



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/10/2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Vital Group Holdings Limited

Date Submitted 1 November 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	<u>3,332,586,993</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>3,332,586,993</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

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. <u>330,000</u> <u>options</u> <u>at HK\$0.39</u> <u>(23 /07 /2003)</u> <u>Ordinary shares</u> <i>(Note 1)</i>	Nil	Nil	Nil	Nil	Nil	100,000
2. <u>13,760,000</u> <u>options</u> <u>at HK\$0.51</u> <u>(23 /07 /2003)</u> <u>Ordinary shares</u> <i>(Note 1)</i>	Nil	Nil	Nil	Nil	Nil	760,000
3. <u>32,800,000</u> <u>options</u> <u>at HK\$0.23</u> <u>(23 /07/2003)</u> <u>Ordinary shares</u> <i>(Note 1)</i>	Nil	Nil	Nil	Nil	Nil	0
4. <u>67,500,000</u> <u>options</u> <u>at HK\$0.28</u> <u>(23 /07/2003)</u> <u>Ordinary shares</u> <i>(Note 1)</i>	Nil	Nil	Nil	Nil	Nil	0

For Main Board and GEM listed issuers

Total A. (Ordinary shares)	<u>N/A</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)

N/A

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
<u>1. convertible bonds in the principal amount of HK\$600,000,000 which can be converted into 2,608,695,652 shares at an initial conversion price of HK\$0.23 per share</u>	HK\$	HK\$600,000,000	0	HK\$600,000,000	0	2,608,695,652
Stock code (if listed)	1164					
Class of shares issuable (<i>Note 1</i>)	Ordinary shares					
Subscription price	HK\$0.23					
EGM approval date (if applicable) (dd/mm/yyyy)	(8 / 6 / 2011)					
<u>2. N/A</u>						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
<u>3. N/A</u>						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
<u>4. N/A</u>						
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. N/A <hr/> <hr/> <hr/> <div style="text-align: right;">(/ /)</div> Ordinary shares (<i>Note 1</i>)		
2. <hr/> <hr/> <hr/> <div style="text-align: right;">(/ /)</div> shares (<i>Note 1</i>)		
3. <hr/> <hr/> <hr/> <div style="text-align: right;">(/ /)</div> shares (<i>Note 1</i>)		
<div style="text-align: right;">Total D. (Ordinary shares)</div> <div style="text-align: right;">(Preference shares)</div> <div style="text-align: right;">(Other class)</div>		

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

				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	
Type of Issue						
5.	Scrip dividend	At price :	State currency _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)
6.	Repurchase of shares			Class of shares repurchased (Note 1) _____ Cancellation date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)
7.	Redemption of shares			Class of shares redeemed (Note 1) _____ Redemption date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)
8.	Consideration issue	At price :	State currency _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)

For Main Board and GEM listed issuers

		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
Type of Issue			
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) Nil
	(2) Nil
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A
<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.*