



EDS Wellness Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8176)

FORM OF PROXY

For use at the extraordinary general meeting (the “Meeting”) of EDS Wellness Holdings Limited (the “Company”) to be held on 3/F, Woo Sing Kee Industrial Building, 138 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Tuesday, 8 April 2014 at 11:30 a.m. (or any adjournment thereof)

I/We (Note a) _____

of _____

being the registered holder(s) of _____ (Note b) ordinary shares of HK\$0.10 each in the share capital of the Company hereby appoint the chairman of the Meeting, or _____

of _____

to act as my/our proxy (Note c) at the Meeting to be held at 3/F, Woo Sing Kee Industrial Building, 138 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Tuesday, 8 April 2014 at 11:30 a.m. or any adjournment thereof and to vote on my/our behalf as indicated below.

Please tick (✓) in the appropriate boxes below to indicate how you wish your vote(s) to be cast.

ORDINARY RESOLUTION		For (Note d)	Against (Note d)
1.	To approve the Proposed Acquisition (as defined in the circular of the Company dated 21 March 2014 (the “Circular”)) and transactions contemplated thereunder including but not limited to the issue of the Promissory Notes (as defined in the Circular) and the entering into of the Shareholder’s Agreement (as defined in the Circular) and the Loan Agreement (as defined in the Circular).		

Dated this _____ day of _____ 2014

Shareholder’s signature _____ (Notes e and f)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words “the chairman of the Meeting, or” and insert the name and address of the person appointed as your proxy in the space provided.
- Please indicate with a tick (✓) in the relevant box the way you wish your vote to be cast. If this form of proxy when returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the proposed resolution. A proxy will also be entitled to vote or abstain at his discretion on any amendment of a resolution put to the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holders are present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint holders.
- This form of proxy must be signed by a shareholder of the Company, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.
- Any alteration made to this form of proxy should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.