



12 April 2011

**Subscription agreement in relation to proposed subscription of shares in
Vital Group Holdings Limited (the “Company”);
Proposed subscription of convertible bonds issued by Vital Group Holdings Limited and
Application for the granting of the whitewash waiver**

Disclosure of dealings in the shares of the Company

The Executive received the following disclosure of securities dealings pursuant to Rule 22 of the Hong Kong Code on Takeovers and Mergers:

Party	Date	Bought / Sold	No. of Shares	Unit Price (HK\$)	Resultant balance and percentage of class
Zeng Qingling	4 April 2011	Bought	200,000	0.930	1,000,000 (0.0645%)
Zeng Qingling	4 April 2011	Bought	300,000	0.850	

End

Notes:

1. Ms. Zeng Qingling is an associate of the Company under class (3) of the definition of “associate” of the Hong Kong Code on Takeovers and Mergers.
2. The disclosure form was received by the Executive on 11 April 2011.