

*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.*

*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.*



## **EDS Wellness Holdings Limited**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8176)**

### **ANNOUNCEMENT**

- (1) RESULTS OF THE OPEN OFFER OF 19,061,000 OFFER SHARES  
ON THE BASIS OF ONE OFFER SHARE  
FOR EVERY TWO EXISTING SHARES  
HELD ON THE RECORD DATE;  
AND  
(2) ADJUSTMENT TO THE CONVERSION PRICE OF  
THE CONVERTIBLE BONDS**

The Board announces that all of the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement has not been terminated in accordance with its terms. Accordingly, the Open Offer has become unconditional at 4:00 p.m. on Wednesday, 6 August 2014.

As at 4:00 p.m. on Thursday, 31 July 2014, being the latest time for acceptance of and payment for the Offer Shares, a total of 6 valid acceptances in respect of 13,589,428 Offer Shares provisionally allotted to the Qualifying Shareholders under the Open Offer have been received, representing approximately 71.29% of the total number of the 19,061,000 Offer Shares available for subscription under the Open Offer.

New Cove has successfully converted the Convertible Bonds in the principal amount of HK\$25,000,000.00 into 25,000,000 Shares and subscribed for or procure the subscription for the 12,500,000 Offer Shares allotted to it under its entitlement pursuant to the Open Offer.

Based on the results of the Open Offer, the Open Offer was under-subscribed by 5,471,572 Offer Shares. In accordance with the Underwriting Agreement, the subscribers who are the Independent Third Parties procured by the Underwriter have subscribed for all the under-subscribed 5,471,572 Offer Shares, representing approximately 28.71% of the total number of 19,061,000 Offer Shares and approximately 9.57% of the issued share capital of the Company of 57,183,000 Shares as enlarged by the 19,061,000 Offer Shares. The subscribers procured by the Underwriter are the Independent Third Parties.

#### **ADJUSTMENT TO THE CONVERSION PRICE OF THE CONVERTIBLE BONDS**

The auditors of the Company have reviewed the terms of the instrument constituting the convertible bonds issued by the Company and agreed that no adjustment shall be made to the conversion price of the outstanding Convertible Bonds.

References are made to the prospectus of EDS Wellness Holdings Limited (the “**Company**”) dated 17 July 2014 (the “**Prospectus**”) in connection with the Open Offer. All capitalised terms used herein shall, unless otherwise defined, have the same meanings as those defined in the Prospectus.

#### **RESULTS OF THE OPEN OFFER OF 19,061,000 OFFER SHARES ON THE BASIS OF ONE OFFER SHARE FOR EVERY TWO EXISTING SHARES HELD ON THE RECORD DATE AT HK\$3.00 PER OFFER SHARE**

The Board announces that all of the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement has not been terminated in accordance with its terms. Accordingly, the Open Offer has become unconditional at 4:00 p.m. on Wednesday, 6 August 2014.

As at 4:00 p.m. on Thursday, 31 July 2014, being the latest time for acceptance of and payment for the Offer Shares, a total of 6 valid acceptances in respect of 13,589,428 Offer Shares provisionally allotted to the Qualifying Shareholders under the Open Offer have been received, representing approximately 71.29% of the total number of the 19,061,000 Offer Shares available for subscription under the Open Offer.

New Cove has successfully converted the Convertible Bonds in the principal amount of HK\$25,000,000.00 into 25,000,000 Shares and subscribed for or procure the subscription for the 12,500,000 Offer Shares allotted to it under its entitlement pursuant to the Open Offer.

Based on the results of the Open Offer, the Open Offer was under-subscribed by 5,471,572 Offer Shares. In accordance with the Underwriting Agreement, the subscribers who are the Independent Third Parties procured by the Underwriter have subscribed for all the under-subscribed 5,471,572 Offer Shares, representing approximately 28.71% of the total number of 19,061,000 Offer Shares and approximately 9.57% of the issued share capital of the Company of 57,183,000 Shares as enlarged by the 19,061,000 Offer Shares. The subscribers procured by the Underwriter are the Independent Third Parties.

#### **Despatch of certificates for the Offer Shares**

Share certificates for the fully-paid Offer Shares will be posted on Monday, 11 August 2014 to the Qualifying Shareholders’ registered addresses shown on the register of members of the Company by ordinary post at their own risk.

Dealings in the fully-paid Offer Shares are expected to commence on the Stock Exchange at 9:00 am on Tuesday, 12 August 2014.

## SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge and information, the following is a table showing the changes in the shareholding structure of the Company immediately before and after completion of the Open Offer:

Shareholders	Immediately before completion of the Open Offer		Immediately after completion of the Open Offer	
	<i>Number of Shares</i>	<i>% (approx.)</i>	<i>Number of Shares</i>	<i>% (approx.)</i>
New Cove and parties acting in concert with it	25,000,000	65.58	37,500,000	65.58
<b>Public Shareholders</b>				
Mr. Wang Xiaofei ( <i>Note 1</i> )	2,304,000	6.04	2,304,000	4.03
Mr. Du Juanhong ( <i>Note 2</i> )	1,065,800	2.80	1,065,800	1.86
Other Shareholders	9,752,104	25.58	10,841,532	18.96
The Underwriter	96	0.00	96	0.00
Subscribers procured by the Underwriter	—	0.00	5,471,572	9.57
Total:	<u>38,122,000</u>	<u>100.00</u>	<u>57,183,000</u>	<u>100.00</u>

*Notes:*

1. Mr. Wang Xiaofei was an executive Director before his resignation on 25 May 2014.
2. Mr. Du Juanhong was a non-executive Director before his resignation on 3 June 2014.

## **ADJUSTMENT TO THE CONVERSION PRICE OF THE CONVERTIBLE BONDS**

The auditors of the Company have reviewed the terms of the instrument constituting the convertible bonds issued by the Company and agreed that no adjustment shall be made to the conversion price of the outstanding Convertible Bonds.

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

Hong Kong, 8 August 2014

*As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Yu Zhen Hua Johnny (Chairman and Managing Director), Mr. Wang Shangzhong, Mr. Lee Chan Wah and Mr. Chan Kin Wah, Billy; 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 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](http://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](http://www.eds-wellness.com).*