

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Vital BioTech Holdings Limited, you should at once hand this document to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSED CHANGE OF COMPANY NAME

A notice convening an extraordinary general meeting of the Company to be held at Caine Room, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 7 March 2008, at 11:00 a.m. is set out on pages 3 to 4 of this circular.

Whether or not you propose to attend the meeting in person, you are strongly requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same to the branch share registrar and transfer office in Hong Kong of the Company, Union Registrars Limited at Rooms 1901-2, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting should you so wish.

4 February 2008

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Tao Lung (*Chairman*)
Mr. Huang Jianming (*Chief Executive Officer*)
Mr. Shen Songqing
Mr. Liu James Jin
Mr. Xu Xiaofan
Madam Guo Lin

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111 Cayman Islands

Independent Non-Executive Directors:

Mr. Lui Tin Nang
Mr. Lee Kwong Yiu
Mr. Chong Cha Hwa

*Principal Place of Business
in Hong Kong:*

Room 3107, Tower 1,
Lippo Centre,
89 Queensway,
Hong Kong

4 February 2008

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME

The purpose of this circular is to provide the shareholders (the "Shareholders") of Vital BioTech Holdings Limited (the "Company") further details about proposed change of company name.

Subject to the passing of a special resolution approving the change of company name, the Company proposes to change the name of the Company to "Vital Pharmaceutical Holdings Limited 維奧醫藥控股有限公司". The directors (the "Directors") believe that the proposed new name will better reflect the Group's broaden investment strategies, including but not limited to, its undergoing acquisition of Sichuan Hengtai Pharmaceutical Company Limited which is engaged in the sale and distribution of pharmaceutical products in China, details of which have been disclosed by the Company in the announcement dated 12 November 2007. The Directors (including the independent non-executive Directors) consider that the proposed change of name of the Company is in the interest of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Upon the change of company name becoming effective, all existing share certificates bearing the current name of Vital BioTech Holdings Limited 維奧生物科技控股有限公司 will continue to be evidence of title to the shares and will continue to be valid for trading, settlement and registration purposes and the rights of the Shareholders will not be affected as a result of the change of company name. Should the change of company name become effective, any issue of share certificates thereafter will be in the new company name and the securities of the Company will be traded on The Stock Exchange of Hong Kong Limited in the new name.

Further announcement will be made when the change of company name becomes effective and relevant trading arrangements (if any) as a result of the change of the Company's name.

PROCEDURE FOR DEMANDING A POLL

In accordance with article 72 of the articles of association of the Company, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded by:

- (a) the Chairman of the meeting; or
- (b) at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (d) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Your attention is drawn to the resolution to be proposed at the extraordinary general meeting to held on 7 March 2008 to approve the change of company name.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 (the “Company”) will be held at Caine Room, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 7 March 2008, at 11:00 a.m. for the following purpose:

“THAT:

AS A SPECIAL RESOLUTION

The name of the Company be changed from “Vital BioTech Holdings Limited 維奧生物科技控股有限公司” to “Vital Pharmaceutical Holdings Limited 維奧醫藥控股有限公司” and the directors of the Company be and are hereby authorised for and on behalf of the Company 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.”

By order of the Board

Tao Lung

Chairman

Hong Kong, 4 February 2008

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 notorially certified copy of that power or authority) must be deposited at the Company's Hong Kong branch share registrar, Union Registrars Limited at Rooms 1901-2, Fook 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 adjourned meeting.
- (2) The Register of Members of the Company will be closed for a period commencing from 4 to 7 March 2008, both days inclusive, during which period no transfer of shares will be registered. 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 1901-2, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not later than 4:00 p.m. on 3 March 2008.
- (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.