



Vital BioTech Holdings Limited

維奧生物科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1164)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Vital BioTech Holdings Limited will be held at Kennedy Room, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 20 December 2007 at 9:30 a.m. for the following purposes:

“**THAT:**

AS ORDINARY RESOLUTIONS

1. the conditional agreement (the “**Agreement**”) dated 6 November 2007 entered into among (1) Vital Pharmaceuticals (Sichuan) Company Limited as purchaser (the “**Purchaser**”), (2) Mr. Wang Ji (“**Mr. Wang**”), (3) Mr. Xue Yang (“**Mr. Xue**”) (4) Ms. Zhou Xuanchuan (“**Ms. Zhou**”) (Mr. Wang, Mr. Xue and Ms. Zhou are collectively referred to as the “**Vendors**”) pursuant to which the Purchaser agrees to acquire the entire equity interest in Sichuan Hengtai Pharmaceutical Company Limited from the Vendor at a consideration of RMB200,000,000, upon the terms and subject to the conditions set out in the Agreement, be and is hereby approved; and
2. the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary or desirable to carry out the Agreement into effect.”

As at the date of this announcement, the board of directors of the Company comprises five executive directors: Mr. Tao Lung, Mr. Huang Jianming, Mr. Shen Songqing, Mr. Liu James Jin and Mr. Xu Xiaofan and three independent non-executive directors: Mr. Lui Tin Nang, Mr. Lee Kwong Yiu and Mr. Chong Cha Hwa.

Yours faithfully,
For and on behalf of the Board
Vital BioTech Holdings Limited
Tao Lung
Chairman

Hong Kong, 30 November 2007

Registered Office:
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Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong:*
Unit 7, 31st Floor
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89 Queensway
Hong Kong

Notes:-

- (1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, in the event of a poll, to vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of that power or authority) must be deposited at the Company's Hong Kong branch share registrar, Union Registrars Limited at Rooms 1901-02, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not later than 48 hours before the appointed time for holding the meeting or any adjourned meeting.
- (2) The Register of Members of the Company will be closed for a period commencing from 17 December 2007 to 20 December 2007, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Union Registrars Limited at Rooms 1901-02, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong for registration not later than 4:00 p.m. on 14 December 2007.
- (3) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.