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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 licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in SkyNet Group Limited (航空互聯集團有限公司) (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or registered institution 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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**SkyNet Group Limited**  
**航空互聯集團有限公司**

*(Formally known as 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 RETIRING DIRECTORS;**  
**(3) PROPOSED CHANGE OF AUDITORS; AND**  
**(4) 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 Meeting Room (SOHO 2), ibis Hong Kong Central & Sheung Wan Hotel, 6/F., No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Thursday, 12 May 2016 at 10:30 a.m. is set out on pages 15 to 19 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 sign the enclosed form of proxy in accordance with the instructions printed thereon, and return the completed form of proxy, 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 adjournment thereof (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 adjournment thereof (as the case may be) in person if you so wish and in such event, the form of proxy shall be deemed to be revoked.

*This circular will remain on the “Latest Company Announcements” page of the website of the Growth Enterprise Market at <http://www.hkgem.com> for at least 7 days from the date of its posting and be posted on the website of the Group at <http://www.skynetgroup.com.hk>.*

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**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

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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 of the Stock Exchange 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 held at Meeting Room (SOHO 2), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Thursday, 12 May 2016 at 10:30 a.m. or adjournment thereof, notice of which is set out on pages 15 to 19 of this circular.
“Board”	the board of 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”	SkyNet Group Limited (航空互聯集團有限公司), formally known as 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 Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HLB”	HLB Hodgson Impey Cheng Limited, Certified Public Accountants, the current auditors of the Company for the time being

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## DEFINITIONS

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“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue or otherwise deal with new Shares of not exceeding 20% of the issued share capital of the Company as at the date of granting of the Issue Mandate
“Latest Practicable Date”	7 April 2016 being the latest practicable date prior to the publication of this circular for ascertaining certain information contained herein
“PwC”	PricewaterhouseCoopers
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares of 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 issued share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended from time to time
“%”	per cent.

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## LETTER FROM THE BOARD

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# SkyNet Group Limited 航空互聯集團有限公司

*(Formally known as 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

11 April 2016

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE  
AND TO REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
(3) PROPOSED CHANGE OF AUDITORS; AND  
(4) 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 granting to the Directors of the Issue Mandate and the Repurchase Mandate to issue and to repurchase Shares respectively and the extension of the Issue Mandate;

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## LETTER FROM THE BOARD

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- b. the re-election of the retiring Directors;
- c. the change of auditors; and
- d. the approval of the relevant ordinary resolutions relating to (a) to (c) above 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 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 30 June 2015, general mandates were granted to the Directors to issue and repurchase Shares. Such mandates will expire at the conclusion of the AGM. In order to give the Company the flexibility to issue and repurchase Shares, resolutions will be proposed at the AGM to renew these general mandates.

An ordinary resolution will be proposed at the AGM in relation to the granting of the Issue Mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares of not exceeding 20% of the total number of 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 had 419,803,000 Shares in issue. Subject to the passing of the resolution 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 or otherwise deal with, a maximum of 83,960,600 Shares.

An ordinary resolution will be proposed at the AGM in relation to the granting of the Repurchase Mandate to the Directors to exercise all the powers of the Company to repurchase Shares on GEM or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange, of up to 10% of the total number of issued Shares as at the date of passing the resolution, for the period until (i) the conclusion of the next annual

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## LETTER FROM THE BOARD

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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 at the AGM.

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 41,980,300 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, or otherwise deal with, new Shares under the Issue Mandate by adding to it the number of Shares repurchased by the Company 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 15 to 18 of this circular.

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

As at the Latest Practicable Date, the Board comprised three executive Directors, namely Mr. Cai Zhaoyang (Chairman and Chief Executive Officer), 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.

Pursuant to bye-law 84 of the Bye-laws, Mr. Chan Kin Wah, Billy and Mr. Tse Joseph shall retire from office by rotation at the AGM, and being eligible, offer themselves for re-election at the AGM as executive Director and independent non-executive Director respectively.



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## LETTER FROM THE BOARD

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Pursuant to bye-law 83(2) of the Bye-laws, Mr. Cai Zhaoyang, who was appointed by the Board as an executive Director with effect from 23 November 2015, shall retire from office at the AGM, and being eligible, offer himself for re-election as executive Director at the AGM.

Biographical details of the retiring Directors to be re-elected at the AGM as required under Rule 17.46A of the GEM Listing Rules are set out in Appendix II to this circular.

### **PROPOSED CHANGE OF AUDITORS**

Reference is made to the announcement of the Company dated 30 March 2016 relating to the proposed change of auditors of the Company.

The Board has continuously reviewed the corporate governance practices implemented by the Company to ensure that it aligns with the strategic direction of the Group and the Board noted that HLB has been the auditors of the Company since 2012. For the purpose of maintaining good corporate governance practice, the Board considers that the auditors of the Company should be rotated after an appropriate period of time. Such rotation of auditors will also enhance the independence of the auditors in providing the independent professional services. After due consideration, the Board proposes to change the auditors of the Company for the year ending 31 December 2016 and the Company has reached a mutual understanding with HLB on the non-renewal of their appointment. Accordingly, HLB will retire as auditors of the Company upon the expiration of its current term of office with effect from the conclusion of the AGM.

Following the retirement of HLB, the Board has resolved, with the recommendation from the audit committee of the Board and upon receipt of PwC's consent in writing to the proposed appointment, to propose the appointment of PwC as the new auditors of the Company to fill the vacancy immediately arising from the retirement of HLB and to hold office until the conclusion of the next annual general meeting of the Company, subject to the approval of the Shareholders at the AGM.

The Company has received a confirmation from HLB that there are no matters (including but not limited to, any occurrences that affect the relationship between the Company and HLB) which HLB needs to bring to the attention of the holders of securities or creditors of the Company in relation to its retirement. The Board has also confirmed that there is no disagreement between HLB and the Company, and there are no other matters in respect of the proposed change of auditors that need to be brought to the attention of the Shareholders.

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## LETTER FROM THE BOARD

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Accordingly, an ordinary resolution will be proposed at the AGM in relation to the approval of the appointment of PwC as the new auditors of the Company in place of the retiring auditors, HLB, which shall come into effect immediately upon the passing of such resolution by the Shareholders at the AGM.

### AGM

A notice convening the AGM is set out on pages 15 to 19 of this circular.

### ACTION TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the websites of Hong Kong Exchanges and Clearing Limited at (<http://www.hkexnews.hk>) and the Company (<http://www.skynetgroup.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 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 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 and in such event, the form of proxy shall be deemed to be revoked.

### VOTING BY WAY OF POLL

All the resolutions proposed to be approved at the AGM will be taken by poll in accordance with Rule 13.39(4) of the GEM Listing Rules and the poll vote results announcement will be made by the Company after the AGM in the manner prescribed under the GEM Listing Rules.

### 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 Board believes that the proposed resolutions mentioned above, which include the granting of the general mandates to issue and repurchase Shares, the re-election of retiring Directors and change of the Company's auditors, are all in the best interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of all of the resolutions to be proposed at the AGM.

### GENERAL

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,

For and on behalf of the Board

**SkyNet Group Limited**

**Cai Zhaoyang**

*Executive Director, Chairman and Chief Executive Officer*

*This Appendix serves as an explanatory statement, as required by Rule 13.08 of the GEM Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.*

## **1. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in event that the granting of the Repurchase Mandate is approved by the Shareholders.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 419,803,000 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 41,980,300 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 granting of 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 2015, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in the 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 immediately preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2015</b>		
April	9.65	6.50
May	12.00	8.30
June	16.80	9.99
July	10.18	5.10
August	9.50	5.40
September	6.50	4.85
October	6.40	5.50
November	7.70	4.98
December	5.80	3.60
<b>2016</b>		
January	4.39	3.70
February	3.90	3.50
March	4.91	3.00
April (up to the Latest Practicable Date)	5.15	4.62

**7. EFFECT OF THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

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 of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) 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, Xing Hang Limited and persons acting in concert (as defined in the Takeovers Code) with it held over 50% of the issued Shares. Assuming exercise in full of the Repurchase Mandate by the Directors, the aggregate percentage shareholding of Xing Hang Limited and persons acting in concert (as defined in the Takeovers Code) with it will increase. The Directors believe that such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

At as the Latest Practicable Date, the Directors had 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 REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company (whether on GEM 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. CAI ZHAOYANG (“MR. CAI”), AN EXECUTIVE DIRECTOR**

Mr. Cai, aged 39, has been appointed as the chairman of the Company, the chief executive officer of the Company and an executive Director. Mr. Cai holds a bachelor degree in microwave communications from Xi’an University of Electronic Science and Technology. Mr. Cai has extensive experiences and expertise in the avionic engineering and service business and the telecommunications industries in the PRC. Mr. Cai is the controlling shareholder (as defined in the GEM Listing Rules) and a director of Shenzhen Donica Electronic Technology Co., Ltd. (“Shenzhen Donica”). Mr. Cai is also the controlling shareholder (as defined in the GEM Listing Rules) and the sole director of Xing Hang Limited, controlling shareholder (as defined in the GEM Listing Rules) of the Company. Mr. Cai also serves as a deputy director and a council member of Shenzhen Institute of Avionics Technology (深圳市航電技術研究院), a non-state owned institute established by Mr. Cai focusing on, among others, (i) technology research in the field of avionics; and (ii) research in the standards for avionics technology.

Save as disclosed above, Mr. Cai (i) does not hold other positions in the Group; (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) has not held any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years.

Mr. Cai has been appointed as an executive Director without a fixed term of service. He will hold office until the AGM and will be subject to retirement and re-election in accordance with the Bye-laws and the GEM Listing Rules. Mr. Cai has entered into a service contract with the Company as the chief executive officer of the Company, pursuant to which he is entitled to an annual salary of HK\$393,900 for serving as the chief executive officer of the Company.

As at the date of this circular, Mr. Cai holds 82.5% of the issued share capital of Xing Hang Limited which in turn holds approximately 42.86% of the issued ordinary shares of the Company.

Save for the information disclosed above, there are no other matters concerning Mr. Cai that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Cai that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

**2. MR. CHAN KIN WAH, BILLY (“MR. CHAN”), AN EXECUTIVE DIRECTOR**

Mr. Chan, aged 53, has over 25 years of experience in accounting and financial control. Mr. Chan is a member of the Hong Kong Institute of Certified Public Accountants, a CPA member of CPA Australia and a non-practicing member of the Chinese Institute of Certified Public Accountants. Mr. Chan holds a Bachelor of Administration Degree from the University of Ottawa in Canada and a Master of Commerce Degree in Professional Accounting from the University of New South Wales in Australia.

Mr. Chan is an executive director and the company secretary of Eternity Investment Limited (Stock code: 764), a company listed on the main board of the Stock Exchange.

Mr. Chan has entered into a letter of appointment with the Company for a term of two years commencing from 5 August 2014. He will hold office until the AGM and will be subject to the retirement by rotation and re-election in accordance with the Bye-laws and the GEM Listing Rules. Pursuant to the letter of appointment, Mr. Chan is entitled to a monthly director’s fee of HK\$10,000 which is determined by the Board with reference to his duties, market rate and his time, effort, expertise and responsibilities to be exercised on the Group’s affairs and the Company’s remuneration policy and such director’s fee will be subject to review annually by the Board.

Save as disclosed above, Mr. Chan (i) does not hold other positions in the Group; (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) has not held any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Mr. Chan did not, and was not deemed to be interested in any Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Chan that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Chan that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.



**3. MR. TSE JOSEPH (“MR. TSE”), AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Tse, aged 42, joined the Company as independent non-executive Director on 16 August 2012. He is also a member of each of the audit committee of the Company, the remuneration committee of the Company and the special investigation committee of the Company. Mr. Tse has extensive experiences in finance and accounting. He holds a Bachelor of Commerce-Accounting Degree from the University of New South Wales and a Master Degree in Financial Management from the University of London. Mr. Tse has worked in several banks such as The Bank of East Asia Limited and The Hongkong and Shanghai Banking Corporation Limited.

A letter of appointment has been entered into between Mr. Tse and the Company for a term of two years. He will hold office until the AGM and will be subject to retirement by rotation and re-election in accordance with the Bye-laws and the GEM Listing Rules. Pursuant to the letter of appointment, 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. Tse (i) does not hold other positions in the Group; (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) has not held any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Mr. Tse did not, and was not deemed to be interested in any Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save for the information disclosed above, there are no other matters concerning Mr. Tse that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Tse 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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# SkyNet Group Limited 航空互聯集團有限公司

*(Formally known as 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 SkyNet Group Limited (the “**Company**”) will be held at Meeting Room (SOHO 2), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Thursday, 12 May 2016 at 10:30 a.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. to consider and receive the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company (the “**Auditors**”) for the year ended 31 December 2015;
2.
  - (a) to re-elect Mr. Cai Zhaoyang as executive Director;
  - (b) to re-elect Mr. Chan Kin Wah, Billy as executive Director; and
  - (c) to re-elect Mr. Tse Joseph as independent non-executive Director;
  - (d) to authorise the board of Directors to fix the Directors’ remuneration;
3. to approve the appointment of PricewaterhouseCoopers as the new auditors in place of the retiring auditors and to authorise the board of Directors to fix their remuneration;
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 (“**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 the powers of the Company to allot, issue or otherwise deal

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## NOTICE OF ANNUAL GENERAL MEETING

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with new ordinary 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 total number of Shares 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 total number of Shares 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 total number of any Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total number of Shares in issue on the date of the AGM), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 the powers of the Company to purchase the Shares on GEM or any other stock exchange on which the Shares may be listed and which is recognised by The Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;
- (b) the total number 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 total number of Shares 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 Bye-laws to be held; and

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- (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 total number of Shares 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 total number of Shares 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  
**SkyNet Group Limited**  
**Cai Zhaoyang**

*Executive Director, Chairman and Chief Executive Officer*

Hong Kong, 11 April 2016

*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 AGM 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 certified copy of that power or authority, at 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 and voting in person at the AGM or any adjournment thereof (as the case may be) and in such event, the form of proxy shall be deemed to be revoked.

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3. In relation to the proposed resolution no. 2 above, Mr. Cai Zhaoyang, Mr. Chan Kin Wah, Billy and Mr. Tse Joseph will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the bye-laws of the Company. Biographical details of them are set out in Appendix II to the circular (the “Circular”) of the Company dated 11 April 2016.
4. In relation to the proposed resolutions nos. 4 and 5 above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to allot, issue or otherwise deal with new Shares under 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 the Circular.

*As at the date of this notice, the Board comprises three executive Directors, namely Mr. Cai Zhaoyang, 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 notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 notice 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 notice misleading.*

*This notice will remain on the “Latest Company Announcements” page of the website of the Growth Enterprise Market at <http://www.hkgem.com> for at least 7 days from the date of its posting and be posted on the website of the Company at <http://www.skynetgroup.com.hk>.*