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(Incorporated in Cayman Islands with limited liability)

(Stock code: 1164)

CHANGES IN DIRECTORS, CHAIRMAN, AUTHORISED REPRESENTATIVE AND MEMBER OF REMUNERATION COMMITTEE

RESIGNATION OF DIRECTORS

The Board announces the following Directors have tendered their resignation and ceased to be Directors with effect from 11 November 2009:

- (1) Mr. Tao Lung as the chairman, executive Director, member of the remuneration committee and authorised representative;
- (2) Mr. Huang Jianming as the executive Director and chief executive officer; and
- (3) Mr. Shen Songqing as the executive Director.

APPOINTMENT OF DIRECTORS

The Board announces that the following persons have been appointed as Directors with effect from 11 November 2009:

- (1) Mr. Huang Zemin as an executive Director;
- (2) Mr. Chen Zhiyu as an executive Director and chief executive officer;
- (3) Mr. Li Ke as an executive Director.

APPOINTMENT OF CHAIRMAN OF THE GROUP, AUTHORISED REPRESENTATIVE AND MEMBER OF REMUNERATION COMMITTEE

As a result of resignation of Mr. Tao Lung as the chairman of the Group, the Board announces that Mr. Xu Xiaofan, an executive Director, will be appointed as the chairman of the Group with effect from 11 November 2009. Mr. Liu James Jin will be appointed as the authorised representative of the Company to replace Mr. Tao Lung with effect from 11 November 2009. Madam Guo Lin will be appointed as a member of the remuneration committee with effect from 11 November 2009.

RESIGNATION OF DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of Vital Pharmaceutical Holdings Limited (the “**Company**”) announces Mr. Tao Lung has ceased to be the executive Director, the chairman, member of the remuneration committee and the authorised representative of the Company due to the reason that he is occupied by his other work commitments. Mr. Huang Jianming has ceased to be the executive Director and the chief executive officer of the Company due to the reason that he needs to concentrate more efforts on other business development. Mr. Shen Songqing has also ceased to be the executive Director due to the reason that he needs to concentrate more efforts on other business development. The above resignation will take effect from 11 November 2009.

Notwithstanding their resignation from directorship, each of Mr. Tao, Mr. Huang and Mr. Shen will continue to serve the Company and its subsidiaries (collectively the “**Group**”) by accepting the appointment to be consultants of the Group with effect from 12 November 2009 for an initial term of one year and will continue thereafter until terminated by not less than one month’s notice in writing served by either party to the other. Written service agreements will be entered into with each of Mr. Tao, Mr. Huang and Mr. Shen and the Company.

Each of Mr. Tao, Mr. Huang and Mr. Shen will be entitled to monthly consultancy fee of approximately HK\$40,000, HK\$30,000, and HK\$30,000 respectively. As at the date of this announcement, the number of outstanding share options held by each of Mr. Tao, Mr. Huang and Mr. Shen is 15,000,000 shares, 8,500,000 shares, and 8,500,000 shares respectively. The above options will remain effective and exercisable until 6 February 2012.

Each of Mr. Tao, Mr. Huang and Mr. Shen has confirmed that each of them has no disagreement with the Board and there is no matter relating to their resignation that needs to be brought to the attention of the shareholders of the Company.

The Board takes this opportunity to thank Mr. Tao, Mr. Huang and Mr. Shen for their past efforts to the development of the Group and for their continuous contribution to the Group.

APPOINTMENT OF DIRECTORS

The Board announces that the following persons have been appointed as executive Directors of the Company with effect from 11 November 2009.

Mr. Huang Zemin, aged 48, graduated with a university professional certificate (大學專科) in law from Sichuan Radio and TV University (四川廣播電視大學) in 1988. He worked in a subsidiary of the Group from 2002 to 2005 and was responsible for sale of products. He is currently the chairman, director and corporate representative (法人代表) of Sichuan Hengtai Pharmaceutical Company Limited, a wholly-owned subsidiary of the Company. He worked for China Pharmaceutical Company, Southwest branch (中國醫藥公司西南分公司) for around 5 years. He is the brother of Mr. Huang Jianming, an executive Director, the chief executive officer of the Company and a shareholder as well as a director of Perfect Develop Holding Inc. (a substantial shareholder of the Company).

Mr. Huang will enter into a service contract with the Company for an initial term of two years and will continue thereafter until terminated by not less than three months' notice in writing served by either party to the other. His remuneration will be recommended by the remuneration committee of the Company and are based on the working experience, skill, knowledge and involvement in the Company's affairs, and the Company's performance and profitability. Mr. Huang is entitled to a basic monthly salary of HK\$33,000, and a discretionary management bonus provided that the aggregate amount of the bonuses payable to all executive Directors for any financial year of the Company may not exceed 10% of the audited consolidated profit attributable to the shareholders of the Company in respect of that financial year.

Save as disclosed above, as at the date of this announcement, Mr. Huang Zemin :

- (1) did not hold any other positions in the Company or in any other members of the Group, nor any directorships in other listed public companies in the three years prior to the date of this announcement;
- (2) did not have any other relationships with any directors, members of senior management, substantial shareholders or controlling shareholders of the Company;
- (3) did not hold any other interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and
- (4) did not receive any other remunerations from the Company.

Mr. Chen Zhiyu, aged 48, graduated with a bachelor degree in Science from Southwest China Normal College (西南師範學院) (presently known as Southwest University) in 1982 and a master degree in Economics from Southwestern University of Finance and Economics (西南財經大學) in 1990. Mr. Chen has over 9 years of experience in pharmaceutical industry. He was the general manager of Beijing Xianmai Medicine Company Limited (北京先邁醫藥有限公司) from 2000 to 2002, and the general manager and chairman of Guangdong Suntop Pharmaceutical Co., Ltd. (廣東信東醫藥有限公司) from 2003 to October 2009. As at the date of this announcement, Mr. Chen still has approximately 52% shareholding in the said Guangdong Suntop Pharmaceutical Co., Ltd.. Mr. Chen will also be appointed as chief executive officer of the Company with effect from 11 November 2009.

Mr. Chen will enter into a service contract with the Company for an initial term of two years and will continue thereafter until terminated by not less than three months' notice in writing served by either party to the other. His remuneration will be recommended by the remuneration committee of the Company and are based on the working experience, skill, knowledge and involvement in the Company's affairs, and the Company's performance and profitability. Mr. Chen is entitled to a basic monthly salary of HK\$33,000, and a discretionary management bonus provided that the aggregate amount of the bonuses payable to all executive Directors for any financial year of the Company may not exceed 10% of the audited consolidated profit attributable to the shareholders of the Company in respect of that financial year.

Save as disclosed above, as at the date of this announcement, Mr. Chen Zhiyu:

- (1) did not hold any other positions in the Company or in any other members of the Group, nor any directorships in other listed public companies in the three years prior to the date of this announcement;
- (2) did not have any other relationships with any directors, members of senior management, substantial shareholders or controlling shareholders of the Company;
- (3) did not hold any other interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and
- (4) did not receive any other remunerations from the Company.

Mr. Li Ke, aged 48, graduated with a bachelor degree in medicine from Sichuan Medical Institute (四川醫學院) in 1982. He has over 10 years of experience in pharmaceutical industry and 8 years of experience in real estate industry. Mr. Li was a technician in Fourth Sichuan Chengdu Pharmaceutical Factory (四川成都制藥四廠) from 1982 to 1987. He worked with 999 Group (三九企業集團) from 1994 to 2006, as a deputy manager of development department, a general manager of Yaan Sanjiu Pharmaceutical Co., Ltd. (雅安三九藥業有限公司) and a general manager of Chengdu Sanjiu Investment Management Co., Ltd. (成都三九投資管理有限公司).

Mr. Li will enter into a service contract with the Company for an initial term of two years and will continue thereafter until terminated by not less than three months' notice in writing served by either party to the other. His remuneration will be recommended by the remuneration committee of the Company and are based on the working experience, skill, knowledge and involvement in the Company's affairs, and the Company's performance and profitability. Mr. Li is entitled to a basic monthly salary of HK\$33,000, and a discretionary management bonus provided that the aggregate amount of the bonuses payable to all executive Directors for any financial year of the Company may not exceed 10% of the audited consolidated profit attributable to the shareholders of the Company in respect of that financial year.

Save as disclosed above, as at the date of this announcement, Mr. Li Ke:

- (1) did not hold any other positions in the Company or in any other members of the Group, nor any directorships in other listed public companies in the three years prior to the date of this announcement;
- (2) did not have any other relationships with any directors, members of senior management, substantial shareholders or controlling shareholders of the Company;
- (3) did not hold any other interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and
- (4) did not receive any other remunerations from the Company.

The above appointments are subject to rotation and re-election at the annual general meeting of the Company in accordance with the articles of association.

Save as disclosed above, in relation to the appointment of Mr. Huang Zemin, Mr. Chen Zhiyu and Mr. Li Ke as executive Directors, there are no other matters that need to be brought to the attention of the shareholders of the Company, nor is there any information that needs to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

APPOINTMENT OF CHAIRMAN OF THE GROUP, AUTHORISED REPRESENTATIVE AND MEMBER OF REMUNERATION COMMITTEE

As a result of resignation of Mr. Tao Lung as the chairman of the Group, the Board announces that Mr. Xu Xiaofan, an executive Director, will be appointed as the chairman of the Group with effect from 11 November 2009. Save for being appointed as the chairman of the Group, the terms of his employment remain the same.

Mr. Liu James Jin, an executive Director, will be appointed as the authorised representative of the Company to replace Mr. Tao Lung with effect from 11 November 2009. Madam Guo Lin, an executive Director, will be appointed as a member of the remuneration committee to replace Mr. Tao Lung with effect from 11 November 2009.

By Order of the Board
Vital Pharmaceutical Holdings Limited
Leung Wai Pong
Company Secretary

Hong Kong, 11 November 2009

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.