



## 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)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Vitop Bioenergy Holdings Limited (the “Company”) will be held on Friday, 22 December 2006 at 11:00 a.m. or such later time immediately after the conclusion of the annual general meeting of the Company scheduled at 10:00 a.m. on the same day at Suite 913, 9th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong, for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

#### ORDINARY RESOLUTIONS

- (1). **“THAT** subject to and conditional upon the listing committee of the Stock Exchange of Hong Kong Limited granting the approval for listing of, and permission to deal in, the shares of HK\$0.025 each (**“Shares”**) of the Company which may be issued and allotted pursuant to the exercise of any options granted or to be granted pursuant to this resolution number (1), the grant of options beyond the maximum entitlement of an individual participant under the share option scheme adopted by the Company on 23 January 2003 (the **“Share Option Scheme”**) of options proposed to be granted to Mr. Ying Yoke Nean entitling him to subscribe for up to 14,000,000 Shares and the terms of grant are set out in the circular of the Company dated 7 December 2006 (the **“Circular”**) despatched to the shareholders of the Company, containing the notice of the extraordinary general meeting of the Company of which this resolution number (1) forms part, a copy of which has been submitted to the meeting marked “A” and signed by the chairman of the Meeting for identification purposes, be and is hereby approved and any director of the Company be and is hereby authorised to do such things and acts as may be necessary or expedient in order to give full effect to such grant of options to beyond the maximum entitlement of individual participants.”
- (2). **“THAT** subject to and conditional upon the listing committee of the Stock Exchange of Hong Kong Limited granting the approval for listing of, and permission to deal in, the shares of the Company which may be issued and allotted pursuant to the exercise of any options granted or to be granted pursuant to this resolution number (2), the grant of options beyond the maximum entitlement of an individual participant under the Share Option Scheme (as defined in resolution number (1) set out in the notice of the extraordinary general meeting of which this resolution forms part) to Mr. Lum Kan Fai Vincent entitling him to subscribe for up to 20,000,000 Shares, the terms of which are set out in the Circular (as defined in resolution number (1) set out in the notice of the extraordinary general meeting of which this resolution forms part), be and is hereby approved and any director of the Company be and is hereby authorised to do such things and acts as may be necessary or expedient in order to give full effect to such grant of options beyond the maximum entitlement of individual participants.”

- (3). **“THAT** subject to and conditional upon the listing committee of the Stock Exchange of Hong Kong Limited granting the approval for listing of, and permission to deal in, the shares of the Company which may be issued and allotted pursuant to the exercise of any options granted or to be granted pursuant to this resolution number (3), the grant of options beyond the maximum entitlement of an individual participant under the Share Option Scheme (as defined in resolution number (1) set out in the notice of the extraordinary general meeting of which this resolution forms part) to Mr. Chan Yuk Tong entitling him to subscribe for up to 10,000,000 Shares, the terms of which are set out in the Circular (as defined in resolution number (1) set out in the notice of the extraordinary general meeting of which this resolution forms part), be and is hereby approved and any director of the Company be and is hereby authorised to do such things and acts as may be necessary or expedient in order to give full effect to such grant of options beyond the maximum entitlement of individual participants.”
- (4). **“THAT”** subject to and conditional upon the listing committee of the Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the Shares (representing a maximum of 10% of the shares in issue as at the date of the passing of this resolution) to be issued pursuant to the exercise of options which may be granted under the Share Option Scheme, the refreshment of the scheme limit on grant of options under the Scheme and any other share option schemes of the Company up to 10% of the shares in issue as at the date of the passing of this resolution (the “Refreshed Scheme Limit”) be and is hereby approved and any director of the Company be and is hereby authorized to do such act and execute such document to effect the Refreshed Scheme Limit.”
- (5). **“THAT** Mr. Ying Yoke Nean shall be and is hereby re-elected a director of the Company and the Directors shall be and are hereby authorised to fix his remuneration.”

*As at the date of this announcement, taking into account the appointment mentioned herein, the Board comprises eight Directors, comprising five executive Directors, namely, Hung Kai So (Chairman), Ying Yoke Nean (Joint Chairman), Kam Ioi (Vice Chairman), Chan Yuk Tong and Mr. Liu Jun and three independent non-executive Directors, namely, Yuan Tsu I, Li Li Te and Chan Chiu Hung Alex.*

By Order of the Board  
**Yeung Man, Simon**  
Company Secretary

Hong Kong, 7 December 2006

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of business in Hong Kong:*

Suites 918-920, 9th Floor  
Sun Hung Kai Centre,  
30 Harbour Road, Wanchai  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the above meeting may appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any Share, any one such person may vote at the meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect of the joint holding.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the branch share registrars of the Company in Hong Kong, Union Registrars Limited, 1803 Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting thereof.

*\* for identification purpose only*

Please also refer to the published version of this announcement in the China Daily.