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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)

**ANNOUNCEMENT
DELAY IN DESPATCH OF CIRCULAR
IN RELATION TO**

(1) SUBSCRIPTION AGREEMENT IN RELATION TO:

**(A) PROPOSED SUBSCRIPTION OF SHARES IN
VITAL GROUP HOLDINGS LIMITED; AND**

**(B) PROPOSED SUBSCRIPTION OF CONVERTIBLE BONDS ISSUED BY
VITAL GROUP HOLDINGS LIMITED**

(2) APPLICATION FOR THE GRANTING OF THE WHITEWASH WAIVER

AND

(3) NOTICE OF EGM

Reference is made to the Announcement. The Company has applied to the Executive for a waiver from strict compliance with Rule 8.2 of the Takeovers Code such that the despatch of the Circular is to be postponed from 21 April 2011 to a date not later than 12 May 2011 and the Executive has indicated that it is minded to grant the consent to the postponement.

Reference is made to the announcement of the Company dated 31 March 2011 (the “**Announcement**”), in relation to, amongst other things, (1) the Subscription Agreement in relation to: (a) proposed subscription of Shares in Vital Group Holdings Limited; (b) proposed subscription of the Convertible Bonds issued by Vital Group Holdings Limited; and (2) application for the granting of the Whitewash Waiver. Unless otherwise indicated, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

Pursuant to Rule 8.2 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), the Company is required to despatch a circular (the “**Circular**”) in relation to, amongst others, (1) the Subscription Agreement in relation to: (a) proposed subscription of Shares in Vital Group Holdings Limited; and (b) proposed subscription of the Convertible Bonds issued by Vital Group Holdings Limited; (2) application for the granting of the Whitewash Waiver; and (3) notice of EGM to the Shareholders within 21 days after the publication of the Announcement, which is on or before 21 April 2011.

Due to the intervening holidays and the need of additional time to finalise certain information to be included in the Circular, including the valuation report of the Group’s assets and the letter from the independent financial adviser, the Company has applied to the Executive for a waiver from strict compliance with Rule 8.2 of the Takeovers Code such that the despatch of the Circular is to be postponed from 21 April 2011 to a date not later than 12 May 2011 and the Executive has indicated that it is minded to grant the consent to the postponement.

For and on behalf of the Board of
Vital Group Holdings Limited
Chen Zhiyu
Executive Director

Hong Kong, 21 April 2011

As at the date of this announcement, the board of directors of the Company 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. Lui Tin Nang, Mr. Lee Kwong Yiu and Mr. Chong Cha Hwa.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.