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Xing Hang Limited
興航有限公司

(Incorporated in the British Virgin Islands with limited liability)

EDS Wellness Holdings Limited

*(Incorporated in the Cayman Islands and
continued in Bermuda as an exempted company)*

(Stock Code: 8176)

JOINT ANNOUNCEMENT

**DESPATCH OF COMPOSITE OFFER AND RESPONSE DOCUMENT
RELATING TO THE UNCONDITIONAL MANDATORY CASH OFFER BY**



KINGSTON SECURITIES LTD

ON BEHALF OF XING HANG LIMITED

FOR ALL ISSUED ORDINARY EDS SHARES

(OTHER THAN THOSE EXCLUDED EDS SHARES)

Financial adviser to Xing Hang Limited

Financial adviser to EDS Wellness Holdings Limited



KINGSTON CORPORATE FINANCE LTD.



REORIENT Financial Markets Limited

The Composite Document jointly issued by EDS and Xing Hang in relation to the Offer, together with the accompanying form of acceptance and transfer in respect of the Offer, were despatched to the Independent EDS Shareholders on 20 November 2015.

The Offer will be open for acceptance from 20 November 2015 to 4:00 p.m. on 11 December 2015 unless revised or extended by Xing Hang in accordance with the Takeovers Code.

Independent EDS Shareholders are strongly advised to read the Composite Document carefully, including the recommendation from the Independent Board Committee and the advice from the Independent Financial Adviser in relation to the Offer, before deciding whether or not to accept the Offer.

Reference is made to (i) the announcement jointly published by EDS Wellness Holdings Limited (“EDS”), Xing Hang Limited (“**Xing Hang**”) and Eternity Investment Limited dated 15 April 2015 in relation to, among others, the Subscription, the Specific Mandate, the Master Supply Agreement, the Redesignation Resolution, the amendment to the existing Bye-laws and the Offer, (ii) the announcements jointly issued by EDS and Xing Hang dated 6 May 2015, 3 July 2015, 14 September 2015 and 13 November 2015 in relation to the delay in despatch of the composite offer and response document in respect of the Offer (the “**Composite Document**”), and (iii) the announcements jointly issued by EDS and Xing Hang dated 19 June 2015 and 28 August 2015 in respect of the extension of the Long Stop Date. Capitalized terms used herein shall have the same meaning as those defined in the Composite Document unless stated otherwise.

The Composite Document (including, among others, the full terms and conditions of the Offer, the expected timetable, the advice from the Independent Financial Adviser and the recommendation of the Independent Board Committee) jointly issued by EDS and Xing Hang in relation to the Offer, together with the accompanying form of acceptance and transfer in respect of the Offer, were despatched to the Independent EDS Shareholders on 20 November 2015.

The Offer will be open for acceptance from 20 November 2015 to 4:00 p.m. on 11 December 2015 unless revised or extended by Xing Hang in accordance with the Takeovers Code.

The expected timetable of the Offer in the Composite Document as reproduced below is indicative and may subject to change. Any changes to the timetable will be jointly announced by Xing Hang and EDS as and when appropriate.

Despatch date of the Composite Document and
the accompanying Form of Share Acceptance and
commencement date for acceptance of the Offer Friday, 20 November 2015

Latest time and date for acceptance of the Offer (*Note 1*) 4:00 p.m. on
Friday, 11 December 2015

Closing Date (*Note 1*) Friday, 11 December 2015

Announcement of the results of the Offer and
the level of acceptances or as to whether
the Offer has been revised or extended uploaded on
the websites of the Stock Exchange and EDS (*Note 1*). By 7:00 p.m. on
Friday, 11 December 2015

Latest date for posting of remittances to the Independent EDS Shareholders
in respect of valid acceptances under the Offer (*Note 2*) Tuesday, 22 December 2015

Notes:

The Offer, which is unconditional, is made on the date of posting of the Composite Document, and is capable of acceptance on and from that date until the Closing Date.

1. In accordance with the Takeovers Code, the Offer must initially be open for acceptance for at least 21 days following the date on which the Composite Document is posted. The Offer will be closed for acceptance at 4:00 p.m. on Friday, 11 December 2015 unless Xing Hang revises or extends the Offer in accordance with the Takeovers Code. Xing Hang and EDS will jointly issue an announcement through the websites of the Stock Exchange and EDS by no later than 7:00 p.m. on Friday, 11 December 2015 stating whether the Offer has been extended, revised or expired. In the event that Xing Hang decides to revise or extend the Offer, at least 14 days' notice by way of an announcement will be given before the Offer is closed to those Independent EDS Shareholders who have not accepted the Offer. Acceptances of the Offer are irrevocable and are not capable of being withdrawn, except in the circumstances as set out in the section headed "Right of Withdrawal" in Appendix I to the Composite Document.
2. Remittances in respect of the consideration (after deducting the seller's ad valorem stamp duty) payable under the Offer will be despatched to the accepting Independent EDS Shareholders by ordinary post at their respective addresses as they appear on the register of members of EDS at their own risk as soon as possible, but in any event within seven Business Days after the date of receipt by the Registrar of a duly completed Form of Share Acceptance in accordance with the Takeovers Code.
3. All references to date and time contained in the Composite Document and the Form of Share Acceptance refer to Hong Kong dates and time.
4. If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning:
 - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offer, the latest time for acceptance of the Offer will remain at 4:00 p.m. on the same day, and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances will remain unchanged; or
 - (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer, the latest time for acceptance of the Offer will be rescheduled to 4:00 p.m. on the following Business Day, and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances will accordingly be rescheduled to the following Business Day.

Save as mentioned above, if the latest time for acceptance of the Offer and the posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected. Xing Hang and EDS will notify the Independent EDS Shareholders by way of announcement(s) on any change to the expected timetable as soon as possible.

Independent EDS Shareholders are strongly advised to read the Composite Document carefully, including the recommendation from the Independent Board Committee and the advice from the Independent Financial Adviser in relation to the Offer, before deciding whether or not to accept the Offer.

By Order of the Board
Xing Hang Limited
Cai Zhaoyang
Director

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

Hong Kong, 20 November 2015

As at the date of this joint announcement, the sole director of Xing Hang is Mr Cai Zhaoyang.

The sole director of Xing Hang accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to EDS and the parties acting in concert with it) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by EDS and the parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the EDS Board comprises two executive EDS Directors, namely Mr Chan Kin Wah, Billy and Mr Lee Chan Wah, and three independent non-executive EDS Directors, namely Mr Tam B Ray, Billy, Mr Chu Kin Wang, Peleus and Mr Tse Joseph.

The EDS Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to Xing Hang and the parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by Xing Hang and the parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

This joint announcement, for which EDS 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 EDS. EDS Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this joint announcement (other than those relating to Xing Hang and the parties acting in concert with it) 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 joint announcement misleading.

This joint 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 EDS’s website at www.eds-wellness.com.