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**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)

**RESULT OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON 30 JULY 2004**

**AND**

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that an ordinary resolution was duly passed by the shareholders of the Company by show of hands at the extraordinary general meeting of the Company held on 30 July 2004, approving the appointment of Grant Thornton as auditors of the Company to fill the casual vacancy following the resignation of E & Y and to hold office until the conclusion of the next annual general meeting of the Company at a fee to be fixed by the Board.

The Board is also pleased to announce that Mr. Yick is to be appointed as an independent non-executive director of the Company with effect from 1 August 2004.

Reference is made to the announcement made by Vitop Bioenergy Holdings Limited (the "Company") on 5 July 2004 and the circular of the Company dated 12 July 2004.

The board of directors (the "Board") of the Company is pleased to announce that an ordinary resolution was duly passed by the shareholders of the Company by show of hands at the extraordinary general meeting of the Company held on 30 July 2004, approving the appointment of Messrs. Grant Thornton ("Grant Thornton"), Certified Public Accountants, as auditors of the Company to fill the casual vacancy following the resignation of Messrs. Ernst & Young ("E & Y") and to hold office until the conclusion of the next annual general meeting of the Company at a fee to be fixed by the Board.

The Board is also pleased to announce that Mr. Yick Wing Fat, Simon ("Mr. Yick") is to be appointed as an independent non-executive director of the Company with effect from 1 August 2004. The biography and information of Mr. Yick is set out below:

Mr. Yick, aged 45, holds a Bachelor's degree in Business Administration, majoring in Accounting from the Chinese University of Hong Kong. He has over 20 years of experience in audit, direct investments, investment banking and corporate advisory services. Mr. Yick is the fellow members of both the Chartered Association of Certified Accountants in England and the Hong Kong Society of Accountants. He is an independent non-executive director of a Hong Kong listed company Shanghai International Shanghai Growth Investment Limited. Apart from this, Mr. Yick did not hold any other directorships in listed companies in the last three years.

The Company has not entered into service contract with Mr. Yick. He does not have specific length of service and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company. His director's remuneration shall be HK\$200,000 per year.

Mr. Yick does not hold any positions with the Company or other members of the Company's 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 confirms that to the best of their knowledge, information and belief, there are no other matters that need to be brought to the attention of the Company's shareholders in relation to the appointment of Mr. Yick.

As at the date of this announcement, the executive directors of the Company are Hung Kai So, Kam Ioi, Ma Yufeng, Sae-lao Rakchanok, Liu Jun and Lee Kwok Ming; and the independent non-executive directors of the Company are Yuan Tsu I and Huang Ming Da.

By Order of the Board  
**Hung Kai So**  
Chairman

Hong Kong, 30 July 2004

\* For identification purpose only

Please also refer to the published version of this announcement in China Daily dated 2 August 2004.