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EDS Wellness Holdings Limited

(Formerly known as China AU Group Holdings Limited 中國金豐集團控股有限公司)
(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8176)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of EDS Wellness Holdings Limited (the “**Company**”) will be held at 3/F, Woo Sing Kee Industrial Building, 138 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Tuesday, 11 June 2013 at 11:30 a.m. for the purposes of considering and, if thought fit, passing the following resolutions with or without amendments as resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the subscription agreement (the “**Subscription Agreement**”) dated 21 March 2013 entered into between the Company and New Cove Limited (the “**Subscriber**”) in relation to the subscription of the zero coupon convertible bonds (the “**Convertible Bonds**”) in principal amount of HK\$40,000,000 which can be converted into 40,000,000 conversion shares or such number of shares (as a result of any adjustment to the conversion price) which may fall to be allotted and issued upon exercise of the conversion right attaching to the Convertible Bonds (the “**Conversion Shares**”) at the initial conversion price of HK\$1.00 (subject to adjustment) (a copy of the Subscription Agreement is tabled at the meeting and marked “A” by the chairman of the meeting for identification purposes) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;
- (b) conditional upon the listing committee of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Conversion Shares, the specific mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with the Conversion Shares pursuant to the Subscription Agreement be and is hereby approved;
- (c) any of the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, 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 implement and/or effect the transactions contemplated by the Subscription Agreement, the allotment and issue of the Conversion Shares and the

* *For identification purpose only*

amendment, variation or modification of the terms and conditions of the Subscription Agreement on such terms and conditions as any of the directors of the Company may think fit.”

2. “**THAT** the waiver granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission pursuant to note 1 on dispensations for Rule 26 of the Hong Kong Code on Takeovers and Mergers waiving any obligation of the Subscriber and parties acting in concert with it to make a general offer to acquire the shares of the Company and all other securities of the Company in issue not already owned or agreed to be acquired by the Subscriber and parties acting in concert with it, as a result of the completion of the Subscription Agreement and the exercise of the conversion rights attaching to the Convertible Bonds be and is hereby approved.”
3. “**THAT** the loan agreement dated 21 March 2013 (the “**Loan Agreement**”) entered into between Hong Kong Builders Finance Limited as lender and the Company as borrower in respect of an unsecured loan in the principal amount of HK\$40,000,000 (a copy of the Loan Agreement is tabled at the meeting and marked “**B**” by the chairman of the meeting for identification purposes) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified and any of the directors of the Company be and is hereby authorised to do all such things and acts and execute all documents which they consider necessary, desirable or expedient to implement or to give effect to any matters relating to or in connection with the Loan Agreement and the transactions contemplated thereunder”

Yours faithfully
For and on behalf of the Board of
EDS Wellness Holdings Limited
Yu Shu Kuen
Chairman

Hong Kong, 23 May 2013

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of business in Hong Kong:*
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Notes:

1. A member entitled to attend and vote at the extraordinary general meeting convened by the above notice is entitled to appoint one or, if he is a holder of more than one share, more proxies to attend and, subject to the provisions of the articles of association, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the extraordinary general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the extraordinary general meeting is enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wan Chai, Hong Kong

not less than 48 hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the extraordinary general meeting or any adjournment thereof, should he so wish and in such event, the proxy shall be deemed to be revoked.

3. In the case of joint holders of shares, any one of such holders may vote at the extraordinary general meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the extraordinary general meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
4. The resolutions proposed to be approved at the extraordinary general meeting of the Company will be decided by poll.

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Yu Shu Kuen, Mr. Wang Xiaofei (with Mr. Lee Chan Wah as alternate), Mr. Wang Shangzhong and Mr. Lee Chan Wah; one non-executive Director, namely Mr. Du Juanhong; and three independent non-executive Directors, namely Mr. Tam B Ray Billy, Mr. Chu Kin Wang Peleus and Mr. Tse Joseph.

This announcement, for which the directors (the “Directors”) of EDS Wellness Holdings Limited (formerly known as China AU Group Holdings Limited) (the “Company”) collectively and individually accept responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this announcement 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 or this announcement misleading.

This announcement will remain on the Latest Company Announcements page of the GEM website at www.hkgem.com for a minimum period of 7 days from the date of its publication and on the Company’s website at www.eds-wellness.com.