



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 INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
CHANGE OF MEMBER OF AUDIT AND REMUNERATION COMMITTEES**

The Board announces that effective 1 February 2006,

- Mr. Yick Wing Fat, Simon resigned as an independent non-executive director of the Company due to personal reasons;
- Mr. Yick Wing Fat, Simon ceased to act as the chairman of the audit committee and member of the audit and remuneration committees of the Company; and
- Mr. Chan Chiu Hung, Alex was appointed as the chairman of the audit committee of the Company.

The board of directors (the “Board”) of Vitop Bioenergy Holdings Limited (the “Company”) announces that Mr. Yick Wing Fat, Simon (“Mr. Yick”) resigned as an independent non-executive director of the Company with effect from 1 February 2006 due to personal reasons. Accordingly, Mr. Yick also ceased to act as the chairman of the audit committee and member of the audit and remuneration committees of the Company on the same date.

Mr. Yick confirms that he has no disagreement with the Board and there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to his resignation.

Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of the shareholders of the Company in relation to the resignation of Mr. Yick.

The Board also announces that Mr. Chan Chiu Hung, Alex was appointed as the chairman of the audit committee of the Company with effect from 1 February 2006.

The Board would like to take this opportunity to thank Mr. Yick for his valuable contributions to the Company during his past services.

As at the date of this announcement, the executive directors of the Company are Hung Kai So, Kam Ioi, Chan Yuk Tong, Ma Yufeng and Liu Jun; and the independent non-executive directors are Yuan Tsu I, Li Li Te and Chan Chiu Hung, Alex.

By Order of the Board
Hung Kai So
Chairman

Hong Kong, 1 February 2006

** For identification purpose only*

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