

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Vital Group Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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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)

PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting of the Company (the “EGM”) to be held at Caine Room, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 21 November 2011 (Monday) at 10:30 a.m. is set out on pages 5 to 6 of this circular. Whether or not you are able to attend the EGM in person, you are requested to complete and return the accompanying form of proxy enclosed with this circular in accordance with the instructions printed thereon and deposit the same to the Company’s branch share registrar and transfer office, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

24 October 2011

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meaning:

“Announcement”	the announcement of the Company dated 14 October 2011 in relation to the Proposed Name Change
“Articles”	the articles of association of the Company as may be amended from time to time
“Board”	the board of Directors
“Company”	Vital Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at Caine Room, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 21 November 2011 (Monday) at 10:30 a.m., for the purpose of approving the Proposed Name Change and the notice of which is set out on pages 5 to 6 of this circular
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Name Change”	proposed change of the Company’s name from “Vital Group Holdings Limited 維奧集團控股有限公司” to “CGN Mining Company Limited” and adoption of “中廣核礦業有限公司” as the Company’s new Chinese name for identification purposes only
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. He Zuyuan (*Chief Executive Officer*)

Mr. Li Zhengguang

Non-Executive Directors:

Mr. Yu Zhiping (*Chairman*)

Mr. Wei Qiyang

Ms. Zheng Xiaowei

Mr. Chen Zhiyu

Independent Non-Executive Directors:

Mr. Ling Bing

Mr. Qiu Xianhong

Mr. Huang Jinsong

Registered Office:

Cricket Square

Hutchins Drive, P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head Office and Principal Place
of Business in Hong Kong*

Unit 7, 31st Floor, Tower 1,

Lippo Centre, 89 Queensway,

Hong Kong

24 October 2011

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME

Reference is made to the Announcement.

The purpose of this circular is to provide all the Shareholders with information regarding the Proposed Name Change, the special resolution of which will be proposed at the EGM.

PROPOSED NAME CHANGE

On 14 October 2011, the Board announced that the Company proposes to change its name from “Vital Group Holdings Limited 維奧集團控股有限公司” to “CGN Mining Company Limited” and adopt “中廣核礦業有限公司” as its new Chinese name for identification purposes only. The Proposed Name Change is subject to conditions set out below.

LETTER FROM THE BOARD

Reasons for the Change of Company Name

In light of the expansion and diversification in the scope of business of the Company, the Board considers that the Proposed Name Change will reflect the corporate nature of the Company more accurately. In addition, the new name can refresh the Company's corporate image and identity. The Board believes that the Proposed Name Change is in the best interests of the Company and the Shareholders as a whole.

Conditions of the Change of Company Name

The Proposed Name Change is subject to:

- (a) the approval by the Shareholders by way of a special resolution at the EGM; and
- (b) the approval by the Registrar of Companies in the Cayman Islands.

The Company will carry out necessary filing procedures with the Registrar of Companies in the Cayman Islands and Hong Kong to effect the Proposed Name Change once it is approved by the Shareholders at the EGM.

Effects of the Change of Company Name

The change of the Company's name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the Company's existing name shall continue to be evidence of title to the Shares and shall be valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. There will not be any arrangement for exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the EGM, the effective date of the change of the Company's name and the new stock short name of the Shares.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the EGM will demand a poll for each and every resolution put forward at the EGM pursuant to the Articles. The Company will appoint scrutineers to handle vote-taking procedures at the EGM. The results of the poll will be published on the Stock Exchange's website at www.hkex.com.hk and the Company's website at www.vital-pharm.com on the business day following the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the Proposed Name Change is in the best interests of the Company as well as the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders shall vote in favour of the relevant resolution at the EGM.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 Caine Room, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 21 November 2011 (Monday) at 10:30 a.m. for the following purposes:

AS SPECIAL RESOLUTION

“**THAT** the name of the Company be changed from “Vital Group Holdings Limited 維奧集團控股有限公司” to “CGN Mining Company Limited” and adopt “中廣核礦業有限公司” as its new Chinese name for identification purposes only, and the directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to effect the foregoing.”

By Order of the Board of
Vital Group Holdings Limited
Mr. He Zuyuan
Chief Executive Officer

Hong Kong, 24 October 2011

Registered office:

Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal office
in Hong Kong:*
Unit 7, 31st Floor, Tower 1
Lippo Centre, 89 Queensway,
Hong Kong

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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (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 notice, the Board comprises two executive directors: Mr. He Zuyuan (chief executive officer) and Mr. Li Zhengguang, four non-executive directors: Mr. Yu Zhiping (Chairman), Mr. Wei Qiyang, Ms. Zheng Xiaowei and Mr. Chen Zhiyu and three independent non-executive directors: Mr. Ling Bing, Mr. Qiu Xianhong and Mr. Huang Jinsong.