



2 June 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 options / derivatives 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	Description of options/ derivatives	Exercise price	Exercise period	No. of options/ derivatives	Nature of dealing	No. of voting shares concerned	Unit Price (HK\$)	Resultant balance
Xu Xiaofan	1 June 2011	Share options	HK\$0.23	1 January 2006 to 6 February 2012	15,000,000	Exercise of options	15,000,000	1.00	15,000,000

End

Notes:

Mr. Xu Xiaofan is an associate of the Company under class (3) of the definition of “associate” of the Hong Kong Code on Takeovers and Mergers.