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維奧集團控股有限公司
Vital Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1164)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Vital Group Holdings Limited (the “**Company**”) will be held at Victoria Room IV, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Thursday, 8 September 2011 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

AS ORDINARY RESOLUTIONS

1. “**THAT** the agreement dated 29 July 2011 (the “**Agreement**”) entered into among 成都維奧置業有限公司 (Chengdu Vital Property Co., Ltd.,*), a wholly-owned subsidiary of the Company as vendor, 四川隆禾置業有限公司 (Sichuan Longhe Properties Limited*) as purchaser and 成都溫江維奧房地產開發有限公司 (Chengdu Wenjian Vital Property Development Company Limited*) (the “**Target**”) in relation to the sale of 100% equity interest of the Target and shareholder’s loan owing by the Target to the vendor at an aggregate consideration of RMB230,609,000 and the transactions contemplated in the Agreement be and are hereby approved, confirmed and ratified; and
2. “**THAT** the directors of the Company or person(s) authorized by the directors be and are hereby authorised for and on behalf of the Company to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary or desirable to implement and/or effect the transactions contemplated by the Agreement on such terms and conditions as the directors or person(s) authorized by the directors of the Company may think fit.”

Yours faithfully,
For and on behalf of the Board of
Vital Group Holdings Limited
He Zuyuan
Chief Executive Officer

* *For identification purposes only*

Hong Kong, 19 August 2011

Notes:

- (1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, in the event of a poll, to vote in his place. A proxy need not be a member of the Company. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of that power or authority) must be deposited at the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not later than 48 hours before the appointed time for holding the meeting or any adjourned meeting.
- (2) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (3) In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date of this announcement, the board of directors of the Company comprises two executive directors: Mr. He Zuyuan (chief executive officer) and Mr. Li Zhengguang, four non-executive directors: Mr. Yu Zhiping (chairman), Mr. Wei Qiyan, Ms. Zheng Xiaowei and Mr. Chen Zhiyu and three independent non-executive directors: Mr. Ling Bing, Mr. Qiu Xianhong and Mr. Huang Jinsong.