



**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)

**RESIGNATION OF DIRECTORS AND  
APPOINTMENT OF DIRECTORS**

The board of directors (the “Board”) of Vitop Bioenergy Holdings Limited (the “Company”) announces that Mr. Tse Kam Fai (executive director), Mr. Zhang Fan (independent non-executive director and member of audit committee/remuneration committee) and Mr. Li Li Te (independent non-executive director and member of audit committee/remuneration committee) have resigned respectively from the Company with effect from 15 April 2008.

Ms. Zhu Jing Hua has been appointed as independent non-executive director and chairman of audit committee/remuneration committee and Mr. Zhang Min has been appointed as independent non-executive director and member of audit committee/remuneration committee of the Company with effect from 15 April 2008 and Mr. Xu Nian Chun, Mr. Han Qing Yun and Ms. Guo Yan Ni have been appointed as executive directors of the Company with effect from 15 April 2008.

**Resignation of Directors**

The Board of the Company announces that Mr. Tse Kam Fai (executive director), Mr. Zhang Fan (independent non-executive director and member of audit committee/remuneration committee) and Mr. Li Li Te (independent non-executive director and member of audit committee/remuneration committee) have resigned from the Company with effect from 15 April 2008. Mr. Tse, Mr. Zhang and Mr. Li Li Te wish to be relieved from their post in order to focus on their other business pursuits.

Mr. Tse Kam Fai, Mr. Zhang Fan and Mr. Li Li Te have confirmed that they have no disagreement with the Board and there are no matters that need to be brought to the attention of the shareholders of the Company or the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) in relation to their resignation.

Save as disclosed, the Board is not aware of any matter that is considered necessary to be brought to the attention of holders of the securities of the Company regarding the resignation of directors.

\* For identification purpose only

## Appointment of Directors

The Board is pleased to announce the following appointment of directors of the Company (the “Directors”) with effect from 15 April 2008.

Particulars of the independent non-executive Director are set out below:

Ms. Zhu Jing Hua (朱靜華), aged 66, has been appointed as independent non-executive director and the chairman of audit committee/remuneration committee with effect from 15 April 2008. Ms. Zhu graduated from the Dongbei University of Finance and Economics and became a senior accountant in October 1992. She was approved as a chartered accountant by the Chinese Institute of Certified Public Accountants in April 1994. She has worked for the Ministry of Chemical Industry, holding positions of the deputy director and the director of the production for outlet and supply and marketing department of the Ministry of Chemical Industry, the deputy chief of the Bureau of Economics of the Ministry of Chemical Industry, the chief of the Bureau of Finance of the Ministry of Chemical Industry, the deputy chief accountant of State Bureau of Petroleum and Chemical Industries. She currently acts as the deputy president of China Petroleum and Chemical Industry Association. From 2002 till now, she has acted as an independent director of Guizhou Chitianhua Co., Ltd.

Mr. Zhang Min (張文), aged 40, has been appointed as independent non-executive director and the member of audit committee/remuneration committee with effect from 15 April 2008. Mr. Zhang graduated from the University of Hong Kong with a master of business and administration and from the postgraduate class of the postgraduate department of the Shenzhen University. From 2006 till now, he has been the deputy general manager of New Smart Energy Group Limited. Previous to this, he was the deputy president of China Natural Oil And Gas Co., Ltd. and the managing director of Poliwell International Limited for years and accumulated substantial experience in corporate management.

Particulars of executive Director are set out below:

Mr. Xu Nian Chun (徐念椿), aged 63, graduated from the Nanjing University of Chemical Technology and is a senior engineer. He has engaged in the management of petroleum and chemical systems for years and has substantial experience in management. He acted as the general manager of Southern China Supply Company of the Ministry of Chemical Industry and was awarded for his substantial contributions by the State Council. He currently acts as the deputy chairman of Shenzhen China Petroleum Tong Da Company (深圳中油通達石油公司).

Mr. Han Qing Yun (韓慶雲), aged 49, graduated from the Chinese Academy of Social Sciences in 1998. Mr. Han is a highly successful entrepreneur in the PRC and has substantial experience in enterprise operations and management. He currently acts as the chairman of Guangdong Bo Ao Hong Ji Investment Company Limited (廣東博澳鴻基投資有限公司). Previous to this, he was the chairman of his own founded Tai Gu Real Estates Development Company Limited and responsible for the operation of that company for years.

Ms. Guo Yan Ni (郭燕妮), aged 39, graduated from the Zhanjiang Ocean University and majoring in finance and accounting. Ms. Guo has years of experience in financial and accounting and financial management. She acted as the treasurer in the finance department of the Huazhou City Agricultural, Industrial and Commercial Supply Company, and acted as the financial controller of the finance department the Guangzhou Yayuan Real Estates Company Limited for years.

There is no service contract entered into between the Company and each of Ms. Zhu, Mr. Zhang, Mr. Xu, Mr. Han and Ms. Guo. They have not been appointed for any specified term and are currently not entitled to any director's fee subject to review by the remuneration committee of the Company. They will be subject to retirement and re-election at the next annual general meeting of the Company (thereafter retirement by rotation) pursuant to the articles of association of the Company.

Save as disclosed, none of Ms. Zhu Jing Hua, Mr. Zhang Min, Mr. Xu Nian Chun, Mr. Han Qing Yun and Ms. Guo Yan Ni did not hold any directorship in other public listed company or any other position with the Company or any of its associated corporations in the past three years. As at the date of this announcement, save as disclosed herein, none of them has any relationship with any other directors, senior management or substantial or controlling shareholder of the Company and none of them has any interest or short position in the shares, underlying shares or debentures of the Company or any its associates corporations within the meaning of Part XV of the Securities and Future Ordinance.

There is no information which is discloseable nor is/was any of them involved in any of the matters required to be disclosed pursuant to any of requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on the Stock Exchange.

Save as disclosed, the Board is not aware of any other matter that is considered necessary to be brought to the attention of holders of securities of the Company regarding these appointments.

The Board would like to take this opportunity to express its appreciation for the valuable contributions of Mr. Tse Kam Fai, Mr. Zhang Fan and Mr. Li Li Te to the Company and extend its warmest welcome to Ms. Zhu Jing Hau, Mr. Zhang Min, Mr. Xu Nian Chun, Mr. Han Qing Yun and Ms. Guo Yan Ni on joining the Company.

By order of the Board  
**Han Xiaoyue**  
Chairman

Hong Kong, 16 April 2008

*As at the date of this announcement, the Board comprises Dr. Han Xiaoyue as chairman; Mr. Zhang He, Mr. Chen Henglong, Mr. Liu Jun, Mr. Xu Nian Chun, Mr. Han Qing Yun and Ms. Guo Yan Ni as executive directors; Mr. Chan Yuk Tong as non-executive director; and Mr. Yuan Tsu I, Mr. Li Xinzhong, Ms. Zhu Jing Hua and Mr. Zhang Min as independent non-executive directors.*