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

If you have sold or transferred all your shares in Vital Innovations Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Vital Innovations Holdings Limited
維太創科控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6133)

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
BUY BACK SHARES**
**(2) RE-ELECTION OF RETIRING DIRECTORS
AND**
(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM (as defined herein) to be held at 1/F., China Building, 29 Queen's Road Central, Hong Kong on Thursday, 27 June 2024 at 11:00 a.m. is set out on pages 15 to 19 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 11:00 a.m. on Tuesday, 25 June 2024 or not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meaning:

“AGM”	the annual general meeting of the Company convened to be held at 1/F., China Building, 29 Queen’s Road Central, Hong Kong on Thursday, 27 June 2024 at 11:00 a.m., the notice of which is set out on pages 15 to 19 of this circular
“Articles of Association”	the existing amended and restated articles of association of the Company
“Auditor”	the auditor of the Company
“Board”	the board of Director(s)
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities listed thereon
“Buy-back Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to buy back Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing of such resolution
“Cayman Companies Act”	the Companies Act (As Revised) of the Cayman Islands
“close associates”	has the same meaning ascribed to it under the Listing Rules
“Company”	Vital Innovations Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“core connected person”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and otherwise deal with Shares up to a maximum of 20% of the total number of issued Shares as at the date of passing of such resolution
“Latest Practicable Date”	24 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the existing memorandum of association of the Company
“Memorandum and Articles of Association”	the Memorandum and Articles of Association
“Nomination Committee”	the nomination committee of the Company
“PRC”	The People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“%”	per cent

LETTER FROM THE BOARD

Vital Innovations Holdings Limited

維太創科控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6133)

Executive Directors

Ms. Rong Xiuli (*Chairperson*)
Mr. Rong Shengli (*Chief executive officer*)
Mr. Yin Xuquan (*President*)
Mr. Wong Ho Chun

Registered Office

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent Non-executive Directors

Mr. Han Xiaojing
Mr. Wong Pong Chun James
Mr. Leung Man Fai

*Principal Place of Business
in Hong Kong*

Unit 1506, 15/F.,
Tai Tung Building,
8 Fleming Road,
Wanchai,
Hong Kong

31 May 2024

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
AND
(2) RE-ELECTION OF RETIRING DIRECTORS**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM and to give you notice of the AGM.

Resolutions to be proposed at the AGM include ordinary resolutions relating to (a) the grant of each of the Issue Mandate and the Buy-back Mandate; and (b) the extension of the Issue Mandate to include Shares bought back by the Company under the Buy-back Mandate.

LETTER FROM THE BOARD

2. PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

ISSUE MANDATE

An ordinary resolution will be proposed at the AGM to grant the Issue Mandate to the Directors. Based on 850,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Directors will be authorised to allot, issue and deal with up to a total of 170,000,000 Shares, being 20% of the total number of the issued Shares as at the date of passing the resolution in relation thereto if the Issue Mandate is granted at the AGM. The Issue Mandate, if granted at the AGM, will end at the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

BUY-BACK MANDATE

An ordinary resolution will be proposed at the AGM to grant the Buy-back Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Buy-back Mandate and based on 850,000,000 Shares in issue as at the Latest Practicable Date, and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Company would be allowed to repurchase a maximum of 85,000,000 Shares, being 10% of the total number of the issued Shares as at the date of the resolution in relation thereto. The Buy-back Mandate, if granted at the AGM, will end at the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement in connection with the Buy-back Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make informed decisions on whether to vote for or against the resolution approving the Buy-back Mandate.

EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Buy-back Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by including the number of Shares repurchased under the Buy-back Mandate.

LETTER FROM THE BOARD

3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84(1) of the Articles of Association, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation at each annual general meeting and every Director shall be subject to retirement at an annual general meeting at least once every three years. Ms. Rong Xiuli, Mr. Rong Shengli and Mr. Leung Man Fai shall retire from office at the forthcoming AGM and being eligible, offer themselves for re-election.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. In particular, the Nomination Committee has considered the overall contribution and service that the retiring independent non-executive Director, Mr. Leung Man Fai has made to the Company, and reviewed his expertise and professional qualifications to determine whether he satisfy the selection criteria.

The Nomination Committee is of the view that the three retiring Directors have extensive experience in different fields and professions that are relevant to the Company's business. In addition, their respective educational background, experience and knowledge allow them to provide valuable and relevant insights and contribute to the diversity of the Board. Accordingly, the Nomination Committee has recommended them to the Board for re-election and the Board has endorsed the recommendations of the Nomination Committee and recommended all the three retiring Directors to stand for re-election at the forthcoming AGM.

The Board, having received the annual written confirmation of independence given by all independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules and taking into consideration the recommendations from the Nomination Committee, considers that all independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Biographical details of each of the retiring Directors who offer himself/herself for re-election at the AGM are set out in Appendix II to this circular.

Save as disclosed in this circular, there are no other matters in relation to the proposed re-election of Directors that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

4. AGM AND PROXY ARRANGEMENT

The notice of AGM is set out on pages 15 to 19 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, (i) the granting of the Issue Mandate and the Buy-back Mandate; (ii) the extension of the Issue Mandate to include Shares bought back by the Company under the Buy-back Mandate; and (iii) the re-election of the retiring Directors.

A form of proxy for the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.vitalinno.com). Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the form of proxy to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon by 11:00 a.m. on Tuesday, 25 June 2024 or not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any adjournment thereof should you so wish and, in such event, the form of proxy shall be deemed to be revoked.

5. VOTING BY POLL

All the resolutions set out in the notice of AGM would be decided by poll in accordance with the Listing Rules and the Articles of Association. The Chairman will explain the detailed procedures for conducting a poll at the commencement of the AGM.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy will have one vote for every fully paid Share held. A Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy who is entitled to more than one vote need not use all his/her/its votes or cast all his/her/its votes in the same way.

After the conclusion of the AGM, the poll results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.vitalinno.com).

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider that the proposed resolutions referred in this circular and the notice of AGM are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions as set out in the notice of AGM.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
By order of the Board
Vital Innovations Holdings Limited
Rong Xiuli
Chairperson

This appendix contains the particulars required by the Listing Rules to be included in an explanatory statement to enable Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the Buy-back Mandate.

(1) EXERCISE OF THE BUY-BACK MANDATE

As at the Latest Practicable Date, there were a total of 850,000,000 Shares in issue. Subject to the passing of the resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back during the period from the Latest Practicable Date to the date of the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 85,000,000 Shares, being 10% of the total number of Shares in issue as at the date of passing the resolution to approve the Buy-back Mandate at the AGM.

(2) REASONS FOR SHARE BUYBACK

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to buy back its Shares on the Stock Exchange. Such a buy-back may, depending on market conditions, and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole.

(3) SOURCE OF FUNDS

In buying back securities, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

The laws of the Cayman Islands and the Articles of Association provide that payment for a share buyback may only be made out of profits or the proceeds of a new issue of shares made for such purposes or subject to the Cayman Companies Act, out of capital of the Company. In the case of any premium payable on buy back of Shares, such amount of premium may only be paid out of either the profits or out of the share premium of the Company, or if so authorised by the Articles of Association and subject to compliance with the Cayman Companies Act, out of capital of the Company.

To the extent that buy back is funded entirely from the available cash flow or working capital facilities of the Company, there might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2023) in the event that the buying back of the Shares under the Buy-back Mandate were to be carried out in full during the period of the Buy-back Mandate. However, Directors do not intend to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(4) SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months and up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	0.7	0.235
May	0.31	0.248
June	0.3	0.235
July	0.295	0.25
August	0.285	0.24
September	0.285	0.28
October	0.285	0.241
November	0.25	0.23
December	0.275	0.232
2024		
January	0.27	0.21
February	0.26	0.229
March	0.26	0.2
April	0.229	0.229
May (up to the Latest Practicable Date)	0.29	0.2

(5) DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, have any present intention, in the event that the proposed Buy-back Mandate is approved by the Shareholders, to sell any Shares to the Company.

As at the Latest Practicable Date, no core connected persons has notified the Company that he/she/it have any present intention to sell Shares to the Company, or he/she/it has undertaken not to do so, in the event that the proposed Buy-back Mandate is approved by the Shareholders.

(6) UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make share buy back pursuant to the Buy-back Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

(7) TAKEOVERS CODE

If as a result upon the Company exercising its power to buy back of Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the public record, and to the best of the knowledge and belief of the Directors, Ms. Rong Xiuli, the chairperson and an executive Director of the Company, in aggregate was beneficially interested in 568,480,000 Shares, representing 66.88% of the total number of issued Shares of the Company. In the event that the Directors exercise in full the power to buy back Shares in accordance with the Buy-back Mandate, the shareholding of the aforesaid executive Director would be increased to approximately 74.31% of the total number of issued Shares of the Company, and such increase would not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code.

Save as disclosed in above, the Directors are not aware of any other consequences which may arise under Rules 26 and 32 of the Takeovers Code. The Directors do not intend to exercise the Buy-back Mandate to an extent which would, in the circumstances, trigger any potential consequences under the Takeovers Code.

(8) GENERAL

The Company has not bought back any Shares, whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date.

The Listing Rules prohibit a company from making shares buy back on the Stock Exchange if the result of the buy back would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of shares in issue would be in public hands. The Directors do not propose to buy back Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

The biographical details of the retiring Directors proposed to be re-elected at the AGM are set out as follows:

Executive Directors

Ms. Rong Xiuli

Executive Director and Chairperson

Ms. Rong Xiuli (“**Ms. Rong**”), aged 60, is the chairperson and executive Director of the Company, a member of the remuneration committee and risk management committee and chairperson of the nomination committee of the Company. Ms. Rong joined the Group in July 2004. Ms. Rong is the founder of the Group and is currently the chairperson of the Group. She gained experience and network in the mobile handset distribution business in the mid-1990s. She worked for 北京市百利豐通訊器材有限公司 (Beijing City Bailifeng Communication Apparatus Co., Ltd.) which engaged in the sale and agency service of mobile phones and became the chairperson of this company until 2005. Ms. Rong also cofounded 北京天宇朗通通信設備股份有限公司 (Beijing Tianyu Communication Equipment Co. Ltd.) (“**Tianyu**”) with Mr. Ni Gang (spouse of Ms. Rong) in 2002. She was responsible for sales and marketing, research and development, strategic planning and general management of Tianyu from 2002 to 2008. Ms. Rong was also a director of 北京百納威爾科技有限公司 (Beijing Benywave Technology Co., Ltd.) (“**Benywave Technology**”) since its establishment in 2004 and the chairperson of Benywave Technology from 2008 to 2014. Ms. Rong has ample experience in sales and marketing, distribution, research and development, risk management, personnel and general management. Ms. Rong has approximately 29 years of experience in mobile handset industry. Ms. Rong has extensive knowledge on telecommunications operations and control and deep understanding of the dynamic of telecommunications market in China. Ms. Rong graduated from Hunan University (湖南大學) with a degree in mechanical engineering specialized in internal combustion engine in 1983. Ms. Rong also obtained a master of business administration from China-Europe International Business School (中歐國際工商學院) (previously known as China-Europe Management Institute (中歐國際管理中心)) in 1993. Ms. Rong is an elder sister of Mr. Rong Shengli, chief executive officer and executive Director of the Company.

Ms. Rong and Mr. Ni Gang (“**Mr. Ni**”) hold 90% and 10% of the entire issued share capital of Winmate Limited (“**Winmate**”) respectively. Ms. Rong is the spouse of Mr. Ni, and therefore, Ms. Rong is deemed to be interested in the Shares held by Winmate. As at the Latest Practicable Date, Ms. Rong in aggregate was beneficially interested in 568,480,000 Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Rong does not have, and is not deemed to have, any other interests or short positions in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Ms. Rong entered into a service agreement with the Company for a term of three years commencing from 12 August 2023. The service contract may be terminated by not less than three months' written notice by either party. She is subject to the requirements for retirement by rotation (at least once every three years) and re-election at the AGM of the Company pursuant to the Articles of Association. Ms. Rong receives an annual salary of RMB720,000 which is determined by the Board and reviewed by the remuneration committee of the Company with reference to her qualification and experience, her duties and responsibilities in the Company and the Company's performance.

Save as disclosed above, Ms. Rong held no other directorships in any other listed companies in the last three years, and Ms. Rong is not connected with any other directors, senior management, substantial or controlling shareholders of the Company.

Mr. Rong Shengli

Executive Director and Chief Executive Officer

Mr. Rong Shengli ("**Mr. Rong**"), aged 53, is the chief executive officer, executive Director and a member of the risk management committee of the Company and is responsible for the management and strategic development of the Group. Mr. Rong joined the Group in October 2008. Mr. Rong joined 北京百納威爾科技有限公司 (Beijing Benywave Technology Co., Ltd.) ("**Benywave Technology**") in 2008 and was the vice chairman of Benywave Technology from October 2008 to July 2014, where he was responsible for the sales and the strategic planning for its business of development, designing, production management and selling of mobile telecommunication devices on ODM basis and its related components and accessories, targeting global markets excluding the People's Republic of China ("**PRC**"). Prior to joining Benywave Technology, Mr. Rong served as marketing manager, regional director and general manager of operational business department of Tianyu and its subsidiaries from 2000 to 2008. Mr. Rong did not have any role in Tianyu since 2008. Mr. Rong has approximately 24 years of experience in telecommunications industry and management. Mr. Rong obtained a bachelor's degree from Harbin Engineering University (哈爾濱工程大學) (previously known as Harbin Shipbuilding Engineering Institute (哈爾濱船舶工程學院)) specialized in radio communications in 1992. Mr. Rong also obtained a master of business administration from China-Europe International Business School (中歐國際工商學院) in 1997. Mr. Rong is a brother of Ms. Rong Xiuli, chairperson and executive Director of the Company.

As at the Latest Practicable Date, Mr. Rong was interested in 3,720,000 Shares within the meaning of Part XV of the SFO.

Mr. Rong entered into a service agreement with the Company for a term of three years commencing from 12 August 2023. The service contract may be terminated by not less than three months' written notice by either party. He is subject to the requirements for retirement by rotation (at least once every three years) and re-election at the AGM of the Company pursuant to the Articles of Association. Mr. Rong receives an annual salary of RMB720,000 which is determined by the Board and reviewed by the remuneration committee of the Company with reference to his qualification and experience, his duties and responsibilities in the Company and the Company's performance.

Save as disclosed above, Mr. Rong held no other directorships in any other listed companies in the last three years, and Mr. Rong is not connected with any other directors, senior management, substantial or controlling shareholders of the Company.

Independent non-executive Director**Mr. Leung Man Fai***Independent Non-executive Director*

Mr. Leung Man Fai, (“**Mr. Leung**”), aged 66, is an Independent non-Executive Director and chairman of audit committee of the Company. He joined the Group in December 2020. Mr. Leung has over 30 years of working experience in accounting, corporate finance and corporate management. Mr. Leung graduated from Manchester Polytechnic, the United Kingdom with a degree of Bachelor of Arts in Accounting and Finance awarded by the Council for National Academic Awards of the United Kingdom in July 1988. He also obtained a degree of Master of Commerce in Accounting from the University of New South Wales in May 1990. Mr. Leung has been an independent non-executive Director of China Regenerative Medicine International Limited (stock code: 8158), a company listed on the GEM Board of the Stock Exchange since 30 December 2021 and a company secretary of MediNet Group Limited (stock code: 8161), a company listed on the GEM Board of the Stock Exchange since November 2015. Mr. Leung has been a member of the HKICPA since June 1991.

As at the Latest Practicable Date, Mr. Leung was not interested in any Shares within the meaning of Part XV of the SFO.

Mr. Leung has entered into an appointment letter with the Company on 31 December 2023, pursuant to which he has been appointed as an independent non-executive Director commencing for a further period of three years, and the appointment would be terminated by not less than one month’s written notice by either party. He is subject to the requirements for retirement by rotation (at least once every three years) and re-election at the AGM of the Company pursuant to the Articles of Association. The director’s fee payable to him is fixed at the rate of HK\$360,000 per annum, which was determined by the Board with reference to his experience, duties and responsibilities in the Company as well as the current market rate.

Save as disclosed above, Mr. Leung held no other directorships in any other listed companies in the last three years, and Mr. Leung is not connected with any other directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to the above retiring Directors which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning the re-election of the above retiring Directors that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

Vital Innovations Holdings Limited

維太創科控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6133)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (“AGM”) of Vital Innovations Holdings Limited (the “Company”) will be held at 1/F., China Building, 29 Queen’s Road Central, Hong Kong on Thursday, 27 June 2024 at 11:00 a.m. for the following purposes:

ORDINARY BUSINESS

1. to receive and consider the audited consolidated financial statements and the reports of the directors (the “Directors”) and auditors of the Company (the “Auditors”) for the year ended 31 December 2023;
2. to consider:
 - (a) to re-elect Ms. Rong Xiuli as executive Director;
 - (b) to re-elect Mr. Rong Shingli as executive Director; and
 - (c) to re-elect Mr. Leung Man Fai as an independent non-executive Director;
3. to authorize the board of Directors to fix the remuneration of the Directors;
4. to re-appoint Confucius International CPA Limited as the Auditors and authorize the board of Directors to fix their remuneration;
5. to consider and, if thought fit, pass with or without alterations, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company or securities convertible into shares of the Company, or options, warrants or similar rights to subscribe for shares of the Company or such convertible securities, and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries for the grant or issue to eligible participants thereunder or rights to acquire shares in the capital of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the total number of shares of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meetings.

“**Rights Issue**” means the allotment, issue or grant of shares or securities convertible into shares of the Company pursuant to an offer of shares of the Company open for a period fixed by the Directors to the holders of shares or of such securities or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or of such securities or any class thereof as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass with or without alterations, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved; and
- (b) the total number of shares of the Company to be bought back pursuant to the approval in paragraph (a) above of this Resolution during the Relevant Period shall not exceed 10% of the total number of shares of the Company in issue on the date of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
 - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meetings.”

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, pass with or without alterations, the following resolution as an ordinary resolution:

“**THAT** conditional upon Resolutions nos. (5) and (6) above being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with shares of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers pursuant to Resolutions no. (5) be and is hereby extended by the number of shares of the Company bought back by the Company since the granting of a general mandate to the Directors to exercise the powers of the Company to buy back such shares pursuant to Resolution no. (6) above, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue on the date of this Resolution.”

By order of the Board
Vital Innovations Holdings Limited
Rong Xiuli
Chairperson

Hong Kong, 31 May 2024

Principal Place of Business in Hong Kong:

Unit 1506, 15/F.,
Tai Tung Building,
8 Fleming Road,
Wanchai,
Hong Kong

As at the date hereof, the executive Directors are Ms. Rong Xiuli, Mr. Rong Shengli, Mr. Yin Xuquan and Mr. Wong Ho Chun; and the independent non-executive Directors are Mr. Han Xiaojing, Mr. Wong Pong Chun James and Mr. Leung Man Fai.

Notes:

1. A shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxy(ies) (if he/she/it is the holder of two or more shares) to attend and vote instead of him/her at the AGM and that the appointment shall specify the number and class of shares in respect of which such proxy is so appointed. A proxy need not be a member of the Company.
2. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power of authority, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by 11:00 a.m. on Tuesday, 25 June 2024 or not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

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3. Completion and return of the form of proxy will not preclude members from attending and voting in person at the AGM or at any adjourned AGM thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
4. For the purpose of ascertaining shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 24 June 2024 to Thursday, 27 June 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, shareholders must lodge all transfer documents accompanied by the relevant share certificates for registration with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 21 June 2024.
5. Where there are joint registered holders of any shares, any one of such joint holders may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.