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EDS Wellness Holdings Limited

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 8176)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 30 OCTOBER 2015 AND UPDATE ON SUBSCRIPTION OF NEW ORDINARY SHARES AND NEW PREFERRED SHARES

Reference is made to the circular (the “Circular”) of EDS Wellness Holdings Limited (the “Company”) dated 7 October 2015. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The Board is pleased to announce that the resolutions (the “Resolutions”) set out in the notice of the SGM dated 7 October 2015 (the “Notice”) were duly passed by way of poll at the SGM held on 30 October 2015.

The Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, was appointed as the scrutineer for the vote-taking at the SGM.

Details of the poll results in respect of the Resolutions were as follows:

		Number of votes cast <i>(approximate percentage of number of votes cast (%))</i>		Total number of votes cast
ORDINARY RESOLUTIONS		For	Against	
1.	To approve the Redesignation Resolution.	6,000,007 (100%)	0 (0.00%)	6,000,007
2.	To approve the Subscription Agreement, the transactions contemplated thereunder and the granting of the Specific Mandate.	6,000,007 (100%)	0 (0.00%)	6,000,007
3.	To approve the Master Supply Agreement, the Master Supply Transactions and the Proposed Annual Caps.	6,000,007 (100%)	0 (0.00%)	6,000,007
SPECIAL RESOLUTION				
4.	To approve the amendment to the Bye-laws as detailed in the Circular and to adopt the new Bye-laws.	6,000,007 (100%)	0 (0.00%)	6,000,007

Note: The full text of the Resolutions is set out in the Notice.

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions, all the relevant ordinary resolutions were duly passed at the SGM as ordinary resolutions of the Company; and as more than 75% of the votes were cast in favour of the above special resolution, the special resolution was duly passed at the SGM as a special resolution of the Company.

As at the date of the SGM, the total number of Ordinary Shares in issue was 74,803,000.

As stated in the Circular, Eternity and Kingston Securities which indirectly owned 52,500,000 Ordinary Shares and directly owned 96 Ordinary Shares respectively as at the date of SGM, are regarded as parties acting in concert with the Subscribers and therefore have abstained from voting at the SGM in respect of the Resolutions. As such, there were a total of 22,302,904 Ordinary Shares, representing approximately 29.82% of the issued share capital of the Company as at the date of the SGM, entitling holders thereof to attend and vote on the Resolutions at the SGM.

Save as disclosed above, (i) all Shareholders were entitled to attend and vote for or against the Resolutions at the SGM; (ii) no Shareholder entitled to attend was required to abstain from voting on the Resolutions at the SGM; (iii) there were no Ordinary Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolutions at the SGM as set out in Rule 17.47 of the GEM Listing Rules; and (iv) no Shareholders had stated their intention in the Circular to vote against the Resolutions proposed or to abstain from voting at the SGM.

UPDATE ON SUBSCRIPTION OF NEW ORDINARY SHARES AND NEW PREFERRED SHARES

As at the date of this announcement, conditions precedent 2, 3, 4 and 12 to the Subscription have been fulfilled. Barring any unforeseeable circumstances, the Company expects that Completion will take place on 6 November 2015. Further announcement in relation to the Subscription and the Offer will be made by the Company as and when appropriate.

By order of the Board
EDS Wellness Holdings Limited
Chan Kin Wah, Billy
Chairman

Hong Kong, 30 October 2015

As at the date of this announcement, the board of directors of the Company comprises two executive directors, namely Mr. Chan Kin Wah, Billy and Mr. Lee Chan Wah; 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 of the Company 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 of the Company, 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.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information 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 statement 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.