

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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 11 JUNE 2013

Reference is made to the circular (the “**Circular**”) of EDS Wellness Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) dated 23 May 2013. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

RESULTS OF THE EGM

The Board is pleased to announcement that at the EGM held on 11 June 2013, all proposed resolutions as set out in the Notice were duly passed by the Independent Shareholders by way of poll. The poll results in respect of all the resolutions proposed at the EGM were as follows:

Ordinary Resolutions	Number of Votes (%)	
	For	Against
1. To approve the Subscription Agreement and the transactions contemplated thereunder; the grant of the specific mandate to the directors of the Company to allot and issue the Conversion Shares upon exercise of the conversion right attaching to the Convertible Bonds; and the grant of authorisation to the directors of the Company in connection therewith.	367,672,761 (100%)	0 (0%)
2. To approve the Whitewash Waiver granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission to waive the obligation of the Subscriber and parties acting in concert with it to make a general mandatory offer pursuant to note 1 on dispensations for Rule 26 of the Hong Kong Code on Takeovers and Mergers.	367,672,761 (100%)	0 (0%)
3. To approve the Loan Agreement and the transactions contemplated thereunder and the grant of authorisation to the directors of the Company in connection therewith.	367,672,761 (100%)	0 (0%)

Note: Full text of the proposed resolutions is set out in the Notice.

* *For identification purpose only*

As more than 50% of the votes were cast in favour of each of the above resolutions, all the above resolutions were duly passed as ordinary resolutions by way of poll at the EGM. The Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

Pursuant to the Takeovers Code and the GEM Listing Rules, the Subscriber, the Subscriber Holding, the Lender, their respective associates and parties acting in concert with any of them, and other Shareholders who are interested or involved in the Subscription, the Whitewash Waiver and/or the Loan Agreement were required to abstain from voting on the respective resolutions proposed at the EGM for approving the Subscription Agreement and the transactions contemplated thereunder, the Whitewash Waiver and the Loan Agreement and the transactions contemplated thereunder. As at the date of the EGM, the Subscriber, the Subscriber Holding, the Lender, their respective associates and parties acting in concert with any of them did not hold any Shares entitling to vote on the resolutions proposed at the EGM and there were no Shareholders who are interested or involved in the Subscription, the Whitewash Waiver and/or the Loan Agreement. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any resolution at the EGM as set out in Rule 17.47A of the GEM Listing Rules and there were no Shares requiring the Shareholders to abstain from voting at the EGM under the GEM Listing Rules. As such, as at the date of the EGM, there were 1,312,200,000 Shares entitling the Shareholders to attend and vote for or against the proposed resolutions at the EGM, being the total number of the issued Shares.

As at the date of EGM, Mr. Wang Xiaofei, being a substantial Shareholder and an executive Director, was interested in 230,400,000 Shares, representing 17.56% of the existing issued share capital of the Company and Mr. Du Juanhong, a non-executive Director, through Hong Kong Wintek International Co., Limited was interested in 106,580,000 Shares, representing 8.12% of the existing issued share capital of the Company. As disclosed in the Circular, they intended to vote at the EGM in favour of the resolutions approving the Subscription Agreement and the transactions contemplated thereunder, the Whitewash Waiver and the Loan Agreement and the transactions contemplated thereunder. They voted in favour of such resolutions at the EGM.

The Subscriber has confirmed that no dealings in the relevant securities (as defined under Note 4 of Rule 22 of the Takeovers Code) of the Company have been made by the Subscriber, the Subscriber Holding, the Lender, their respective associates and parties acting in concert with any of them during the period between the date of the Announcement of the Company dated 21 March 2013 and the date of this announcement.

SHAREHOLDING STRUCTURE

The shareholding structure of the Company (i) as at the date of this announcement; (ii) after completion of the Capital Reorganisation but before the full exercise of the conversion rights attaching to the Convertible Bonds; and (iii) after completion of the Capital Reorganisation and the full exercise of the conversion rights attaching to the Convertible Bonds are as follows (assuming there being no other change in the share capital of the Company) (for illustration purposes only):

Shareholders	As at the date of this announcement		After completion of the Capital Reorganisation but before the full exercise of the conversion rights attaching to the Convertible Bonds		After completion of the Capital Reorganisation and the full exercise of the conversion rights attaching to the Convertible Bonds (Note 3)	
	No. of existing Shares	Approximate Percentage	No. of New Shares	Approximate Percentage	No. of New Shares	Approximate Percentage
The Directors						
Wang Xiaofei (Note 1)	230,400,000	17.56%	2,304,000	17.56%	2,304,000	4.34%
Du Juanhong (Note 2)	106,580,000	8.12%	1,065,800	8.12%	1,065,800	2.01%
Subscriber and parties acting in concert with it	—	—	—	—	40,000,000	75.30%
Public Shareholders	<u>975,220,000</u>	<u>74.32%</u>	<u>9,752,200</u>	<u>74.32%</u>	<u>9,752,200</u>	<u>18.35%</u>
Total:	<u><u>1,312,200,000</u></u>	<u><u>100.00%</u></u>	<u><u>13,122,000</u></u>	<u><u>100.00%</u></u>	<u><u>53,122,000</u></u>	<u><u>100.00%</u></u>

Notes:

- 1 Mr. Wang Xiaofei is a substantial shareholder and an executive Director.
- 2 Mr. Du Juanhong is a non-executive Director.
- 3 For illustration purposes only. Pursuant to the terms of the Convertible Bonds, the conversion rights attaching to the Convertible Bonds may be exercised provided that the Company will maintain the public float in compliance with the GEM Listing Rules.

By order of the Board
EDS Wellness Holdings Limited
Lee Chan Wah
Executive Director

Hong Kong, 11 June 2013

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Yu Zhen Hua Johnny (former name: 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 (other than information relating to the Subscriber, the Subscriber Holding, the Lender and parties acting in concert with any of them) 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.

The directors of the Subscriber and the Subscriber Holding jointly and severally accept full responsibility for the accuracy of the information relating to the Subscriber, the Subscriber Holding, the Lender and parties acting in concert with any of them 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.