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EDS Wellness Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8176)

ANNOUNCEMENT

CONDITIONS FOR RESUMPTION OF TRADING IN THE SHARES AND SUSPENSION OF TRADING

CONDITIONS FOR RESUMPTION OF TRADING IN THE SHARES

References are made to the announcements of EDS Wellness Holdings Limited (the “**Company**”) dated 18 July 2012, 30 April 2013, 6 September 2013 and 17 September 2013 (the “**Announcements**”).

According to the letter from The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) dated 12 September 2013, the Company had submitted various submissions to the Stock Exchange relating to business development of the Company, including all the information as disclosed in the Announcements, to satisfy the continued listing obligations under Rule 17.26 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange since 31 October 2013.

On 7 February 2014, the Company received a letter from the Stock Exchange stated it allows trading resumption of the Company’s shares subject to satisfying the following conditions by 30 April 2014:

- (a) completion of the proposed acquisition of China Honest Enterprises Limited announced on 4 November 2013;
- (b) inclusion in the shareholder circular:
 - (i) profit forecasts for the years ending 30 June 2014 and 2015 on the enlarged group together with reports from the Company’s auditors and financial adviser under paragraph 29(2) of Appendix 1B; and
 - (ii) a statement from the directors confirming working capital sufficiency for at least 12 months after resumption and a comfort letter from the auditors on the directors’ statement; and

- (c) provision of a confirmation from an independent professional firm that the Company has adequate internal control systems.

The Stock Exchange may modify the above resumption conditions if the Company's situation changes.

The Board expects that all the above conditions can be fulfilled by the Company on or before 30 April 2014.

SUSPENSION OF TRADING

Trading in the shares of the Company on the Stock Exchange has been suspended from 9:00 a.m. on 30 September 2011 and shall remain suspended until further notice.

By order of the Board
EDS Wellness Holdings Limited
Yu Zhen Hua Johnny
Chairman

Hong Kong, 7 February 2014

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Yu Zhen Hua Johnny, 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 collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 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.