

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
 HELD ON 3 JUNE 2011**

The board of directors (“**Board**”) of Vital Group Holdings Limited (“**Company**”) is pleased to announce that at the AGM held on 3 June 2011, all the proposed ordinary resolutions set out in the notice of the AGM were duly passed by way of poll.

Reference is made to the circular of the Company dated 4 May 2011 (“**Circular**”) in relation to, among other matters, proposals for general mandates to issue and repurchase Shares and re-election of Directors. Terms used in this announcement shall have the same meanings as those defined in the Circular unless defined otherwise herein.

The Board is pleased to announce that all the resolutions (“**Resolutions**”) set out in the notice of the AGM dated 4 May 2011 were duly passed by the Shareholders by way of poll at the Annual General Meeting held on 3 June 2011.

The poll results in respect of the Resolutions were as follows:

RESOLUTIONS		Number of votes (approximate %)	
		For	Against
ORDINARY RESOLUTIONS			
1	To consider and adopt the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31 December 2010.	600,460,654 (100%)	0 (0%)
2	(a) To re-elect Mr. Xu Xiaofan as an executive director of the Company;	600,460,654 (100%)	0 (0%)
	(b) To re-elect Mr. Liu James Jin as an executive director of the Company;	600,460,654 (100%)	0 (0%)
	(c) To re-elect Mr. Lee Kwong Yiu as an independent non-executive director of the Company; and	600,460,654 (100%)	0 (0%)
	(d) To authorise the Board of Directors to fix the remuneration of the directors.	600,460,654 (100%)	0 (0%)

RESOLUTIONS		Number of votes (approximate %)	
ORDINARY RESOLUTIONS		For	Against
3	To re-appoint Messrs. SHINEWING (HK) CPA Limited as auditors and to authorise the Board of Directors to fix their remuneration.	600,460,654 (100%)	0 (0%)
4	To consider and approve the general unconditional mandate to the Board of Directors for the issue of additional new shares up to 20% of the issued share capital of the Company as at the date of this resolution.	598,995,654 (99.7560%)	1,465,000 (0.2440%)
5	To consider and approve the general unconditional mandate to the Board of Directors for repurchase of shares up to 10% of the issued share capital of the Company as at the date of this resolution.	600,460,654 (100%)	0 (0%)
6	To authorize the Board of Directors to allot, issue or otherwise deal with additional shares equal to the number of shares repurchased.	598,995,654 (99.7560%)	1,465,000 (0.2440%)

As more than 50% of the votes were cast in favour of each of the ordinary resolutions, all of the resolutions set out above were duly passed as ordinary resolutions of the Company.

The Hong Kong branch share registrar of the Company, Union Registrars Limited, was appointed as the scrutineer for the vote-taking at the AGM.

The total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the AGM was 1,625,586,993 Shares, representing the entire issued share capital of the Company as at the date of the AGM. There were no restriction on any shareholders of the Company to cast votes on any of the resolutions proposed at the AGM, and there were no shares entitling the holder to attend and vote only for or against the resolutions proposed at the AGM.

By order of the board of
Vital Group Holdings Limited
Cheung Hin Kiu
Company Secretary

Hong Kong, 3 June 2011

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.