

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.



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 Gloucester Room II, 3/F, The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 8 June 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:**

- (a) the subscription agreement (the “**Subscription Agreement**”) dated 18 March 2011 entered into by and among (1) the Company, (2) Mr. Tao Lung, (3) Mr. Huang Jianming, (4) Mr. Liu James Jin, (5) Perfect Develop Holding Inc., and (6) China Uranium Development Company Limited (the “**Subscriber**”) in relation to (i) subscription of 1,670,000,000 ordinary shares of HK\$0.01 each in the capital of the Company (the “**Subscription Shares**”) at a subscription price of HK\$0.23 per Subscription Share; and (ii) subscription of the convertible bonds (the “**Convertible Bonds**”) in the aggregate principal amount of HK\$600,000,000, which can be converted into 2,608,695,652 conversion shares or such number of shares (as a result of any adjustment to the Conversion Price) which may fall to be allotted and issued upon exercise of the conversion right attaching to the Convertible Bonds (the “**Conversion Shares**”) at the initial conversion price of HK\$0.23 per Conversion Share (subject to adjustments), (a copy of the Subscription Agreement is tabled at the meeting and marked “A” by the chairman of the meeting for identification purposes) and the transactions contemplated thereunder be and is hereby confirmed, approved and ratified;
- (b) conditional upon the Listing Committee of The Stock Exchange granting the listing of, and permission to deal in Subscription Shares and the Conversion Shares, the unconditional special mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with the Subscription Shares and the Conversion Shares pursuant to the Subscription Agreement be and is hereby approved;

(c) the directors of the Company 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 Subscription Agreement, the issue of the Subscription Shares and Conversion Shares and the amendment, variation or modification of the terms and conditions of the Subscription Agreement on such terms and conditions as the director of the Company may think fit.”

2. “**THAT** the waiver granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission pursuant to note 1 on dispensations for Rule 26 of the Hong Kong Code on Takeovers and Mergers waiving any obligation of the Subscriber and parties acting in concert with it to make a general offer to acquire the shares of the Company and all other securities of the Company in issue not already owned or agreed to be acquired by the Subscriber and parties acting in concert with it, as a result of the closing of the Share Subscription under the Subscription Agreement (as defined in resolution no.1 of the notice of which this resolution forms part) be and is hereby approved.”

As at the date of this notice, the board of directors of the Company comprises six executive directors: Mr. Xu Xiaofan, Mr. Chen Zhiyu, Madam Guo Lin, Mr. Huang Zemin, Mr. Li Ke and Mr. Liu James Jin and three independent non-executive directors: Mr. Lui Tin Nang, Mr. Lee Kwong Yiu and Mr. Chong Cha Hwa.

Yours faithfully,
For and on behalf of the Board of
Vital Group Holdings Limited
Xu Xiaofan
Chairman

Hong Kong, 23 May 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.