

## **Monthly Return of Equity Issuer on Movements in Securities**

For the month ended (dd/mm/yyyy):	30/11/2011				
To: Hong Kong Exchanges and Clearing	g Limited				
Name of Issuer  Date Submitted	Vital Group Holdings Limited  1 December 2011				
I. Movements in Authorised Share Capit	tal				
1. Ordinary Shares					
(1) Stock code : <u>01164</u> Descrip	otion:				
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)		
Balance at close of preceding month	50,000,000,000	0.01	500,000,000.00		
Increase/(decrease)	N/A		N/A		
Balance at close of the month	50,000,000,000	0.01	500,000,000.00		
(2) Stock code : <u>N/A</u> Descrip	otion :				
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)		
Balance at close of preceding month					
Increase/(decrease)					
Balance at close of the month					

Stock code: N/A Desc	ription :		
	No. of preference shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			
3. Other Classes of Shares			
	ription :		
	No. of other classes of shares	Par value (HK\$)	Authorised share capital (HK\$)
3. Other Classes of Shares  Stock code: N/A Desc  Balance at close of preceding month	No. of other		_
Stock code: N/A Desc	No. of other		capital

## II. Movements in Issued Share Capital

	No. of ordina	ary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	3,332,586,993	N/A	N/A	N/A
Increase/ (decrease) during the month	N/A	N/A	N/A	N/A
Balance at close of the month	3,332,586,993	N/A	N/A	N/A

## III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date	onare option	Movement duri			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
(dd/mm/yyyy) and		1110 Verificite dari	ing the month		_	
class of shares	G . 1	г : 1	C 11 1	T 1		
issuable	Granted	Exercised	Cancelled	Lapsed	) T'1	100,000
1. 330,000	Nil	Nil	Nil	Nil	Nil	100,000
options						
at HK\$0.39						
(22 (27 (2002)						
( 23 /07 /2003 )						
Ordinary shares						
(Note 1)						
2. 13,760,000	Nil	Nil	Nil	Nil	Nil	760,000
options	1411	1411	1411	1411	1411	700,000
at HK\$0.51						
<u>at nk\$0.31</u>						
(22 /07 /2002)						
(23/07/2003)						
Ordinary shares						
(Note 1)						
3. 32,800,000	Nil	Nil	Nil	Nil	Nil	0
options	1111	1411	1111	1111	1111	U
at HK\$0.23						
(23/07/2003)						
Ordinary shares						
(Note 1)						
4. 67,500,000	Nil	Nil	Nil	Nil	Nil	0
options	1111	1411	1411	1111	1111	O
at HK\$0.28						
<u>at 11K</u> \$0.28						
(23/07/2003)						
Ordinary shares						
(Note 1)						-
(IVOTE I)						

For Main Board and GEM listed issuers

	For Main Board and GEM listed issuers	
Total A. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	
Total funds raised during the month from exercise of		
options (State currency) N/A		

Warrants to Issue Shares of the Is	suer which are to	be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	nominal	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A	-					
	-					
	<u> </u>			-		
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	( / /	)				
2. N/A	-					
	-					
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)	6 1 1	`				
(dd/mm/yyyy) 3. N/A	( / /					
3.17/11	-					
	· - <u></u>					
( / / )						
Stock code (if listed) Class of shares						
issuable (Note 1)						
EGM approval date (if applicable)						
	( / /	)				
4. N/A	-					
	-					
0. 1. 1. (1011 . 1)						
Class of shares						
issuable ( <i>Note 1</i> ) Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	( / /	)				
		Total	B. (Ordin	nary shares)		
			(Prefere	ence shares)		_
			(	Other class)		-

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new shares of No. of new shares of issuer issuer issued which may be during the issued pursuant month thereto as at Currency of Converted pursuant close of the amount Amount at close of during the Amount at close thereto month Class and description outstanding preceding month month of the month 1. convertible bonds in the principal amount of HK\$600,000,000 which can be converted into 2,608,695,652 shares at an initial conversion price of HK\$0.23 per share HK\$ HK\$600,000,000 HK\$600,000,000 0 0 2,608,695,652 Stock code (if listed) 1164 Class of shares issuable (Note 1) Ordinary shares Subscription price HK\$0.23 EGM approval date (if applicable) (dd/mm/yyyy)) (8/6/2011)N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Total C. (Ordinary shares) (Preference shares)\_\_\_\_ (Other class)

For Main Board and GEM listed issuers
Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. <u>N/A</u>		
Ordinary shares (Note 1)		
Ordinary shares (Note 1)		
2.		
	-	
shares (Note 1)	-	
States (Note 1)		_
3		
	-	
shares (Note 1)	-	
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		
	1	

Other Movements in Issued Share Capital No. of new shares No. of new of issuer issued shares of during the month issuer which pursuant thereto may be issued pursuant thereto as at close of the month Type of Issue Class of shares issuable -(*Note 1*) ( / / ) State Issue and allotment 1. Rights issue price: currency date: (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) Class of shares issuable -(*Note 1*) ( / / ) State At Issue and allotment Open offer price: currency date: (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) Class of shares issuable \_ (*Note 1*) ( / / ) At State Issue and allotment 3. Placing price: currency date: (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) Class of shares issuable \_\_\_\_\_ (*Note 1*) ( / / ) Issue and allotment 4. Bonus issue date: (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy)

_				For Ma	un B	oard and GEM listed	
	Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of Issue						month
			Class of shares issuable (Note 1)				
5.	Scrip dividend	At State price: currency —	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
			Class of shares repurchased (Note 1)				
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
			Class of shares redeemed ( <i>Note 1</i> )				
7.	Redemption of shares		Redemption date: (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
			Class of shares issuable (Note 1)				
8.	Consideration issue	At State price: currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		

For Main Board and GEM listed issuers No. of new shares No. of new of issuer issued shares of during the month issuer which may be pursuant thereto issued pursuant thereto as at close of the month Type of Issue Class of shares issuable (*Note 1*) ( / / ) 9. Capital Issue and allotment reorganisation date: (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy)

Class of shares issuable

Issue and allotment

date: (dd/mm/yyyy)

EGM approval date: (dd/mm/yyyy)

Total E.

( / / )

( / / )

(Ordinary shares)

(Preference shares)
(Other class)

(*Note 1*)

10. Other:

At

(Please specify) price: currency

State

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil
	(2)	Nil
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
(These figures should be the same as the relevant figures under II above ("Movements in Issu	ied Sh	are Capital").)

Remarks (if any):
Submitted by: Cheung Hin Kiu
Title: Company Secretary

## Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.