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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)

ANNOUNCEMENT

SHARE CHARGE BY CONTROLLING SHAREHOLDER

This announcement is made by the Company pursuant to Rule 13.09 (1) of the Listing Rules.

The Company has been advised that on 1 April 2011, the Controlling Shareholder entered into the Share Charge to guarantee its obligations under the Subscription Agreement, including but not limited to its obligations to pay the First Reimbursement Amount and the Second Reimbursement Amount, any amounts due under the Indemnity or losses suffered as a result of any breach of warranties. The Share Charge will be released on the later of the date of expiry of the Reimbursement Period and the date on which the Controlling Shareholder has discharged all its obligations to pay the Second Reimbursement Amount.

Reference is made to the announcement of Vital Group Holdings Limited (the “**Company**”) dated 31 March 2011 in relation to the Share Subscription, the CB Subscription and the application for the granting of the Whitewash Waiver (the “**Announcement**”). Unless otherwise stated, capitalized terms used herein shall have the same meaning as those defined in the Announcement.

This announcement is made by the Company pursuant to Rule 13.09(1) of the Listing Rules. The Company has been advised that on 1 April 2011, the Controlling Shareholder entered into the Share Charge to charge 450,000,000 Shares in favour of the Subscriber to guarantee its obligations under the Subscription Agreement, including but not limited to its obligations to pay the First Reimbursement Amount and the Second Reimbursement Amount, any amounts due under the Indemnity or losses suffered as a result of any breach of warranties. The Share Charge will be released on the later of the date of expiry of the Reimbursement

Period and the date on which the Controlling Shareholder has discharged all its obligations to pay the Second Reimbursement Amount.

On behalf of the Board
VITAL GROUP HOLDINGS LIMITED
Xu Xiaofan
Chairman

11 April 2011, Hong Kong

As at the date of this announcement, the Board 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. Lee Kwong Yiu, Mr. Lui Tin Nang and Mr. Chong Cha Hwa.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.