

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

DESPATCH OF CIRCULAR IN RELATION TO (I) SUBSCRIPTION FOR CONVERTIBLE BONDS; (II) APPLICATION FOR WHITEWASH WAIVER; AND (III) THE LOAN AGREEMENT

The Board announces that the Circular was despatched to the Shareholders on Thursday, 23 May 2013.

Shareholders are advised to read carefully the contents of the Circular, in particular, the recommendation of the independent board committee and the letter of advice of the independent financial adviser to the independent board committee and the Independent Shareholders before considering the resolutions to approve the Transactions.

Reference is made to the First Announcement of the Company dated 21 March 2013 in relation to, among other matters, the Subscription, the Whitewash Waiver and the Loan Agreement (the “**Transactions**”) and the subsequent announcements of the Company dated 11 April 2013, 25 April 2013 and 9 May 2013 in relation to, among others, the delay in despatch of the Circular (the “**Announcements**”). Unless otherwise stated, capitalised terms used herein shall bear the same meanings as defined in the Announcements.

DESPATCH OF CIRCULAR

The Board announces that the Circular including, among other things, (i) details of the Transactions; (ii) the recommendation of the independent board committee in relation to the Transactions; (iii) a letter of advice from the independent financial adviser to the independent board committee of the Company and the Independent Shareholders in relation to the Transactions; and (iv) a notice convening the EGM was despatched to the Shareholders on Thursday, 23 May 2013.

* For identification purpose only

Shareholders are advised to read carefully the contents of the Circular, in particular, the recommendation of the independent board committee and the letter of advice of the independent financial adviser to the independent board committee and the Independent Shareholders before considering the resolutions to approve the Transactions.

By order of the Board
EDS Wellness Holdings Limited
Yu Shu Kuen
Chairman

Hong Kong, 24 May 2013

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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in 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.