



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/5/2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Vital Group Holdings Limited

Date Submitted 7 June 2011

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 01164 Description : _____

	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u>50,000,000,000</u>	<u>0.01</u>	<u>500,000,000.00</u>
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>
Balance at close of the month	<u>50,000,000,000</u>	<u>0.01</u>	<u>500,000,000.00</u>

(2) Stock code : N/A Description : _____

	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

2. Preference Shares

Stock code :	<u>N/A</u>	Description :	_____
		No. of preference shares	Par value (HK\$)
			Authorised share capital (HK\$)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	_____
		No. of other classes of shares	Par value (HK\$)
			Authorised share capital (HK\$)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (HK\$) : **500,000,000.00**

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	1,551,056,993	N/A	N/A	N/A
Increase/ (decrease) during the month	6,500,000	N/A	N/A	N/A
Balance at close of the month	1,557,556,993	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. 330,000 options at HK\$0.39 (23/07/2003) Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	330,000
2. 13,760,000 options at HK\$0.51 (23/07/2003) Ordinary shares (Note 1)	Nil	500,000	Nil	Nil	500,000	13,260,000
3. 32,800,000 options at HK\$0.23 (23/07/2003) Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	32,800,000
4. 67,500,000 options at HK\$0.28 (23/07/2003) Ordinary shares (Note 1)	Nil	6,000,000	Nil	Nil	6,000,000	59,500,000

	For Main Board and GEM listed issuers
Total A. (Ordinary shares)	<u>6,500,000</u>
(Preference shares)	<u>N/A</u>
(Other class)	<u>N/A</u>
Total funds raised during the month from exercise of options (State currency)	HK\$1,935,000

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A _____ _____	_____	_____	_____	_____	_____	_____
(/ /)						
Stock code (if listed)	_____					
Class of shares issuable (<i>Note 1</i>)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	_____	(/ /)				
2. N/A _____ _____	_____	_____	_____	_____	_____	_____
(/ /)						
Stock code (if listed)	_____					
Class of shares issuable (<i>Note 1</i>)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	_____	(/ /)				
3. N/A _____ _____	_____	_____	_____	_____	_____	_____
(/ /)						
Stock code (if listed)	_____					
Class of shares issuable (<i>Note 1</i>)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	_____	(/ /)				
4. N/A _____ _____	_____	_____	_____	_____	_____	_____
(/ /)						
Stock code (if listed)	_____					
Class of shares issuable (<i>Note 1</i>)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	_____	(/ /)				
				Total B. (Ordinary shares)	_____	
				(Preference shares)	_____	
				(Other class)	_____	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
Stock code (if listed)						
Class of shares						
issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)		(/ /)				
2. N/A						
Stock code (if listed)						
Class of shares						
issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)		(/ /)				
3. N/A						
Stock code (if listed)						
Class of shares						
issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)		(/ /)				
4. N/A						
Stock code (if listed)						
Class of shares						
issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)		(/ /)				
				Total C. (Ordinary shares)		
				(Preference shares)		
				(Other class)		

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. As per announcement dated 31 March 2011 (the "Announcement"), the Company entered into the Subscription Agreement (as defined in the Announcement) pursuant to which the Company has agreed to (i) allot and issue to China Uranium Development Company Limited the Subscription Shares (as defined in the Announcement) at a price of HK\$0.23 per Subscription Share and (ii) subscribe for HK\$600,000,000 Convertible Bonds (as defined in the Announcement) which can be converted into the Conversion Shares (as defined in the Announcement) at an initial Conversion Price (as defined in the Announcement) of HK\$0.23 per Conversion Share.		1,670,000,000 Subscription Shares and a maximum of 2,608,695,652 Conversion Shares at an initial Conversion Price of HK\$0.23 per Conversion Share
<p style="text-align: right;">The EGM date (08 /06 /2011) Ordinary shares (Note 1)</p>		
2.		
<p style="text-align: right;">(/ /) shares (Note 1)</p>		
3.		
<p style="text-align: right;">Total D. (Ordinary shares)</p>		
<p style="text-align: right;">(Preference shares)</p>		
<p style="text-align: right;">(Other class)</p>		

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)
2.	Open offer	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)
3.	Placing	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)
4.	Bonus issue		Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)

For Main Board and GEM listed issuers

Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
5.	Scrip dividend	At price : State currency _____	<p>Class of shares issuable _____ (<i>Note 1</i>)</p> <p>Issue and allotment date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p>	_____	_____
6.	Repurchase of shares		<p>Class of shares repurchased (<i>Note 1</i>) _____</p> <p>Cancellation date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p>	_____	_____
7.	Redemption of shares		<p>Class of shares redeemed (<i>Note 1</i>) _____</p> <p>Redemption date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p>	_____	_____
8.	Consideration issue	At price : State currency _____	<p>Class of shares issuable _____ (<i>Note 1</i>)</p> <p>Issue and allotment date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p>	_____	_____

For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)
10. Other (Please specify)	At price : State currency _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)
Total E.		(Ordinary shares) _____	(Preference shares) _____
		(Other class) _____	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) <u>6,500,000</u>
	(2) <u>Nil</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>	

Remarks (if any):

Submitted by: Cheung Hin Kiu

Title: Company Secretary

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).*
- 2. If there is insufficient space, please append the prescribed continuation sheet.*