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EDS Wellness Holdings Limited

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

(Stock Code: 8176)

**(1) COMPLETION OF PLACING OF NEW SHARES
UNDER THE GENERAL MANDATE;
AND
(2) ADJUSTMENT TO THE CONVERSION PRICE OF
THE CONVERTIBLE BONDS**

Placing Agent



**金利豐證券
KINGSTON SECURITIES**

COMPLETION OF PLACING OF NEW SHARES UNDER THE GENERAL MANDATE

The Board is pleased to announce that all the conditions of the Placing have been fulfilled and the completion of the Placing took place on 28 August 2014. An aggregate of 2,620,000 Placing Shares, representing approximately 4.38% of the issued Shares as at the date of this announcement, have been successfully placed at a price of HK\$3.15 per Placing Share to not less than six Placees which are independent professional, institutional or other investors who and whose ultimate beneficial owners are third parties independent of and not connected with any directors, chief executive or substantial shareholder(s) of the Company or its subsidiaries or any of their respective associates.

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 on 22 May 2014 and agreed that no adjustment shall be made to the conversion price of the outstanding convertible bonds as a result of the Placing.

References are made to the announcement of EDS Wellness Holdings Limited (the “Company”) dated 15 August 2014 (the “Announcement”). Terms used in this announcement shall have the same meanings as those defined in the Announcement unless otherwise stated.

COMPLETION OF THE PLACING

The Board is pleased to announce that all the conditions of the Placing have been fulfilled and the completion of the Placing took place on 28 August 2014. An aggregate of 2,620,000 Placing Shares, representing approximately 4.38% of the issued Shares as at the date of this announcement, have been successfully placed at a price of HK\$3.15 per Placing Share to not less than six Placees.

To the best of the Company’s knowledge, information and belief and having made all reasonable enquiries, the Placees and their ultimate beneficial owners (if any) are independent professional, institutional or other investors who and whose ultimate beneficial owners are third parties independent of and not connected with any directors, chief executive or substantial shareholder(s) of the Company or its subsidiaries or any of their respective associates.

The net proceeds, after the deduction of the placing commission and other related expenses, are approximately HK\$7.86 million as disclosed in the Announcement, of which approximately HK\$7.54 million will be applied to the repayment of all the outstanding loan indebted to Hong Kong Builders Finance Limited and approximately HK\$0.32 million will be applied for general working capital of the Group.

SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) immediately before completion of the Placing; and (ii) immediately after completion of the Placing is as follows:

	Immediately before completion of the Placing		Immediately after completion of the Placing	
	<i>Number of Shares</i>	<i>% (approx.)</i>	<i>Number of Shares</i>	<i>% (approx.)</i>
New Cove (<i>Note 1</i>)	37,500,000	65.58	37,500,000	62.71
Public Shareholders				
Mr. Wang Xiaofei (<i>Note 2</i>)	2,304,000	4.03	2,304,000	3.85
Mr. Du Juanhong (<i>Note 3</i>)	1,065,800	1.86	1,065,800	1.78
Other public Shareholders	16,313,104	28.53	16,313,104	27.28
The Placing Agent	96	0.00	96	0.00
The Placees (<i>Note 4</i>)	—	—	2,620,000	4.38
Total:	<u>57,183,000</u>	<u>100.00</u>	<u>59,803,000</u>	<u>100.00</u>

Notes:

1. New Cove is an indirect wholly-owned subsidiary of Eternity.
2. Mr. Wang Xiaofei was an executive Director before his resignation on 25 May 2014.
3. Mr. Du Juanhong was a non-executive Director before his resignation on 3 June 2014.

4. All of the Places procured by Placing Agent under the Placing are Independent Third Parties and none of them has become a substantial shareholder immediately after the completion of the Placing.

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 on 22 May 2014 and agreed that no adjustment shall be made to the conversion price of the outstanding convertible bonds as a result of the Placing.

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

Hong Kong, 28 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 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.