



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)

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

The Board announces that effective 5 January 2006,

- Mr. Chan Chiu Hung Alex has been appointed as an independent non-executive director of the Company;
- Mr. Lee Kwok Ming resigned as a non-executive director of the Company due to personal reason; and
- Mr. Chan Chiu Hung Alex has been appointed as the member of the audit and remuneration committees of the Company.

The board of directors (the “Board”) of Vitop Bioenergy Holdings Limited (the “Company”) announces that Mr. Chan Chiu Hung Alex (“Mr. Chan”) has been appointed as an independent non-executive director of the Company with effect from 5 January 2006. Mr. Chan has also been appointed as the member of the audit and remuneration committees of the Company on the same date.

Mr. Chan, aged 39, holds a Bachelor degree in Business Administration, major in Finance from the Hong Kong Baptist University. He has been working with several listed and multinational companies for over 12 years. Mr. Chan is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. He is an independent non-executive director of A-Max Holdings Limited whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited. Save as disclosed herein, he did not hold any other directorships in listed public companies in the last three years.

The Company has not entered into service contract with Mr. Chan. He does not have specific length of service and is subject to retirement by rotation and re-election at general meetings of the Company in accordance with the articles of association of the Company. His director’s remuneration shall be HK\$50,000 per year, determined by the Board with reference to his responsibilities and the results of the group.

As at the date hereof, Mr. Chan does not hold any positions with the Company or other members of its group other than acting as an independent non-executive director of the Company. He does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance or have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

The Board also announces that Mr. Lee Kwok Ming (“Mr. Lee”) resigned as a non-executive director of the Company with effect from 5 January 2006 due to personal reason.

Mr. Lee 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 appointment and resignation of these directors of the Company.

The Board would like to welcome Mr. Chan on his appointment and take this opportunity to thank Mr. Lee 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, Yick Wing Fat Simon, Li Li Te and Chan Chiu Hung Alex.

By Order of the Board
Hung Kai So
Chairman

Hong Kong, 5 January 2006

** For identification purpose only*

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