



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

For the month ended (dd/mm/yyyy) : 31/3/2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Vital Group Holdings Limited

Date Submitted 1 April 2011

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : 01164 Description : \_\_\_\_\_

|                                     | No. of ordinary shares | Par value (HK\$) | Authorised share capital (HK\$) |
|-------------------------------------|------------------------|------------------|---------------------------------|
| Balance at close of preceding month | <u>50,000,000,000</u>  | <u>0.01</u>      | <u>500,000,000.00</u>           |
| Increase/(decrease)                 | <u>N/A</u>             |                  | <u>N/A</u>                      |
| Balance at close of the month       | <u>50,000,000,000</u>  | <u>0.01</u>      | <u>500,000,000.00</u>           |

(2) Stock code : N/A Description : \_\_\_\_\_

|                                     | 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       | _____                  | _____            | _____                           |

## 2. Preference Shares

|                                     |            |                          |                                 |
|-------------------------------------|------------|--------------------------|---------------------------------|
| Stock code :                        | <u>N/A</u> | Description :            | _____                           |
|                                     |            | 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

|                                     |            |                                |                                 |
|-------------------------------------|------------|--------------------------------|---------------------------------|
| Stock code :                        | <u>N/A</u> | Description :                  | _____                           |
|                                     |            | No. of other classes of shares | Par value (HK\$)                |
|                                     |            |                                | Authorised share capital (HK\$) |
| Balance at close of preceding month | _____      | _____                          | _____                           |
| Increase/(decrease)                 | _____      |                                | _____                           |
| Balance at close of the month       | _____      | _____                          | _____                           |

Total authorised share capital at the end of the month (HK\$) : **500,000,000.00**



For Main Board and GEM listed issuers

|                            |            |
|----------------------------|------------|
| Total A. (Ordinary shares) | <u>Nil</u> |
| (Preference shares)        | <u>N/A</u> |
| (Other class)              | <u>N/A</u> |

Total funds raised during the month from exercise of options (State currency)

Nil

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)   | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|---------------------------------|---|----------------------------------|---|--|--|
| 1. N/A<br>_____<br>_____   | _____                           | _____   | _____                            | _____                                     | _____  | _____  |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) | _____                           | _____   | _____                            | _____                                     | _____  | _____  |
| 2. N/A<br>_____<br>_____   | _____                           | _____   | _____                            | _____                                     | _____  | _____  |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) | _____                           | _____   | _____                            | _____                                     | _____  | _____  |
| 3. N/A<br>_____<br>_____   | _____                           | _____   | _____                            | _____                                     | _____  | _____  |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) | _____                           | _____   | _____                            | _____                                     | _____  | _____  |
| 4. N/A<br>_____<br>_____   | _____                           | _____   | _____                            | _____                                     | _____  | _____  |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) | _____                           | _____   | _____                            | _____                                     | _____  | _____  |
| Total B. (Ordinary shares) _____<br>(Preference shares) _____<br>(Other class) _____   |                                 |   |                                  |   |  |  |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description      | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount 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                     |                                |                                    |                            |                              |  |   |
| Stock code (if listed)     |                                |                                    |                            |                              |  |   |
| Class of shares            |                                |                                    |                            |                              |  |   |
| issuable ( <i>Note 1</i> ) |                                |                                    |                            |                              |  |   |
| Subscription price         |                                |                                    |                            |                              |  |   |
| EGM approval date          |                                |                                    |                            |                              |  |   |
| (if applicable)            |                                |                                    |                            |                              |  |   |
| (dd/mm/yyyy)               |                                | ( / / )                            |                            |                              |  |   |
| 2. N/A                     |                                |                                    |                            |                              |  |   |
| Stock code (if listed)     |                                |                                    |                            |                              |  |   |
| Class of shares            |                                |                                    |                            |                              |  |   |
| issuable ( <i>Note 1</i> ) |                                |                                    |                            |                              |  |   |
| Subscription price         |                                |                                    |                            |                              |  |   |
| EGM approval date          |                                |                                    |                            |                              |  |   |
| (if applicable)            |                                |                                    |                            |                              |  |   |
| (dd/mm/yyyy)               |                                | ( / / )                            |                            |                              |  |   |
| 3. N/A                     |                                |                                    |                            |                              |  |   |
| Stock code (if listed)     |                                |                                    |                            |                              |  |   |
| Class of shares            |                                |                                    |                            |                              |  |   |
| issuable ( <i>Note 1</i> ) |                                |                                    |                            |                              |  |   |
| Subscription price         |                                |                                    |                            |                              |  |   |
| EGM approval date          |                                |                                    |                            |                              |  |   |
| (if applicable)            |                                |                                    |                            |                              |  |   |
| (dd/mm/yyyy)               |                                | ( / / )                            |                            |                              |  |   |
| 4. N/A                     |                                |                                    |                            |                              |  |   |
| Stock code (if listed)     |                                |                                    |                            |                              |  |   |
| Class of shares            |                                |                                    |                            |                              |  |   |
| issuable ( <i>Note 1</i> ) |                                |                                    |                            |                              |  |   |
| Subscription price         |                                |                                    |                            |                              |  |   |
| EGM approval date          |                                |                                    |                            |                              |  |   |
| (if applicable)            |                                |                                    |                            |                              |  |   |
| (dd/mm/yyyy)               |                                | ( / / )                            |                            |                              |  |   |
| Total C. (Ordinary shares) |                                |                                    |                            |                              |  |   |
| (Preference shares)        |                                |                                    |                            |                              |  |   |
| (Other class)              |                                |                                    |                            |                              |  |   |

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. N/A<br><br><br><br>( / / )<br>shares (Note 1)  |  |   |
| 2.<br><br><br><br>( / / )<br>shares (Note 1)  |  |   |
| 3.<br><br><br><br>( / / )<br>shares (Note 1)  |  |   |
| Total D. (Ordinary shares)<br>(Preference shares)<br>(Other class)                                      |  |   |

## Other Movements in Issued Share Capital

| 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 |
|---------------|--------------|---------------------------------|---|--|---|
| 1.            | Rights issue | At price : State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____ | ( / / )  | ( / / )   |
| 2.            | Open offer   | At price : State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____ | ( / / )  | ( / / )   |
| 3.            | Placing      | At price : State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____ | ( / / )  | ( / / )   |
| 4.            | Bonus issue  |                                 | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____ | ( / / )  | ( / / )   |



For Main Board and GEM listed issuers

| 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 |       |
|---------------|----------------------|---------------------------------|---|---|-------|
| 5.            | Scrip dividend       | At price : State currency _____ | <p>Class of shares issuable _____<br/>(<i>Note 1</i>)</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: ( / / )<br/>(dd/mm/yyyy)</p> | _____   | _____ |
| 6.            | Repurchase of shares |                                 | <p>Class of shares repurchased (<i>Note 1</i>) _____</p> <p>Cancellation date : ( / / )<br/>(dd/mm/yyyy)</p> <p>EGM approval date: ( / / )<br/>(dd/mm/yyyy)</p>     | _____   | _____ |
| 7.            | Redemption of shares |                                 | <p>Class of shares redeemed (<i>Note 1</i>) _____</p> <p>Redemption date : ( / / )<br/>(dd/mm/yyyy)</p> <p>EGM approval date: ( / / )<br/>(dd/mm/yyyy)</p>          | _____   | _____ |
| 8.            | Consideration issue  | At price : State currency _____ | <p>Class of shares issuable _____<br/>(<i>Note 1</i>)</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: ( / / )<br/>(dd/mm/yyyy)</p> | _____   | _____ |

For Main Board and GEM listed issuers

| 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 |
|----------------------------|--|--|---|
| 9. Capital reorganisation  | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____                                    |  |   |
| 10. Other (Please specify) | At price : State currency _____<br>Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____ |  |   |
|                            |  | Total E. (Ordinary shares) _____                                     | _____   |
|                            |  | (Preference shares) _____  | _____   |
|                            |  | (Other class) _____  | _____   |

|   |         |
|---|---------|
| 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     |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |         |

Remarks (if any):

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Submitted by: Cheung Hin Kiu

Title: Company Secretary

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*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.*