

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



VITAR INTERNATIONAL HOLDINGS LIMITED
威達國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 195)

**APPOINTMENT AND RESIGNATION OF
INDEPENDENT NON-EXECUTIVE DIRECTORS**

The board of directors (the “Board”) of Vitar International Holdings Limited (the “Company”) is pleased to announce that (i) Mr. Wong Hing Tat (“Mr. Wong”) has been appointed as an independent non-executive director, the chairman of audit committee and the member of remuneration committee of the Company, (ii) Mr. Cheng Hau Yan (“Mr. Cheng”) has been appointed as an independent non-executive director, the chairman of remuneration committee and the member of audit committee of the Company and (iii) Mr. Zhong Wei Guang (“Mr. Zhong”) has been appointed as an independent non-executive directors and the member of audit committee of the Company, all with effect from 23 December 2009.

The Board is pleased to further announce that (i) Mr. Wong Chi Kin (“Mr. Wong CK”) has resigned as an independent non-executive director, the chairman of audit committee and the member of remuneration committee of the Company, (ii) Mr. Chau Shing Yu (“Mr. Chau”) has resigned as an independent non-executive director, the chairman of remuneration committee and the member of audit committee of the Company and (iii) Mr. Lee Wing Yiu, William (“Mr. Lee”) has resigned as an independent non-executive directors and the member of audit committee of the Company, all with effect from 23 December 2009 due to their other business commitments.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board of directors (the “Board”) of Vitar International Holdings Limited (the “Company”) is pleased to announce that (i) Mr. Wong Hing Tat (“Mr. Wong”) has been appointed as an independent non-executive director, the chairman of audit committee and the member of remuneration committee of the Company, (ii) Mr. Cheng Hau Yan (“Mr. Cheng”) has been appointed as an independent non-executive director, the chairman of remuneration committee and the member of audit committee of the Company and (iii) Mr. Zhong Wei Guang (“Mr. Zhong”) has been appointed as an independent non-executive director and the member of audit committee of the Company, all with effect from 23 December 2009.

Mr. Wong, aged 45, is a certified public accountant (practicing) in Hong Kong and the managing director of H. T. Wong & Co. Limited, Certified Public Accountants. He has over 20 years of experience in accounting, auditing and taxation. He is a fellow of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, and an associate of the Institute of Chartered Accountants in England and Wales. He graduated from the Chinese University of Hong Kong with a Bachelor degree of Business Administration in 1988.

Mr. Wong has entered into an appointment contract in respect of his appointment as an independent non-executive director with the Company for a term of 1 year commencing from 23 December 2009. Pursuant to the Company's Articles of Association, Mr. Wong is subject to retirement by rotation and re-election at annual general meetings of the Company. Mr. Wong will receive an annual director's fee of HK\$100,000, which is fixed with reference to the market conditions and his duties and responsibilities with the Company. As at the date of this announcement, Mr. Wong does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Cheng, aged 63, obtained a master of business administration degree from the Shanghai Jiao Tong University in 1983 and has experience in banking. Mr. Cheng held the posts of deputy division chief of the Finance and Planning Division of Yunnan Provincial Geology and Mining Bureau during the period from October 1984 to March 1986, and of deputy director of the Economic Commission of Kunming for the period from April 1986 to April 1988. During the period from May 1988 to 1996, he was president of the Yunnan Branch of Bank of Communications. Mr. Cheng also held the posts as an executive director of Yunnan Enterprises Holdings Limited, a company listed on the main board of The Stock Exchange of Hong Kong Limited (Stock Code: 455), during the period from April 1998 to March 2006, and west China regional director of the Chinese Estates Holdings Limited, a company listed on the main board of The Stock Exchange of Hong Kong Limited (Stock Code: 127), for the period of March 2006 to present.

Mr. Cheng has entered into an appointment contract in respect of his appointment as an independent non-executive director with the Company for a term of 1 year commencing from 23 December 2009. Pursuant to the Company's Articles of Association, Mr. Cheng is subject to retirement by rotation and re-election at annual general meetings of the Company. Mr. Cheng will receive an annual director's fee of HK\$200,000, which is fixed with reference to the market conditions and his duties and responsibilities with the Company. As at the date of this announcement, Mr. Cheng does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Zhong, aged 42, serves as Guangdong province Huizhou committee member of the Chinese People's Political Consultative Conference and vice chairman of the Huizhou City Chamber of Commerce. Mr. Zhong has over 20 years experience in PRC business. He is also a general manager of Huizhou Peng Feng Group, whose main business is motor vehicle sales and post-sales service.

Mr. Zhong has entered into an appointment contract in respect of his appointment as an independent non-executive director with the Company for a term of 1 year commencing from 23 December 2009. Pursuant to the Company's Articles of Association, Mr. Zhong is subject to retirement by rotation and re-election at annual general meetings of the Company. Mr. Zhong will receive an annual director's fee of HK\$100,000, which is fixed with reference to the market conditions and his

duties and responsibilities with the Company. As at the date of this announcement, Mr. Zhong does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Wong, Mr. Cheng and Mr. Zhong (i) have not previously held any positions with the Company or its subsidiaries; (ii) do not have any relationship with any director, senior management, management shareholders, substantial or controlling shareholders of the Company; (iii) have no interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinances as at the date of this announcement; and (iv) have not held any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, there are no other information in relation to the appointment of Mr. Wong, Mr. Cheng and Mr. Zhong which are required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and no other matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its warm welcome to Mr. Wong, Mr. Cheng and Mr. Zhong on their appointment.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board also announces that (i) Mr. Wong Chi Kin (“Mr. Wong CK”) has resigned as an independent non-executive director, the chairman of audit committee and the member of remuneration committee of the Company, (ii) Mr. Chau Shing Yu (“Mr. Chau”) has resigned as an independent non-executive director, the chairman of remuneration committee and the member of audit committee of the Company and (iii) Mr. Lee Wing Yiu, William (“Mr. Lee”) has resigned as an independent non-executive director and the member of audit committee of the Company, all with effect from 23 December 2009 due to their other business commitments. Each of the resigning Directors has confirmed that he has resigned as a result of their other business commitments. All the resigning Directors have confirmed that they had no disagreement with the Board and there were no matters relating to their resignation that need to be brought to the attention of the shareholders of the Company.

The Board would like to express sincere gratitude to all the resigning Directors for their valuable contributions to the Company during their tenure.

By the order of the board
Vitar International Holdings Limited
Leung Kai Wing
Chief Executive Officer

Hong Kong, 23 December 2009

As at the date of this announcement, the Board comprises Mr. Leung Chau Hiu, Mr. Leung Kai Wing, Ms. Tsang Chi Yung, Ms. Leung Chun Yin, Mr. Cheung Wai Kuen and Mr. Cheng Pak Lung as executive directors, and Mr. Wong Hing Tat, Mr. Cheng Hau Yan and Mr. Zhong Wei Guang as independent non-executive directors.