 February 2013.

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

Hong Kong, 27 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 Xinzong as independent non-executive directors.