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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in EDS Wellness Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**EDS Wellness Holdings Limited**

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

**(Stock Code: 8176)**

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE  
AND TO REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “**Annual General Meeting**”) of the Company to be held at Macau Jockey Club, 1/F Function Room, 1st Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Tuesday, 30 June 2015 at 10:30 a.m. is set out on pages 16 to 20 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are advised to read the notice and to complete and return the enclosed form of proxy, in accordance with the instructions printed thereon, to the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting (as the case may be). The completion and return of the form of proxy will not preclude you from attending, and voting at the Annual General Meeting or any adjourned meeting (as the case may be) in person if you so wish.

*This circular will remain at [www.hkgem.com](http://www.hkgem.com) on the “Latest company announcements” page of the GEM website for at least 7 days from the date of its posting and on the website of the Group at [www.edswellness.com](http://www.edswellness.com).*

1 June 2015

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at Macau Jockey Club, 1/F Function Room, 1st Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Tuesday, 30 June 2015 at 10:30 a.m. or adjournment thereof
“Auditors”	HLB Hodgson Impey Cheng Limited, Certified Public Accountants, the current auditors of the Company for the time being
“Board”	the board of the Directors
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities
“Bye-laws(s)”	the bye-laws of the Company (as amended from time to time)
“close associates”	has the meaning ascribed thereto under the GEM Listing Rules
“Company”	EDS Wellness Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, whose shares are listed on GEM
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company, from time to time
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange with responsibility for GEM
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM

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## DEFINITIONS

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“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the issue mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued share capital of the Company as at the date of granting of the Issue Mandate
“Latest Practicable Date”	29 May 2015, being the latest practicable date prior to the bulk print of this circular for ascertaining certain information contained herein
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase Shares up to 10% of the issued share capital of the Company as at the date of granting of the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“%”	per cent.

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## LETTER FROM THE BOARD

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### **EDS Wellness Holdings Limited**

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

**(Stock Code: 8176)**

*Executive Directors:*

Mr. Chan Kin Wah, Billy (*Chairman*)

Mr. Lee Chan Wah

*Independent non-executive Directors:*

Mr. Tam B Ray, Billy

Mr. Chu Kin Wang, Peleus

Mr. Tse Joseph

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place  
of business in Hong Kong:*

Unit 3811, 38/F.

Shun Tak Centre

West Tower

168-200 Connaught Road Central

Hong Kong

1 June 2015

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE  
AND TO REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM. These include:

- a. the ordinary resolutions to grant general mandates to the Directors to issue and to repurchase Shares; and

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## LETTER FROM THE BOARD

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- b. the ordinary resolutions to elect Directors who are due to retire and offer for re-elections at the AGM.

This circular contains further information relating to the resolutions proposed so as to enable you to make an informed decision on whether to vote for or against the resolutions proposed. A notice for convening the AGM is also set out in this circular and a form of proxy is included for your further action.

### GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 7 November 2014, an ordinary resolution was passed by the Shareholders granting the general mandates to the Directors to issue and repurchase Shares. The refreshed general mandates will lapse at (i) the conclusion of the AGM; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws to be held; or (iii) when revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first. Resolutions will therefore be proposed at the AGM to renew the grant of these general mandates.

An ordinary resolution will be proposed at the AGM in relation to the granting of a general and unconditional Issue Mandate to the Directors to exercise the power of the Company, to allot, issue and deal with, new Shares for not exceeding 20% of the aggregate nominal amount of the issued Shares as at the date of passing the resolution (as adjusted in accordance with the resolution), for the period until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws to be held; or (iii) when revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first.

As at the Latest Practicable Date, the Company has 74,803,000 Shares in issue. Subject to the passing of the resolutions for the approval of the Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Issue Mandate to allot, issue and deal with, a maximum of 14,960,600 Shares.

An ordinary resolution will be proposed at the AGM in relation to the granting of a general and unconditional Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase Shares on GEM or on any other stock exchange on which the Shares may be listed, Shares up to 10% of the aggregate nominal amount of the issued Shares as at the date of passing the resolution, for the period until (i) the conclusion of

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## LETTER FROM THE BOARD

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the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws to be held; or (iii) when revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first. The GEM Listing Rules contain provision to regulate the repurchase by companies with a primary listing on the GEM of their own shares. In accordance with Rule 13.08 of the GEM Listing Rules, this circular contains an explanatory statement as set out in Appendix I to provide the Shareholders with the requisite information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate. For the purpose of this circular, the term “Shares” shall have the meaning ascribed thereto under the Takeovers Code which means Share of all classes and securities which carry a right to subscribe to purchase Shares.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 7,480,300 Shares.

An ordinary resolution will also be proposed at the AGM in relation to the extension of the general mandate to be granted to the Directors to allot, issue, and deal with, new Shares under the Issue Mandate by adding to it the number of shares of the Company repurchased under the Repurchase Mandate, if any. The Directors have no present intention to fully exercise the Issue Mandate or the Repurchase Mandate for issuing and repurchasing the Shares respectively.

The full text of these resolutions are set out as ordinary resolutions numbers 4 to 6 in the notice of AGM on pages 16 to 20 of this circular.

### **PROPOSED RE-ELECTION OF DIRECTORS**

As at the Latest Practicable Date, the Board comprises two executive Directors, namely Mr. Chan Kin Wah, Billy (Chairman) 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.

In accordance with the Bye-laws, Mr. Lee Chan Wah, Mr. Chu Kin Wang, Peleus and Mr. Tam B Ray, Billy shall retire from office by rotation at the AGM. Being eligible, each of Mr. Lee Chan Wah, Mr. Chu Kin Wang, Peleus and Mr. Tam B Ray, Billy will offer himself for re-election as executive Director or independent non-executive Director (as the case may be).



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## LETTER FROM THE BOARD

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Further, pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election and appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above three retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### AGM

A notice convening the AGM to be held at Macau Jockey Club, 1/F Function Room, 1st Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Tuesday, 30 June 2015 at 10:30 a.m. is set out on pages 16 to 20 of this circular.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at [www.hkex.com.hk](http://www.hkex.com.hk). Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Share Registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll in accordance with the GEM Listing Rules and an announcement will be made by the Company after the AGM on the results of the AGM.

### RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors believes that the proposed resolutions mentioned above, which include the grant of the general mandates to issue and repurchase shares and the re-election of Directors, are all in the best interests of the Company and the Shareholders as a whole and therefore recommend you to vote in favour of all of the resolutions to be proposed at the AGM.

### GENERAL

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

To the best knowledge of the Directors, as at the Latest Practicable Date, none of the Directors or their respective close associates had any interests in a business, which competes or is likely to compete either directly or indirectly with the business of the Group, and none of the Directors or their respective close associates had or might have any other conflicts of interest with the Group which would be required to be disclosed under Rule 11.04 of the GEM Listing Rules, as if the Directors were controlling Shareholders.

Yours faithfully,  
For and on behalf of the Board  
**EDS Wellness Holdings Limited**  
**Chan Kin Wah, Billy**  
*Chairman*

*This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.*

## **1. REPURCHASE OF SECURITIES FROM CORE CONNECTED PARTIES**

The GEM Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates (as defined in the GEM Listing Rules) and a core connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 74,803,000 fully paid Shares

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 7,480,300 fully paid Shares, representing 10% of the issued share capital of the Company as at the date of passing of the resolution.

## **3. REASONS FOR REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its Shareholders as a whole.

**4. FUNDING OF REPURCHASES**

Repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available for the purpose of making the proposed repurchases in accordance with the memorandum of continuance and Bye-laws of the Company and the laws of Bermuda.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 December 2014, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

**5. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of Bermuda.

**6. SHARE PRICES**

The highest and lowest prices at which the Shares were traded on GEM during each of the previous twelve months before the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2014</b>		
May	4.600	3.000
June	3.667	3.000
July	3.570	3.020
August	4.700	2.900
September	4.390	3.700
October	4.000	3.200
November	3.500	2.600
December	2.790	2.000
<b>2015</b>		
January	5.430	2.000
February	6.220	4.200
March	Suspended	Suspended
April	9.650	6.500
May (up to the Latest Practicable Date)	12.000	8.300

## 7. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and applicable laws of Bermuda.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders are interested in more than 10% of the Shares then in issue:

Name	Number of Shares	Approximately percentage of the issued share capital of the Company
New Cove Limited ( <i>Note</i> )	52,500,000	70.18%

*Note:*

New Cove Limited is an indirect wholly-owned subsidiary of Eternity Investment Limited.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the total interests of the above Shareholders in the Shares would be increased to:

Name	Percentage holding
New Cove Limited	77.98%

In the event that the Directors should exercise the Repurchase Mandate in full, the shareholding interests of New Cove Limited in the Company will be increased to approximately 77.98% of the issued share capital of the Company and such increase will not give rise to an obligation to make a mandatory general offer under the Takeovers Code. The GEM Listing Rules prohibit a company from making repurchase on GEM if the results of the repurchase would be less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in the public hands.

At as the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25% .

**8. SHARE PURCHASE MADE BY THE COMPANY**

No purchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

*Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:*

**1. Mr. Lee Chan Wah (“Mr. Lee”), an executive Director**

Mr. Lee, aged 46, was firstly appointed as the company secretary on 13 February 2012 and further appointed as executive Director on 16 August 2012. He resigned as the company secretary on 9 September 2013. He is presently the authorized representative and director of a subsidiary of the Company. Mr. Lee has over 20 years of experience in the field of auditing, accounting and finance. He holds a Bachelor of Business Administration degree from the Hong Kong Baptist University. He is a member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants.

A letter of appointment (the “**Letter of Appointment**”) has been entered into between Mr. Lee and the Company which is for a term of two years. He will be eligible for re-election at that meeting in accordance with the Bye-laws and the Corporate Governance Code and Corporate Governance Report (the “**CG Code and Report**”) as set out in Appendix 15 to the GEM Listing Rules. As such, Mr. Lee shall retire at the AGM and will be eligible for re-election at that meeting. He is currently entitled to an emolument of HK\$100,000 per month which was determined with reference to his duties and responsibilities with the Company, the Company’s performance, prevailing market conditions and the market emoluments for directors of other listed companies.

Save as disclosed above, Mr. Lee (i) has not held any other major appointment and professional qualifications; (ii) does not have any relationship with any director, senior management or substantial or controlling shareholders of the Company; (iii) does not hold any other positions in the Group; (iv) does not hold any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Lee does not, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the Latest Practicable Date, there are no other matters concerning Mr. Lee that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Lee that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

**2. Mr. Chu Kin Wang, Peleus (“Mr. Chu”), an independent non-executive Director**

Mr. Chu, aged 51, joined the Company as independent non-executive Director on 5 March 2012. He is also the chairman of each of the audit committee of the Company (the “**Audit Committee**”), the remuneration committee of the Company (the “**Remuneration Committee**”), the nomination committee of the Company (the “**Nomination Committee**”) and a member of the special investigation committee of the Company (the “**Special Investigation Committee**”). Mr. Chu has over 25 years of experience in auditing, accounting and financial management for both private and listed corporations. He graduated from the University of Hong Kong with a Master Degree in Business Administration. Mr. Chu is a fellow practicing member of the Hong Kong Institute of Certified Public Accountants (FCPA (Practising)) and fellow member of the Association of Chartered Certified Accountants (FCCA). He is also an associate member of both the Institute of Chartered Secretaries and Administrators (ACIS) and the Hong Kong Institute of Chartered Secretaries (ACS). Mr. Chu is an executive director of Chinese People Holdings Company Limited (“**CPHCL**”, stock code: 681), a company listed on the Main Board of the Stock Exchange, since 2008. He was further appointed as the deputy chairman of CPHCL since 23 March 2015. He is also an independent non-executive director of each of EYANG Holdings (Group) Co., Limited (stock code: 117), Huayu Expressway Group Limited (stock code: 1823), Flyke International Holdings Limited (stock code: 1998) and China Vehicle Components Technology Holdings Limited (stock code: 1269), all the companies are listed on the Main Board of the Stock Exchange, since 2007, 2009, 2010 and 2011 respectively and Telecom Service One Holdings Limited (stock code: 8145), a company listed on the GEM Board of the Stock Exchange, since 2013.

A Letter of Appointment has been entered into between Mr. Chu and the Company which is for a term of two years. He will be eligible for re-election at that meeting in accordance with the Bye-laws and the CG Code and Report. As such, Mr. Chu shall retire at the AGM and will be eligible for re-election at that meeting. He is entitled to an emolument of HK\$10,000 per month which was determined with reference to his duties and responsibilities with the Company, the Company’s performance, prevailing market conditions and the market emoluments for directors of other listed companies.



Save as disclosed above, Mr. Chu (i) has not held any other major appointment and professional qualifications; (ii) does not have any relationship with any director, senior management or substantial or controlling shareholders of the Company; (iii) does not hold any other positions in the Group; (iv) does not hold any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Chu does not, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the Latest Practicable Date, there are no other matters concerning Mr. Chu that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Chu that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

**3. Mr. Tam B Ray, Billy (“Mr. Tam”), an independent non-executive Director**

Mr. Tam, aged 46, joined the Company as independent non-executive Director on 5 March 2012. He is also a member of each of the Audit Committee, the Nomination Committee and the Special Investigation Committee. Mr. Tam has been a practicing solicitor in Hong Kong for over 20 years. He holds a Bachelor of Laws degree from the University of London, a Bachelor degree in laws of the People’s Republic of China from Tsinghua University and a Master of Laws degree from the University of Hong Kong. Mr. Tam is a partner of Messr. Ho & Tam. He is an independent non-executive directors of China Fortune Financial Group Limited (stock code: 290), a company listed on the Main Board of the Stock Exchange, since 2007. Mr. Tam is also a non-executive directors of Milan Station Holdings Limited (stock code: 1150), a company listed on the Main Board of the Stock Exchange, since 2011. He was an independent non-executive director of each of GET Holdings Limited (stock code: 8100) and China Natural Investment Company Limited (stock code: 8250), both of which are listed on the GEM Board of the Stock Exchange, for the period from 18 June 2010 to 29 November 2013 and 10 November 2011 to 18 June 2014 respectively. He was also a non-executive director of Larry Jewelry International Limited (stock code: 8351), a company listed on the GEM Board of the Stock Exchange for the period from 16 December 2010 to 19 September 2014.

A Letter of Appointment has been entered into between Mr. Tam and the Company which is for a term of two years. He will be eligible for re-election at that meeting in accordance with the Bye-laws and the CG Code and Report. As such, Mr. Tam shall retire at the AGM and will be eligible for re-election at that meeting. He is entitled to an emolument of HK\$10,000 per month which was determined with reference to his duties and responsibilities with the Company, the Company's performance, prevailing market conditions and the market emoluments for directors of other listed companies.

Save as disclosed above, Mr. Tam (i) has not held any other major appointment and professional qualifications; (ii) does not have any relationship with any director, senior management or substantial or controlling shareholders of the Company; (iii) does not hold any other positions in the Group; (iv) does not hold any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Tam does not, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the Latest Practicable Date, there are no other matters concerning Mr. Tam that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Tam that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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### **EDS Wellness Holdings Limited**

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

**(Stock Code: 8176)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of EDS Wellness Holdings Limited (the “Company”) will be held at Macau Jockey Club, 1/F Function Room, 1st Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong, on Tuesday, 30 June 2015 at 10:30 a.m. for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. to receive, consider and approve the audited financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company (the “**Auditors**”) for the six months ended 31 December 2014;
2.
  - (a) to re-elect Mr. Lee Chan Wah as executive Director;
  - (b) to re-elect Mr. Chu Kin Wang, Peleus as independent non-executive Director;  
and
  - (c) to re-elect Mr. Tam B Ray, Billy as independent non-executive Director;
  - (d) to authorise the board of Directors to fix the Directors’ remuneration;
3. to re-appoint HLB Hodgson Impey Cheng Limited, as the Auditors and to authorise the board of Directors to fix their remuneration;

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## NOTICE OF ANNUAL GENERAL MEETING

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4. as special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

“**THAT:**—

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rule (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of HK\$0.10 each (the “**Shares**”) in the capital of the Company and to make or grant offers, agreements and options (including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise then pursuant to (i) a Right Issue (as defined below) or (ii) the grant or exercise of any options under the existing share option scheme of the Company; or (iii) any scrip dividends or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company (the “**Bye-Laws**”) in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of (i) 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution; and (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the AGM), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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(d) for the purposes of this resolution:—

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:—

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws to be held; and
- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving right to subscribe for Shares open for a period fixed by the Company or the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT**:—

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by The Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”), and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, or of any such other stock exchange from time to time and all applicable laws and regulations in this regards, be and is hereby generally and unconditionally approved;

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(b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined below) shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution:—

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:—

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the By-laws to be held; and
- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

6. “**THAT** conditional upon resolution nos. 4 and 5 above being duly passed in the AGM, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution no. 5 above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 4 above.”

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

Hong Kong, 1 June 2015

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## NOTICE OF ANNUAL GENERAL MEETING

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*Head Office and Principal Place of Business:*

Unit 3811, 38/F.  
Shun Tak Centre  
West Tower  
168-200 Connaught Road Central  
Hong Kong

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Notes:—*

1. A member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the annual general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish.
3. In relation to the proposed resolution no. 2 above, Mr. Lee Chan Wah, Mr. Chu Kin Wang, Peleus and Mr. Tam B Ray, Billy will retire by rotation and, being eligible, offer themselves for re-election at the AGM pursuant to the bye-laws of the Company. Further details of them are set out in Appendix II to this circular.
4. In relation to the proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). The Directors have no immediate plans to issue new Shares other than the Shares which may fall to be issued under the existing share option scheme of the Company or any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of whole or part of a dividend which may be approved by shareholders of the Company.
5. In relation to the proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to this circular.