



# 維奧醫藥控股有限公司

## Vital Pharmaceutical Holdings Limited

(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 1164)

### Form of Proxy for Annual General Meeting

I/We, <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.01 each in the capital of Vital Pharmaceutical Holdings Limited (the "Company"), HEREBY APPOINT <sup>(Note 3)</sup> the Chairman of the Meeting, or failing him \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Annual General Meeting (the "Meeting") (or any adjournment thereof) of the Company to be held at Caine Room, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 2 June 2010 (Wednesday) at 11:00 a.m. in respect of the resolutions as set out in the notice of Meeting (the "Notice") as indicated below, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1	To consider and adopt the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31 December 2009.		
2	(a) To re-elect Mr. Chen Zhiyu as an executive director of the Company;		
	(b) To re-elect Mr. Huang Zemin as an executive director of the Company;		
	(c) To re-elect Mr. Li Ke as an executive director of the Company;		
	(d) To re-elect Ms. Guo Lin as an executive director of the Company;		
	(e) To re-elect Mr. Lui Tin Nang as an independent non-executive director of the Company;		
	(f) To re-elect Mr. Chong Cha Hwa as an independent non-executive director of the Company; and		
	(g) To authorise the Board of Directors to fix the remuneration of the directors.		
3	To re-appoint Messrs. SHINewing (HK) CPA Limited as auditors and to authorise the Board of Directors to fix their remuneration.		
4	To consider and approve the general unconditional mandate to the Board of Directors for the issue of additional new shares up to 20% of the issued share capital of the Company as at the date of this resolution.		
5	To consider and approve the general unconditional mandate to the Board of Directors for repurchase of shares up to 10% of the issued share capital of the Company as at the date of this resolution.		
6	To authorize the Board of Directors to allot, issue or otherwise deal with additional shares equal to the number of shares repurchased.		
7	(a) To consider and approve the Share Option Scheme, and authorize the Board of Directors to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Option Scheme; and		
	(b) To consider and approve the existing share option scheme of the Company and its subsidiaries which was adopted by the shareholders at the extraordinary general meeting of the Company on 23 July 2003 be and is hereby terminated with immediate effect.		
<b>SPECIAL RESOLUTION</b>			
8	To approve the change of Company name to "Vital Group Holdings Limited 維奧集團控股有限公司" and authorize the Board of Directors to do all such acts, execute all such documents and deeds as they may in their discretion consider necessary or desirable to carry out the foregoing into effect.		

Signature <sup>(Note 5)</sup>: \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2010

**Notes:**

- Full name(s) and address(es) (as shown in the Register of Members) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of ordinary shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please delete the words "the Chairman of the Meeting, or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE ABOVE RESOLUTIONS, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE ABOVE RESOLUTIONS, TICK IN THE BOX MARKED "AGAINST".** Failure to complete the box will entitle your proxy to vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any officer or attorney or other person duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Hong Kong branch share registrar, Union Registrars Limited at 18th Floor, Pook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting (or any adjournment thereof).
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting (or any adjournment) thereof if you so wish.