
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities dealer, 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 the transferee or to the bank, licensed securities dealer or registered institution in securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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 CHANGE OF COMPANY NAME
AND
(2) NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the SGM to be held at 10:00 a.m. on 25 January 2016 at Suite 3901, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong is set out on pages 7 to 8 of this circular.

A form of proxy for use at the SGM is enclosed. Whether or not you are able to attend the SGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, 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 SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjourned meeting should you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least seven (7) days from the date of its publication and is available for reference on the website of the Company at www.edswellness.com.

CHARACTERISTICS OF GEM

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

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

“Board”	the board of Directors
“Change of Company Name”	the proposed change of English name of the Company from “EDS Wellness Holdings Limited” to “SkyNet Group Limited” and adoption of “航空互聯集團有限公司” as the secondary name of the Company
“Company”	EDS Wellness Holdings Limited, a company originally incorporated in the Cayman Islands and continued in Bermuda as an exempted company on 22 April 2014, the issued shares of which are listed on GEM under stock code: 8176
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“SGM”	the special general meeting of the Company to be convened and held at 10:00 a.m. on 25 January 2016 at Suite 3901, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for the Shareholders to consider and, if thought fit, approve the Change of Company Name
“Share(s)”	ordinary share(s) of par value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“WIFI”	wireless Fidelity, a set of standards for WLAN based on the IEEE 802.11 specifications developed by the Institute of Electrical and Electronics Engineers, an independent non-profit organization based in the US for establishing standards for computers formats and devices
“WLAN”	wireless local area network

LETTER FROM THE BOARD



EDS Wellness Holdings Limited

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

(Stock Code: 8176)

Executive Directors:

Mr. Cai Zhaoyang (*Chairman and
Chief Executive Officer*)
Mr. Chan Kin Wah, Billy
Mr. Lee Chan Wah

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent non-executive Directors:

Mr. Tam B Ray, Billy
Mr. Chu Kin Wang, Peleus
Mr. Tse Joseph

*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

30 December 2015

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 29 December 2015 in relation to the proposed Change of Company Name. The purpose of this circular is to provide you with the information regarding the special resolution to be proposed at the SGM for the Change of Company Name, and to provide you with a notice of the SGM.

LETTER FROM THE BOARD

CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “EDS Wellness Holdings Limited” to “SkyNet Group Limited” and adopt “航空互聯集團有限公司” as the secondary name of the Company.

CONDITIONS FOR THE CHANGE OF COMPANY NAME

The Change of Company Name is subject to the satisfaction of the following conditions:

- (1) the passing of a special resolution by the Shareholders at the SGM to approve the Change of Company Name; and
- (2) the approval of the Registrar of Companies in Bermuda by issuing a certificate of incorporation on change of name and a certificate of secondary name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the new English name and the secondary name of the Company being entered in the register maintained by the Registrar of Companies in Bermuda. The Company will carry out all necessary registration and/or filing procedures with the Registrar of Companies in Bermuda and the Companies Registry in Hong Kong.

REASONS FOR THE CHANGE OF COMPANY NAME

The Board proposes to change the Company’s name to reflect the Group’s new focus on the development of its in-flight WLAN and WIFI engineering and service business in the PRC. Further information regarding the new business was set out in the circular of the Company dated 7 October 2015. The Board believes that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

EFFECT OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any rights of the Shareholders. Once the change of name becomes effective, share certificates of the Company will be issued in the new name of the Company. However, all existing share certificates of the Company in issue bearing the existing name of the Company will, after the Change of Company Name has become effective, continue to be effective documents of title to the shares of the Company and valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

LETTER FROM THE BOARD

SGM

The SGM will be held at 10:00 a.m. on 25 January 2016 at Suite 3901, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for the purpose of considering and, if thought fit, approving the Change of Company Name.

A notice convening the SGM is set out on pages 7 to 8 of this circular. A proxy form for use at the SGM is enclosed herewith. Whether or not you intend to attend the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, 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 holding the meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the SGM or at any adjourned meeting(s) should you so wish.

RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the opinion that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors (including the independent non-executive Directors) recommend all Shareholders to vote in favour of the resolution to be proposed at the SGM to approve the Change of Company Name.

GENERAL

As no Shareholders have a material interest in the Change of Company Name (other than being shareholders), no Shareholders will be required to abstain from voting on the resolution to approve the Change of Company Name at the SGM.

LETTER FROM THE BOARD

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.

By order of the Board
EDS Wellness Holdings Limited
Cai Zhaoyang

Executive Director and Chief Executive Officer

Hong Kong, 30 December 2015

NOTICE OF SGM



EDS Wellness Holdings Limited

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

(Stock Code: 8176)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “SGM”) of EDS Wellness Holdings Limited (the “Company”) will be held at 10:00 a.m. on 25 January 2016 at Suite 3901, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for the following purposes:

SPECIAL RESOLUTION

“**THAT:**

- (1) subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “EDS Wellness Holdings Limited” to “SkyNet Group Limited” and the secondary name of the Company be adopted as “航空互聯集團有限公司” (the “**Change of Company Name**”), with effect from the date on which the new English name and the secondary name of the Company being entered in the register maintained by the Registrar of the Companies in Bermuda; and
- (2) any one or more of the directors of the Company be and is/are hereby authorized to do all such acts and things and to sign and execute all documents or make such arrangements as he may consider necessary or expedient to give effect to this resolution, the Change of Company Name and to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board

EDS Wellness Holdings Limited

Cai Zhaoyang

Executive Director and Chief Executive Officer

Hong Kong, 30 December 2015

NOTICE OF SGM

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 SGM convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
2. Whether or not you are able to attend the SGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.
3. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. In order to be valid, a form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the SGM or any adjournment thereof.