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## **EDS Wellness Holdings Limited**

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

**(Stock Code: 8176)**

### **PROFIT WARNING**

This announcement is made by EDS Wellness Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (“**SFO**”).

The board (the “**Board**”) of directors of the Company (the “**Directors**”) wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that, based on the unaudited consolidated management accounts of the Group for the nine months ended 30 September 2015 and the information currently available, it is expected that the Group will record a loss of not less than HK\$17,000,000 for the nine months ended 30 September 2015 as compared to the loss of approximately HK\$9,178,000 recorded for the nine months ended 30 September 2014.

The increase in loss is mainly attributable to (i) an unsatisfactory performance of the business segment under the brand name “Evidens de Beauté”; and (ii) the increase in staff costs including directors’ emoluments which was mainly attributable to the staff costs incurred by the wholly foreign owned enterprise incorporated by the Company in April 2015.

The Company is still in the process of finalizing the Group’s results for the nine months ended 30 September 2015. The information contained in this announcement is only based on the preliminary assessment by the Board based on the unaudited consolidated management accounts of the Group for the nine months ended 30 September 2015 and the information currently available, which have not been finalized as at the date hereof. The Group’s unaudited results for the nine months ended 30 September 2015 (the “**Third Quarterly Results**”) will be published on 10 November 2015.

Reference is made to the joint announcement issued by the Company, Xing Hang Limited and Eternity Investment Limited dated 15 April 2015 (the “**Joint Announcement**”) in relation to, among others, the Subscription, the Specific Mandate, the Master Supply Agreement, the Redesignation Resolution, the amendment to the Bye-laws and the Offer (as set out and defined in the Joint Announcement). This profit warning constitutes a profit forecast under Rule 10 of the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong (the “**Takeovers Code**”) and is required to be reported on by the Company’s financial adviser and its auditor or consultant accountant in accordance with Rule 10.4 of the Takeovers Code. Since this announcement is required to be made pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the SFO, which requires the Company to issue this profit warning announcement as soon as practicable and given the time constraints faced by the Company when issuing this announcement, the Company would like to draw the attention of the shareholders of the Company and potential investors that this profit warning does not meet the standard required by Rule 10 of the Takeovers Code.

The Executive (as defined under the Takeovers Code) will normally require the forecast to be reported on as soon as reasonably practicable and the relevant reports to be contained in the next document to be sent to the shareholders of the Company. However, the Third Quarterly Results are expected to be published on 10 November 2015 as mentioned above and the Third Quarterly Results together with the notes to the financial statements will be included in the next document to be sent to the shareholders of the Company, after which the forecast will no longer need to be reported on.

**Shareholders of the Company and potential investors should note that this profit warning does not meet the standard required by Rule 10 of the Takeovers Code and should therefore exercise caution in placing reliance on such forecast in assessing the merits and demerits of the Offer. Shareholders of the Company and potential investors should exercise caution when dealing in the shares of the Company.**

By Order of the Board  
**EDS Wellness Holdings Limited**  
**Lee Chan Wah**  
*Executive Director*

Hong Kong, 9 November 2015

*As at the date of this announcement, the Board 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 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.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, 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 contained in 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).*