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EDS Wellness Holdings Limited

(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 (the “**EGM**”) 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, 8 April 2014 at 11:30 a.m. for the purposes of considering and, if thought fit, passing the following resolution with or without amendments as resolutions of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the agreement dated 18 October 2013 (as amended by an extension letter dated 18 March 2014) (collectively the “**Agreements**”) and entered into amongst Ms. Chan Suk Yee, Deon (“**Ms Chan**”) and Mr. Lai Wing Nok as vendors (the “**Vendors**”) and EDS International Holdings Limited (“**EDS International**”), a direct wholly-owned subsidiary of the Company, as purchaser in relation to the sale and purchase of 51 shares of HK\$1.00 each (the “**Sale Shares**”) in the issued share capital of China Honest Enterprises Limited (the “**Target Company**”), representing 51% of the issued share capital of the Target Company and the amount owing as at the date of completion by the Target Company to the Vendors in respect of loans repayable on demand made by the Vendors to the Target Company and all obligations, liabilities and debts owing or incurred by the Target Company to the Vendors on or at any time prior to completion whether actual, contingent or deferred and irrespective of whether the same is due and payable on completion (the “**Sale Loan**”), for a total consideration of HK\$21,420,000 (subject to adjustments according to the terms of the Agreements) (copies of the Agreements are marked “**A**” and produced to the EGM and signed by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;
- (b) the issue of the promissory notes (the “**Promissory Notes**”) in the aggregate principal amount of HK\$13,420,000 by the Company to the Vendors as part of the consideration for the Sale Shares and the Sale Loan pursuant to the terms and conditions of the Agreements be and are hereby approved;

- (c) the entering into of the shareholders' agreement (the "**Shareholders' Agreement**") by EDS International with Ms. Chan and the Target Company pursuant to the terms and conditions of the Agreements and the transactions contemplated thereunder be and are hereby approved;
- (d) the entering into of the loan agreement (the "**Loan Agreement**") by EDS International as lender and the Target Company as borrower in relation to the provision of a loan in the principal amount of HK\$10,000,000 as general working capital of the Target Company pursuant to the terms and conditions of the Agreements and the transactions contemplated thereunder be and are hereby approved; and
- (e) any one or more director(s) of the Company be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal) which he/she/they consider necessary or expedient to give effect to the Agreements and the transactions contemplated thereunder including but not limited to the issue of the Promissory Notes and the entering into of the Shareholders' Agreement and the Loan Agreement."

Yours faithfully
For and on behalf of the Board of
EDS Wellness Holdings Limited
Yu Zhen Hua Johnny
Chairman

Hong Kong, 21 March 2014

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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 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 (the “Directors”) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited 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.