

SINO BIOENERGY CORP.
ANNUAL REPORT
DECEMBER 31, 2016

PART A GENERAL COMPANY INFORMATION

Item 1: Exact name of Issuer as specified in its Charter: **SINO BIOENERGY CORP.** as of December 13, 2010
Formerly SINO FIBRE COMMUNICATIONS, INC.

Item 2: Address of Principal Executive Offices

9/F Kam Chung Commercial Bldg., 19-21 Hennessy Rd., Wan Chai, Hong Kong.
Telephone: **+852-3101-7366**

Item 3: The Jurisdiction(s) and Date of the Issuer's Incorporation or Organization

State of Nevada, August 19, 1999

PART B SHARE STRUCTURE

Item 4: Exact Title and Class of Securities Outstanding:

Common Stock,
CUSIP: 82936F 10 3
Trading Symbol: SFBE

Item 5: Par or stated value and description of the security.

\$0.001 Par Value. Authorized Capital: 1,000,000,000 common shares

Item 6: The number of shares or total amount of the securities outstanding for each class of securities authorized.

The Issuer had 711,915,750 shares of common stock outstanding as of December 31, 2016.
No other class of shares is authorized

- (i) Period end date: December 31, 2016
- (ii) Number of shares authorized: 1,000,000,000
- (iii) Number of shares outstanding: 711,915,750 as of December 31, 2016
And 711,915,750 as of February 21, 2016
- (iv) Freely tradable shares (public float): 193,995,797 as of December 31, 2016
- (v) Total number of beneficial shareholders: 193 as of February 21, 2016
- (vi) Total number of shareholders of record: 193 as of February 21, 2016

Item 7: Transfer Agent:

Transfer Online, Inc.
512 SE Salmon Street, Portland OR 97214
Financial Industry Number Standard (FINS) number is 505073

PART C BUSINESS INFORMATION

Item 8: The nature of the issuer's business.

A. **BUSINESS DEVELOPMENT:** Sino Bioenergy Corp. was incorporated as a private company in the State of Nevada on September 18, 1999 under the name Pacific Rim Solutions Inc. The Company had acquired the rights to several domain names, all related to the supplements industry including: VitaminSales.us VitaminsPrime.com, VitaminChoices.com, HerbsPrime.com, SupplementsPrime.com and NewHealthReview.com, which would be the corporate online newsletter. Initially the Company worked as an online affiliated distributor of existing Internet-based vitamin and other supplement sales companies. Management was not able to sustain this business and discontinued operations in December 2005.

On January 5, 2006, the two largest stockholders of the Company transferred their shares of the Company (approximately 93% of the then total outstanding shares of Pacific Rim Solutions, Inc.) to a new stockholder group. Subsequent to the closing of this share transaction, the new shareholder group appointed a new Board of Directors and changed the company's operating business and name. The new business operated under the name of Sino Fibre Communications Inc., effective January 30, 2006. The Company planned to operate an optical fiber network in China that would provide domestic and international backbone transmission and data network services such as

synchronous digital hierarchy, internet protocol wholesale, managed bandwidth and leased lines to other network operators, wholesale carriers and web-centric service providers.

Oct. 15, 2010 Sino Fibre Communications, Inc. announced that it has closed an acquisition to acquire 50.1% of Europe-China Commercial Union Holdings Ltd “ECL” for US\$100 million. The consideration for the \$100 million acquisition was 400 million SFBE shares (\$0.25 per share) representing 140 million SFBE newly issued shares (valued at US\$35 million) and a promissory note for 260 million SFBE shares (valued at US\$65 million). ECL indirectly holds a 70% interest in approximately 70 sq. kilometres’ of leased land in Inner Mongolia Province, China. The land rights expired on 31 December 2049. On March 11, 2011, The Company terminated its acquisition of Europe-China Commercial Union Holdings Limited “ECL”. The termination of this deal was the result of ECL not being able to deliver the corporate structure within the time frame according to the terms of the Sales and Purchase agreement.

On December 7, 2010 the Company filed Articles of Amendment with the Nevada Secretary of State in order to change the Company name from Sino Fibre Communications, Inc. to Sino Bioenergy Corp. and increase the Company’s authorized capital from 200,000,000 common shares with \$0.001 par value to 1,000,000,000 common shares with \$0.001 par value. On December 28, 2011 our name was officially changed to Sino Bioenergy Corp. and our authorized capital was increased to 1,000,000,000 common shares with par value of \$0.001

On April 6, 2011 the Company announced that it has closed an acquisition to acquire 100% of Torino Resources Limited “TRL” for US\$69.35 million. SFBE is issuing 346,750,000 shares at a share price of \$0.20 a share, to reflect the \$69.35 million acquisition. TRL indirectly owns 35% of four Chinese companies: Hebei Fuhua Plastic Group, Hebei Fuhua Renewable Energy Co Ltd, Hebei Fuhua Bioconversion Environmental Protection Co Ltd and Hebei Fuhua Organic Fertilizer Co Ltd. TRL uses Microbial degradation to treat municipal waste to produce organic fertilizer in the form of RDF (refuse derived fuel) biomass pallets, and produces other end products such as plastic wood products, building materials and bio-fuel blocks. It owns its patented device production technology.

On May 9, 2011 the Company announced that it had executed a contract to acquire 100% of Champion Great Limited “CGL”. CGL owns 70% of Zhejiang Jin Hua Yi Xin Technology Co. Ltd (“ZJH”) in which it owns 100,000 sq. meters of land and is in the process of building a 50,000 sq. meter (538,195 sq feet) factory. The appraised value of Zhejiang Jin Hua is Rmb350 million (USD 53 million). The construction of the factory will be based on the design of Hebei Fuhua Group and will apply its technology in waste treatment and conversion. Jin Hua city is located at central Zhejiang Province with a population of 4.6 million and an area of 10,918 sq. kilometres. Total waste collected is approximately 6000 tons a day for that city. ZJH has agreement with the city government to construct a waste treatment plant handling 1000 tons of waste each day in the initial stage. The acquisition price will be RMB140 million (USD 21.53 million) with shares of SFBE based at US\$0.2/share, which is approximately 113 million shares. This acquisition was terminated by mutual consent on January 17, 2012 with all the shares returned and cancelled into the Company’s treasury.

On December 20, 2012, SFBE purchased a 55% stake in Huizhou Shi Ji Wu Feng Agricultural Biotechnology Co. Ltd., (“HB”) and issued 82,500,000 restricted shares, valued at \$.16 a share to close the US\$13,520,000 acquisition. HB has 5,700 Mu (380 hectares) of farm land, and is focused on research of high quality rice. HB will produce 3,000 tons of biomass feedstock each year, which is equivalent to 1,500 tons of coal. Production will expand in 2013 to 20,000 Mu (1334 hectares) of land producing up to 12,000 tons of biomass feedstock utilizing its Refuse Derived Fuel, “RDF5” patented technology for fertilizer and fuel.

Legal Proceedings: We are not a party to any legal proceedings nor are we aware of any legal proceedings pending or threatened against us, or our assets.

B. Business of the Issuer

SIC: 4953 Refuse Systems

The “Company is a development stage company engaged in the conversion of solid waste into green electricity and other valuable products. The Company has not yet conducted operations.

Subsidiaries

The Company has the following subsidiaries:

100% of Torino Resources Limited “TRL” for US\$69.35 million. SFBE issued 110,000,000 shares deposited against the total of 346,750,000 shares to close the acquisition at a share price of \$0.20 a share, to reflect the \$69.35 million

acquisition. TRL indirectly owns 35% of four Chinese companies: Hebei Fuhua Plastic Group, Hebei Fuhua Renewable Energy Co Ltd, Hebei Fuhua Bioconversion Environmental Protection Co Ltd and Hebei Fuhua Organic Fertilizer Co Ltd. TRL uses Microbial degradation to treat municipal waste to produce organic fertilizer in the form of RDF (refuse derived fuel) biomass pallets, and produces other end products such as plastic wood products, building materials and bio-fuel blocks. It owns its patented device production technology.

60% of Dalian Xinbao Biomass Co. Limited for US\$50.75 million. SFBE issued 230,681,000 shares at a share price of \$0.22 a share, to reflect the US\$50.75 million acquisition. Dalian Xinbao Biomass Co Ltd is a high-tech company emphasizing on research and design of biomass energy. The company has over ten senior engineers and 100 employees.

The Company holds a 55% control stake in Huizhou Shi Ji Wu Feng Agricultural Biotechnology Co. Ltd., ("HB") and has issued 82,500,000 restricted shares, valued at \$0.16 a shares to close the US\$13,520,000 acquisition.

Item 9: The nature of products or services offered

The Company is operational. The Company develops patented technology for refuse derived fuel "RDF" from feedstock's of garbage or agricultural by-product waste. The Company's Huizhou subsidiary develops and sells specially produced Super Rice seeds. Our super rice seeds are disease resistant, high yielding genetically improved rice with the transgenic rice grain length increased by 25% over normal rice. It produces lower chalky rice with a 23% weigh gain and 10% grain number increase. The super seeds are produced in our laboratories at HB.

Item 10: The nature and extent of the issuer's facilities.

The Company has no facilities other than rented office space. Our office is located at No 19-21, 9/F Kam Chung Commercial Bldg., Hennessy Road, Wan Chai. Our fiscal year end is December 31; our telephone number is Tel +852-3111 7718 Fax +852-3111 7720.

PART D MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION

Item 11: The name of the chief executive officer, members of the board of directors, as well as control persons.

A. OFFICER AND DIRECTORS The Company's present officers and directors are as follows.

Name of Director or Executive Officer	Current Position and Office	Date Position Started & Term of Office	Number and Class of Shares Held
Hoi Ming Chan	President, Secretary, Director	May 19,2011 1 year	6,097,561

The following sets forth certain information concerning our officers and directors:

Hoi Ming Chan: Chief Executive Officer, Director: is an inventor of new energy technologies. In Oct 1999, he migrated to Toronto, Canada. He set up his company in property investment and management, and purchased the first industrial-commercial property in Scarborough. In July 2000, he purchased another property in Toronto Ontario, Canada. After July 2000, he directed his energy towards renewable energy developments and technology in China.

He was the President of Cambridge Education Group, and Chairman of Cambridge Institute of Science and Technology from Jan 2002 to Mar 2008. Mr. Chan is an inventor of new energy technologies. He has a number of individual registered patented technology certificated on the environmental and energy aspects. He successfully obtained the registration of several patents rights in China from 2000 to 2004 which include :1. Application no 2010301433277 for wind generator; 2. Application no. 2010301734217 for wind turbine; 3. Application no. 201020222960X for multi generator; 4. Application no. 2010202577523 for new wind turbine; 5. Application no. 201020295451X for vehicle with self-generating water treatment system; 6. Application no. 2011200195533 and 2011100235910 for one kind of wind, solar and biomass co-generation system. All these contributed significantly to his business in this field, Besides, he has participated in a number of waste disposal plants in Shijiazhuang China early in Feb 2007 and has been working on power generation projects in 2010 up to present.

Mr. Chan is a citizen of Canada and graduated from Hong Kong Baptist College in 1979 majoring in Fine Arts and Music. He speaks Cantonese, Mandarin and English.

Control Persons	Shares Owned
JianChao Zhang	87,118,668
Huizhou Shi Ji Wu Feng Agricultural Biotechnology Co. Ltd	82,500,000
Pan Ning	60,000,000
Xie Wan Cheng	50,000,000
Fast Balance Cede & CO	37,902,739
Hoi Ming Chan	6,097,561
Florence Yuet Kwan Tsun (wife of Hoi Ming Chan)	3,048,780

Employees

Currently, our management team consists of one individual: Hoi Ming Chan, who serves as the President, Treasurer and Director.

Patents and Trademarks

We do not own, either legally or beneficially, any patent or trademark.

B. LEGAL/DISCIPLINARY HISTORY

None of our directors, executive officers and control persons have involved in any of the following events during the past five years:

- any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offences);
- being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities; or
- being found by a court of competent jurisdiction (in a civil action), the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment or decision has not been reversed, suspended, or vacated.
- Being subject to an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

C. DISCLOSURE OF FAMILY RELATIONSHIPS

There are no family relationships among our directors or executive officers.

D. DISCLOSURE OF RELATED PARTY TRANSACTIONS.

- a) As of December 31, 2016, Sino Bioenergy owed its CEO, Hoi Chan Ming \$145,186 and Daniel McKinney, a former CEO and director \$470,713 for the total of \$615,899.
- b) For the three months ended December 31, 2016, Sino Bioenergy owed its CEO \$145,186, for expense reimbursement and unpaid salary.

It should be noted that none of the directors of the Company are independent.

E. Disclosure of Conflicts of Interest. None.

Item 12: Financial information for the issuer's most recent fiscal period

Sino Bioenergy Corp.
(A Development Stage Company)
UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in US Dollars)

December 31, 2016

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YEAR ENDED December 31, 2016

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SINO BIOENERGY CORP.
 (as of December 13, 2010)
Formerly Sino Fibre Communications, Inc.
 (A Development Stage Company)
 (Unaudited)

Consolidated Balance Sheets as of December 31, 2016

	Dec 31 2016	Dec 31 2015
Assets		
Current		
Cash	77,367	281,777
Accounts Receivable	1,387,744	1,247,825
Prepayment	7,296,356	6,386,890
Other receivable	3,919,955	2,574,558
Inventory	9,056,714	8,338,698
Total Current Assets	21,738,137	18,829,748
Investments	497,148	497,148
Fixed Assets	17,598,023	18,324,947
Intangible Assets	20,781,739	21,131,233
Goodwill	56,101,613	56,101,613
Long-term deferred expenses		
Deposit		
Total Non Current Assets	94,978,523	96,054,941
Total Assets	116,716,660	114,884,689
Liabilities and Stockholder's equity		
Current Liabilities		
Accounts Payable and accrued liabilities	13,080,506	12,954,829
Short term loans	4,350,000	2,850,000
Advance from customers	573,949	897,040
Other payable	5,428,162	4,966,073
Interest payable		
Due to related parties	615,899	765,474
Common stock to be issued for subscriptions fund received	236,750	236,750
Common stock to be issued for consulting services		
Convertible Notes		
Total Current Liabilities	24,285,265	22,670,166
Stockholders' Equity (deficit)		
Common stock,\$0.001 par value: 1,000,000,000 shares		
711,915,750 issued and outstanding at December 31, 2016	711,916	711,916
Additional paid in capital	89,052,739	89,052,739
Non-controlling interest	10,102,584	9,755,567
Deficit Accumulated during the development stage	(7,435,844)	(7,305,698)
Total Stockholders' Equity (deficit)	92,431,395	92,214,524
Total liabilities and stockholders' equity	116,716,660	114,884,690
 Common Shares issued and outstanding	 711,915,750	 711,915,750

See accompanying notes to the financial statements

SINO BIOENERGY CORP.
 (as of December 13, 2010)
Formerly Sino Fibre Communications, Inc.
 (A Development Stage Company)
 (Unaudited)

Consolidated Statement of Operations for the twelve months ended December 31, 2016

		12 months Jan to Dec 2016	12 months Jan to Dec 2015	For the period from August 19,1999 (Inception)Through Dec 31 2016
Revenue	\$	5,324,421	\$ 13,861,029	\$ 49,449,419
Operating expenses				
Operating Cost		3,182,377	9,294,047	33,099,130
General and administrative		1,067,145	914,368	3,818,668
Management fees		90,000	144,000	1,858,700
Finance expenses		435,073	213,834	1,176,173
Professional Fees		-	3,380	690,103
Consulting		45,157		3,135,206
Total operating expenses		4,819,752	10,569,629	43,777,980
Income (Loss) from Operations	\$	504,669	\$ 3,291,400	\$ 5,671,439
Interest and other income(expenses),net		(219,517)	(88,393)	(1,335,870)
Gain on settlement of debt				4,500
Non-controlling interest share in revenue		(347,017)	(1,796,608)	(5,943,385)
Loss on asset impairment				(2,705,500)
Income before discontinued operations		(61,865)	1,406,399	(4,308,816)
Loss from discontinued operations				(4,575)
Net Income (Loss)	\$	(61,865)	\$ 1,406,399	\$ (4,304,241)
Weighted average number of shares outstanding				
- basic and diluted		711,915,750	711,915,750	
Net loss per share - basic and diluted		-	-	

See accompanying notes to the unaudited consolidated financial statement

SINO BIOENERGY CORP.
 (as of December 13, 2010)
Formerly Sino Fibre Communications, Inc.
 (A Development Stage Company)
 (Unaudited)

Consolidated Statement of Operations for the Quarter Ended December 31, 2016

	3 months Oct to Dec 2016	3 months Oct to Dec 2015
Revenue	\$ 882,143	\$ 5,202,694
Operating expenses		
Operating Cost	530,018	3,506,394
General and administrative	192,108	311,251
Management fees	30,000	36,000
Finance expenses	96,812	49,884
Professional fees	0	845
Consulting	19,353	
Total operating expenses	868,291	3,904,374
Income from operations	\$ 13,852	\$ 1,298,320
Interest and other income(expenses),net	(32,055)	(61,332)
Gain on settlement of debt		
Non-controlling interest share in income	(33,250)	(623,524)
Loss on asset impairment		
Income before discontinued operations	(51,453)	613,464
Net Income (Loss)	\$ (51,453)	\$ 613,464
Weighted average number of shares outstanding - basic and diluted	711,915,750	711,915,750
Net loss per share - basic and diluted		

See accompanying notes to the unaudited consolidated financial statements

Sino Bioenergy Corp

A Development Stage Company

Consolidated Statement of Stockholders' Equity

(Unaudited)

Shares Outstanding

	This Fiscal Year	Last Fiscal Year	Previous to Last Fiscal Year
Period End Date	12/31/16	12/31/15	12/31/14
Number of Shares Authorized	1,000,000,000	1,000,000,000	1,000,000,000
Number of Shares outstanding	711,915,750	711,915,750	711,915,750
Total Number of shareholders of record	193	188	188

See accompanying notes to the unaudited consolidated financial statements

SINO BIOENERGY CORP.
(since December 13, 2010)
Formerly Sino Fibre Communications, Inc.
(A Development Stage Company)
(Unaudited)

Consolidated Statement of Cash Flows for the 12 months ended December 31, 2016

	For the Twelve months Ended 31-Dec 2016	For the Twelve months Ended 31-Dec 2015	For the Period From August 19,1999(Inception) Through 31-Dec 2016
Cash Flows Used in Operating Activities			
Net Income/(Loss)	\$ (61,865)	\$ 1,406,398	\$ (4,304,241)
Adjustments to Reconcile net loss to net cash used in operating activities			
Discontinued operations			4,575
Non-controlling interest	347,017	1,796,608	5,943,385
Depreciation of fixed assets	717,843	375,061	(1,702,830)
Common stock to be issued for consulting services			87,500
Gain on settlement of debt			(4,500)
Bad debts			60
Loss on Asset Impairment			2,705,500
Donated rent and accounting fee			3,000
Expense settled with issuance of common stock			-
Stock based compensation			11,319
Common stock issued for interest on convertible debt			-
Amortization of debt discount			11,364
Changes in operating assets and liabilities:			392,063
Due to related parties	145,187	147,381	1,243,463
Decrease (increase) in Accounts receivable	(139,919)	114,185	966,382
Decrease/increase) in inventories	(718,017)	(365,540)	(4,482,892)
Interest payable			(58)
Prepaid expenses and deposits	(2,254,863)	(919,839)	(6,316,461)
Increase (decrease) Accrued Liabilities	264,675	668,090	9,120,447
Net cash used in operating activities	(1,699,942)	3,222,344	6,047,150
Cash Flow Used in Investing Activities			
Restricted Cash			10,000
Acquire fixed assets, intangible assets	-	(933,751)	(14,168,406)
Purchase of certificate of deposit			-
Investment in Joint Venture			(34,517,480)
Prepayment of license agreement			(200,000)
Net cash provided (used in) investing activities	-	(933,751)	(48,875,886)

Cash Flow from Financing Activities			
Repayment of short term borrowings			(16,959)
Proceeds from convertible notes			600,000
Proceeds from stock subscriptions			46,400,000
Borrowing from related parties			31,792
Repayment of borrowings	1,500,000	(2,355,101)	(6,196,346)
Common stock issued for cash, net			2,092,083
	1,500,000	(2,355,101)	42,910,570
Net increase/decrease in cash	(199,942)	(66,508)	77,367
Cash, beginning of year	277,309	348,285	
Cash, end of the year	77,367	281,777	
Conversion of debt to common stock			500,000
Stock issued for deposit on purchase of fiber optic network			2,000,000
Shares retired previously issued as contributed capital			3,087
Change from stock payable to equity			-

See accompanying notes to the financial statements

SINO BIOENERGY CORP.
 (since December 13, 2010)
Formerly Sino Fibre Communications, Inc.
 (A Development Stage Company)
Selected notes to consolidated financial statements
 December 31, 2016
 (Unaudited)

1. Basis of Presentation

The accompanying unaudited interim financial statements of Sino Bioenergy Corp have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission, and should be read in conjunction with the audited financial statements and notes thereto contained in Sino's Annual Report. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements which would substantially duplicate the disclosure contained in the audited financial statements for fiscal 2012 have been omitted.

Principles of Consolidation

The consolidated financial statements include only the accounts of Sino Bioenergy Corp. We have not yet taken control of our subsidiaries and therefore have not yet consolidated our operations.

2. Going Concern

Sino Bioenergy Corp. is a operating company. The planned principal activities have begun and Sino Bioenergy Corp has started generating significant revenues. Sino Bioenergy had a net loss of \$61,865 and had a working capital deficit of 7,435,844 and a stockholders' equity (deficit) \$92,431,395 at December 31, 2016.

3. Related Party Transactions

- a) As of December 31, 2016, Sino Bioenergy owes \$615,899 to related parties.
- b) For the three months ended December 31, 2016, Sino Bioenergy owed its CEO, Hoi Chan Ming \$145,186 for expense reimbursement and unpaid salary. As of December 31, 2016, Sino Bioenergy owed its CEO \$145,186 and Daniel McKinney \$470,713 in expense reimbursements and unpaid salary

4. Shareholders' Equity

	Number of Shares	Common Stock Amount
Balance as of December 31, 2012	629,415,750	629,415
Shares issued on January 28, 2013	82,500,000	82,500
Balance as of December 31, 2013	711,915,750	711,915
Balance as of December 31, 2014	711,915,750	711,915
Balance as of December 31, 2015	711,915,750	711,915
Balance as of December 31, 2016	711,915,750	711,915

Issued January 23, 2013

Huizhou Shi Ji Wufeng Agricultural Biotechnology Co., Ltd, 82,500,000 Common Shares

5. Commitments

Sino has an office in Wan Chai, Hong Kong and does not pay rent.

6. Subsequent Events

No subsequent events during this quarter.

Item 13: Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

The required information is included in the financial statement above.

Item 14: Beneficial Owners

Beneficial ownership means sole and shared voting power or investment power with respect to a security. In computing the number and percentage of shares beneficially owned by a person, shares of Common Stock subject to options and/or warrants currently exercisable, or exercisable at a later date, are counted as outstanding, but these shares are not counted as outstanding for computing the percentage ownership of any other person. At this time, however, there are no such options or warrants granted or outstanding.

Beneficial Ownership of Securities: Pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, involving the determination of beneficial owners of securities, includes as beneficial owners of securities, any person who directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise has, or shares, voting power and/or investment power with respect to the securities, and any person who has the right to acquire beneficial ownership of the security within sixty days through any means including the exercise of any option, warrant or conversion of a security.

The following table summarizes certain information regarding the beneficial ownership (as such term is defined in Rule 13d-3 under the Securities Exchange Act of 1934 of the Company's outstanding common stock as of November 8, 2011 by (i) each person known by the Company to be the beneficial owner of more than 5% of the Company's outstanding common stock, (ii) each director of the Company, (iii) each person named in the Summary Compensation Table if relevant, and (iv) all current executive officers and directors as a group. The security and stockholders listed below possess sole voting and investment power with respect to their shares. The figures are based on a total of 711,915,750 common shares outstanding as of May 11, 2013

IDENTITY OF PERSON OR GROUP	ACTUAL AMOUNT OF SHARES OWNED	ACTUAL PERCENT OF SHARES OWNED	CLASS
JianChao Zhang 5 Wuwu Road Zhongshan District Dalian,116001 China	87,118,668	12.23%	Common
Huizhou Si Ji Wufeng Agricultural Biotechnology Co.Ltd 9F Cham Chung Comm Bldg 19-21 Hennessy Rd Wanchai Hongkong	82,500,000	11.58%	Common
Pan Ning 19-21, 9F Kam Chung Commercial Bldg. Hennessy Rd Wan Chai, Hong Kong, China	60,000,000	8.43%	Common
Xie Wan Cheng Room 3B10, Building No 19 Da Yun Ruan Jian Yuan, Long Gang Dist Shen Zhen City, Guang Dong 518000, China	50,000,000	7.02%	Common
Fast Balance Cede & Co Central Delivery-Out Transfer Dept 55 Water Street, 2 SL New York, NY 10041,United States	37,902,739	5.32%	Common
Hoi Ming Chan, President, Director, Secretary No 19-21, 9/F Kam Chung Commercial Bldg., Hennessy Road, Wan Chai	6,097,561	0.857%	Common
Florence Yuet Kwan Tsun (*1) 31 Green Meadows Cir Toronto, ON Canada M2J 5G6	3,048,780	0.428%	Common
Officers and Directors as a Group (four) persons) (*2)	11,787,048	1.856%	Common

(*1) Florence Yuet Kwan Tsun is the wife of Hoi Ming Chan a director of the Company

(*2) Figures include the stock owned by Florence Yuet Kwan Tsun (wife of Hoi Ming Chan a director of the Company).

Item 15: The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:

1. Investment Banker: Not Applicable

2. Promoters Hoi Ming Chan, President, Director, Secretary
No 19-21, 9/F Kam Chung Commercial Bldg Hennessy Road, Wan Chai

3. Counsel Dieterich & Associates
11835 W. Olympic Boulevard, Suite 1235E
Los Angeles, California 90064

4. Accountant or Auditor - the information shall clearly (i) describe if an outside accountant provides audit or review services, (ii) state the work done by the outside accountant and (iii) describe the responsibilities of the accountant and the responsibilities of management (i.e. who audits, prepares or reviews the issuer's financial statements, etc.). The information shall include the accountant's phone number and email address and a description of the accountant's licensing and qualifications to perform such duties on behalf of the issuer.

The Company does not have an Auditor.

5. Public Relations Consultant(s)
Denny Burns

PO Box 362
Tiffin, Ohio 44883, USA
Telephone: (567) 237-4132
Email: dennyburns@hotmail.com

6. Investor Relations Consultant

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email address of each advisor.

Hoi Ming Chan, President, Director, Secretary
No 19-21, 9/F Kam Chung Commercial Bldg., Hennessy Road, Wan Chai
Email: mingchanc@gmail.com

Item 16. Management's Discussion and Analysis or Plan of Operations

We are currently in the process of consolidating our recent acquisitions and intend to continue conducting product research or development with our proprietary and patented technology.

HUIZHOU SHIJI WUFENG AGRICULTURAL BIOTECHNOLOGY CO LTD

Introduction

- (1) Name of company: Huizhou Shiji Wufeng Agricultural Biotechnology Co Ltd
- (2) Registered capital: Rmb22 million
- (3) Legal representative: Sun Zhen Hua
- (4) Founded: August 2010
- (5) Location: Guangdong province, Huizhou city
- (6) Main business: Research and development, seed, rice cultivation, processing, sales, etc.

The company is a high-tech agricultural biotechnology company set up with the cooperation of the Institute of Subtropical Agriculture, Chinese Academy of Sciences (ISA). It strives to become an integrated comprehensive enterprise and is dedicated to the research and development, production and sales of "ecological excellent rice" and other major crop seeds.

BACKGROUND

In 2011, the company and ISA cooperated in the establishment of the Institute of Subtropical Agriculture, Chinese Academy of Sciences Huizhou R & D Center. The center consists of a molecular biology laboratory, tissue culture room, rice breeding room, grain quality analysis room, admin offices. It is set up to carry out compact technology production and research, mainly in the research and development of high-yield, high-quality, multi-resistant, wide adaptability "ecological excellent rice" and new varieties of crops and to promote their uses. Our research and development team is led by Professor Xia Xinjie from IAS. Professor Xia Xinjie is the chief scientist of the company. After years of research and experiment, the team has developed a new type of high-quality high-yielding rice. The result is of great significance on the large-scale promotion of cross-breeding rice. "Father of cross-breeding rice in China" Yuan Longping acknowledged the scientific value of Professor Xia Xinjie and its broad market prospects and has signed an agreement with Professor Xia Xinjie and his research group to continue joint research.

The company carried out research and development on ecological excellent rice in 2011 to 2012 and the production had important practical significance and strategic significance. Not only did it promote the upgrading of the rice industry, and formation of emerging industries, but it also extended the new varieties to surrounding provinces and even all of China. It accelerated the formation of new varieties of agricultural biotechnology. It also enhanced the international competitiveness of the technology.

From 2011-2012, the company has been awarded as Private technology enterprise in Guangdong Province, Agricultural industrialization leading at Huizhou City, and Huicheng District, and top 50 enterprise of modern industry.

In 2012, the company collaborated with Huizhou University in innovation and established the platforms on the R & D on rice industry (each party built its own platform) and carried out closely cooperation on technology research. The company also worked closely with Guangdong Li Hai Group at Boluoxian Futianzhen and complemented with each other to build eco-tourism and high-end agro-ecological demonstration zones. It increased and upgraded the local agricultural industry and implemented a comprehensive strategic cooperation. The company focused on the breakthroughs in modern bio-breeding techniques and varieties of industrial technology, the establishment of large-scale, standard, mechanization and intelligent breeding base and industrial base. It strived to build a modern agricultural seed industry group in Guangdong province in 2015 with strong breeding ability, state-of-the-art production and processing technology, sound marketing network and in-place technical services.

The company had developed the following six ideas in 2012, with the aim of creating an ecological agricultural seed industry group through "pushing the integration of cultivation", and "chain of production, supply and whole industry".

- (1) Area on cultivation : combination of acquisitions, partnerships and independent research and development of new varieties
- (2) Area on large breeding: combination of the use of large-scale cultivation and contracted to specialized households
- (3) Promotion: combination of the use of the leading seed industry, advanced technology, science and education popularization
- (4) Production: combination of the use of pollution-free, green, organic production and mechanized farming
- (5) On supply side: combination of state monopoly for purchase and marketing on high-quality rice, and new processing technology on germ rice
- (6) Sales: combination of bargain stores, agriculture and supermarket linkage, and brand name creation

The company has a staff of 83 people, including 27 technicians, which account for 33.7% of the total number of employees. The company has strong technical force, which participates in scientific research and development and planting project management. The main technology company platform responsible for early rice processing technology includes Professor Peng Yonghong, Professor Xia Xinjie, Professor Liu Guilin, Professor Chen Zhaogui, Li Luoye (Research Associate), Wang Manling (Associate Professor), Yin Xuming (assistant researcher), Xu Guoyun (assistant researcher) and over ten high-end scientific research personnel.

Dalian Xinbao Biomass Co. Ltd.

We announced on May 25, 2011 that SFBE had closed an acquisition to acquire 60% of Dalian Xinbao Biomass Co. Limited. Since that time we have been awaiting the Provincial Governments approval of this acquisition so we can transfer the 60% share into our control. We anticipate approval within Q2 to Q3 of 2013.

Fuhua

We own 100% of Torino Resources Limited "TRL" which we acquired for US\$69.35 million in 2011. TRL indirectly owns 35% of four Chinese companies: Hebei Fuhua Plastic Group, Hebei Fuhua Renewable Energy Co Ltd, Hebei Fuhua Bioconversion Environmental Protection Co Ltd and Hebei Fuhua Organic Fertilizer Co Ltd. TRL uses Microbial degradation to treat municipal waste to produce organic fertilizer in the form of RDF (refuse derived fuel) biomass pallets, and produces other end products such as plastic wood products, building materials and bio-fuel blocks. It owns its patented device production technology. We retain this investment at book value.

Results of Operations

Revenues

We have generated revenues from our operations during the three-month period ended December 31, 2016 of \$882,143.

Expenses

We incurred general and administrative expenses of \$192,108 for the three-month period ended December 31, 2016, as compared to \$311,251 for the same period in 2015.

Our management fee is \$30,000 for the three-months ended December 31, 2016.

Our professional fee is \$0 for the three months ended December 31, 2016 compared to \$845 for the same period in 2015.

Our consulting expenses for the three-months ended December 31, 2016 is \$19,353 compared to \$0 for the same period ended December 31, 2015.

Liquidity and Capital Resources

As at December 31, 2016, we had cash of \$77,367.

Cash Used in Operating Activities

Net cash used in operating activities was \$1,699,942 for the twelve months ended December 31, 2016. For the same period in 2015, there was net cash provided of \$3,222,344. For the period from August 19, 1999 (inception) to December 31, 2016, net cash provided in operating activities was \$6,047,150. These balances are mainly made up of our net losses as disclosed above.

Cash Used in Investing Activities

Net cash used in investing activities was \$0 for the twelve months ended December 31, 2016 and cash used in investing activities is \$933,751 for the twelve months ended December 31, 2015. Net cash used in investing activities was \$48,875,886 for the period from August 19, 1999 (inception) to December 31, 2016.

Cash from Financing Activities

We have funded our business to date from business sales and did not sell any common stock during the three months ended December 31, 2016.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to stockholders.

PART E: ISSUANCE HISTORY

Item 17: List of securities offerings and shares issued for services in the past three years.

Issued 23 January 2013

The Company acquired Huizhou Shi Ji Wufeng Agricultural Biotechnology Co., Ltd for 82,500,000 shares for RMB 150 million (US\$13.52 million).

Dividends

There are no restrictions in our Articles that prevent us from declaring dividends. The business act governing corporations in the State of Nevada (Nevada Revised Statutes, Chapter 78), provides that a corporation may declare or pay a dividend unless there are reasonable grounds to believe that the corporation is insolvent or the payment of the dividend would render the corporation insolvent. We have not declared any dividends and we do not plan to declare any dividends in the foreseeable future.

Securities Authorized For Issuance Under Compensation Plans

The Company does not have a formal Compensation Plan for the issuance of shares.

Item 18. EXHIBITS

The following exhibits are filed with this Annual Report unless filed previously as noted below.

- 3.1 Certificate of Incorporation filed with State of Nevada, September 18, 1999. (1)
- 3.2 Bylaws. (1)
- 3.3 Certificate of Amendment to Articles of Incorporation changing the name of the Company to Sino Fibre Communications, Inc. dated January 30, 2006. (1)
- 3.4 Certificate of Amendment to Articles of Incorporation changing the authorized capital to 200,000,000 common shares dated February 19, 2008. (1)
- 3.5 Certificate of Amendment to Articles of Incorporation changing the name of the Company from Sino Fibre Communications, Inc. to Sino Bioenergy Corp. and increasing the Company's authorized capital from 200,000,000 to 1,000,000,000, dated December 7, 2010. (1)

(1.) Incorporated by reference. Filed as an exhibit to the Company's March 31, 2011 Quarterly Report, as filed on January 28, 2013, and incorporated herein by this reference.

Item 21 Issuer's Certifications

Certifications by the Chief Executive Officer and Chief Financial Officer of the issuer

I, Hoi Ming Chan, certify that:

- 1. I have reviewed this Annual Disclosure and Financial Statements of Sino Bioenergy Corp.
- 2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
- 3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

By: /s/ Hoi Ming Chan
Hoi Ming Chan
President, Chief Executive Officer

Date: February 22, 2017