

TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED

本申請表格必須整份交回方為有效

Application Form Number
申請表格編號

IMPORTANT
重要提示

THIS APPLICATION FORM (THE "APPLICATION FORM") IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON THURSDAY, 31 JULY 2014.

本申請表格(「申請表格」)是具有價值的,但不可轉讓,並僅供下列合資格股東使用。二零一四年七月三十一日(星期四)下午四時正後不得提出申請。

IF YOU ARE IN ANY DOUBT ABOUT THIS APPLICATION FORM OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本申請表格或應採取之行動有任何疑問,應諮詢閣下之持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Terms used herein shall have the same meanings as defined in the prospectus of EDS Wellness Holdings Limited dated 17 July 2014 (the "Prospectus") unless the context otherwise requires.

除文義另有所指外,本申請表格所用之詞彙與EDS Wellness Holdings Limited於二零一四年七月十七日刊發之章程(「章程」)所界定者具有相同涵義。

Dealings in the Shares may be settled through CCASS and you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.

股份之買賣可透過中央結算系統進行結算,而有關結算安排之詳情和該等安排對閣下權利和權益可能產生之影響,閣下應諮詢閣下之股票經紀或其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

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

香港交易及結算有限公司、聯交所及香港結算對本申請表格之內容概不負責,對其準確性或完整性亦不發表任何聲明,並明確表示,概不對因本申請表格全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

A copy of this Application Form, together with a copy of the Prospectus and a copy of the written consent by HLB Hodgson Impey Cheng Limited have been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of any of these documents.

本申請表格之副本連同章程之副本及國衛會計師事務所有限公司發出之書面向零之副本,已根據公司(清盤及雜項條文)條例第342C條之規定呈交香港公司註冊處登記。香港公司註冊處及香港證券及期貨事務監察委員會對該等文件之內容概不負責。

Subject to the granting of the listing of, and permission to deal in, the Offer Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待發售股份獲批准在聯交所上市及買賣,並符合香港結算之證券收納規定後,發售股份將獲香港結算接納為合資格證券,自發售股份在聯交所買賣首日或香港結算釐定之其他日期起可於中央結算系統寄存、結算及交收。聯交所參與者於任何交易日進行之交易,須於其後第二個交易日在中央結算系統交收。中央結算系統之一切活動須符合不時生效之中央結算系統一般規則及中央結算系統運作程序。



Branch share registrar and transfer
office in Hong Kong:
Tricor Secretaries Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

香港股份過戶登記分處:
卓佳秘書商務有限公司
香港皇后大道東183號
合和中心22樓

EDS Wellness Holdings Limited

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

(Stock Code: 8176)

(於開曼群島註冊成立並於百慕達續存之有限公司)

(股份代號: 8176)

OPEN OFFER OF 19,061,000 OFFER SHARES
ON THE BASIS OF ONE OFFER SHARE
FOR EVERY TWO EXISTING SHARES
HELD ON THE RECORD DATE AT HK\$3.00 PER OFFER SHARE

按於記錄日期

每持有兩股現有股份獲發一股發售股份之基準

按每股發售股份3.00港元

公开发售

19,061,000股發售股份

APPLICATION FORM

申請表格

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

註冊辦事處:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head office and
principal place of
business in Hong Kong:
19/F, Prosperity Tower
No. 39 Queen's Road Central
Central, Hong Kong

總辦事處及香港
主要營業地點:
香港中環
皇后大道中39號
豐盛創建大廈19樓

Name(s) and address of the Qualifying Shareholder(s) 合資格股東姓名及地址

	Box A 甲欄
	Box B 乙欄
	Box C 丙欄
	Box D 丁欄

Application can only be made by the registered Qualifying Shareholder(s) named above.
Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed (calculated as number of Offer Shares applied for multiplied by HK\$3.00)

認購申請僅可由上述已登記之合資格股東作出。
請於丁欄填寫所申請認購之發售股份數目及隨附之股款金額(以申請認購之發售股份數目乘以3.00港元計算)

Number of Shares registered in your name on Wednesday, 16 July 2014
於二零一四年七月十六日(星期三)以閣下名義登記之股份數目

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Number of Offer Shares in your assured allotment subject to payment in full on application by no later than 4:00p.m. on Thursday, 31 July 2014
閣下獲保證配發之發售股份數目(須不遲於二零一四年七月三十一日(星期四)下午四時正申請時繳足)

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Amount payable on assured allotment when applied in full
悉數申請認購保證配額時應繳款項

HK\$ 港元

Number of Offer Shares applied for
申請認購之發售股份數目

Remittance enclosed 隨附股款 HK\$ 港元

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B above by filling in this Application Form. Subject to as mentioned in the Prospectus and this Application Form, such offer is made to the Shareholders whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of an assured allotment of one Offer Share for every two Shares held on Wednesday, 16 July 2014. If you wish to apply for any Offer Share, you should complete and sign this Application Form and lodge the form together with the appropriate remittance for the full amount payable in respect of the Offer Shares applied for with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. All remittance(s) for application of Offer Shares under this Application Form must be in Hong Kong dollars and made payable to "EDS Wellness Holdings Limited — Open Offer" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No application for Offer Shares can be made by any person who is Non-Qualifying Shareholder.

閣下可透過填寫本申請表格申請認購相等或於或少於上文乙欄所列閣下獲保證配發之任何發售股份數目。在發售章程及本申請表格所述者之規限下,有關要約乃向名列於本公司股東名冊且屬合資格股東之股東提呈,基準為按於二零一四年七月十六日(星期三)每持有兩股股份獲保證配發一股發售股份。閣下如欲申請認購任何發售股份,請填妥及簽署本申請表格,並將表格連同申請認購發售股份應繳之全數應繳股款,一向交回本公司之香港股份過戶登記分處卓佳秘書商務有限公司,地址為香港皇后大道東183號合和中心22樓。根據本申請表格申請認購發售股份之所有申請股款必須以港元支付,並須註明抬頭人為「EDS Wellness Holdings Limited — Open Offer」及以「只准入抬頭人賬戶」方式劃線開出,並須依照背頁所載手續。任何為不合資格股東之人士不得申請認購發售股份。



EDS Wellness Holdings Limited

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

(Stock Code: 8176)

(於開曼群島註冊成立並於百慕達續存之有限公司)

(股份代號: 8176)

To: EDS Wellness Holdings Limited

致: EDS Wellness Holdings Limited

Dear Sirs,

I/We, being the registered holder(s) of the Shares stated overleaf, enclose a remittance** for the amount payable in full on application for the number of Offer Shares at a price of HK\$3.00 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept the number of Offer Shares on the terms and conditions of the Prospectus dated 17 July 2014 and subject to the memorandum of continuance and bye-laws of the Company and I/We hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/ our name(s) on the register of members as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send the share certificate(s) in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

By signing this form, I/we declare that I/we am/are not (an) Non-Qualifying Shareholder(s) and my/our application for the Offer Shares does not violate any applicable securities or other laws or regulations of any jurisdiction outside Hong Kong.

敬啟者:

本人／吾等為背頁所列股份之登記持有人，現申請認購乙欄(或倘已填妥丁欄，則丁欄)指定之發售股份數目，並附上按每股發售股份3.00港元之價格計算須於申請時應繳足之全數股款**。本人／吾等謹此依照日期為二零一四年七月十七日之發售章程所載之條款及條件，以及在 貴公司之存續大綱及公司細則之規限下，接納有關數目之發售股份，而本人／吾等謹此承諾並同意申請認購相等於或少於與本申請有關之發售股份數目。本人／吾等謹此授權 貴公司將本人／吾等之姓名列入股東名冊，作為上述有關數目或較少數目之發售股份之持有人，並授權 貴公司將有關股票按背頁地址以平郵方式寄予本人／吾等，郵誤風險概由本人／吾等承擔。本人／吾等已細閱背頁所載各項條件及申請手續，並同意受其約束。

透過簽署本表格，本人／吾等聲明本人／吾等並非不合資格股東，而本人／吾等申請認購發售股份並無違反香港以外任何司法權區之任何適用證券或其他法律或法規。

Please insert contact
telephone number
請填上聯絡電話號碼

Signature(s) of Qualifying Shareholder(s)

(all joint Qualifying Shareholders must sign)

合資格股東簽署(所有聯名合資格股東均須簽署) (1) _____ (2) _____ (3) _____ (4) _____

Date _____ 2014

日期: 二零一四年 _____ 月 _____ 日

Details to be filled in by Qualifying Shareholder(s):

請合資格股東填妥以下詳情:

Number of Offer Shares applied for (being the total number specified in Box D, failing which, the total number specified in Box B) 申請認購發售股份數目 (即丁欄所列明之總數，如未有填妥，則乙欄所列明之總數)	Total amount of remittance (being the total amount specified in Box D, failing which, the total amount specified in Box C) 股款總額(即丁欄所列明之股款總額，如未有填妥，則丙欄所列明之股款總額)	Name of bank on which cheque/banker's cashier order is drawn 支票／銀行本票之付款銀行名稱	Cheque/banker's cashier order number 支票／銀行本票號碼
	HK\$ 港元		

** Cheque or banker's cashier order should be crossed "Account Payee Only" and made payable to "EDS Wellness Holdings Limited — Open Offer" (see the section headed "Procedures for Application" on the reverse side of this form).

支票或銀行本票須以「只准入抬頭人賬戶」方式並以「EDS Wellness Holdings Limited — Open Offer」為抬頭人劃線開出(詳情請參閱本表格背頁「申請手續」一節)。

Valid application for such number of Offer Shares which is less than or equal to an applicant's assured allotment will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. No receipt will be given for the remittance.

假設公開發售之條件獲達成，認購發售股份數目少於或相等於申請人獲保證配發之發售股份數目之有效申請將獲全數接納。倘以上各欄內並無填上數目，則閣下將被視作申請認購已收款項所代表之發售股份數目。倘認購股款少於上欄所填數目之發售股份所需股款，則閣下將被視作申請認購已收款項所代表之發售股份數目。申請將被視作為申請認購完整之發售股份數目而作出。概不會就認購股款發出任何收據。



EDS Wellness Holdings Limited

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CONDITIONS

1. No Non-Qualifying Shareholder is permitted to apply for any Offer Share.
2. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for any Offer Share in respect of which the application(s) is/are accepted in full or in part will be sent to the allottee(s) or, in the case of joint allottees, to the first named allottee by ordinary post, at their own risk, at the address stated on this Application Form.
3. Completion of this Application Form will constitute an instruction and authority by the applicant(s) to the Company and/or Tricor Secretaries Limited or any person nominated by it for the purpose, on behalf of the applicant(s), to execute any registration of this Application Form or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name of the applicant(s) of the Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The applicant(s) of the Offer Shares undertake to sign all documents and to do all other acts necessary to enable them to be registered as the holder(s) of the Offer Shares which he/she/they has/have applied for subject to the memorandum of continuance and bye-laws of the Company.
5. Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) will be retained for the benefit of the Company. Application in respect of which cheque is dishonoured upon first presentation is liable to be rejected.
6. Your right to apply for the Offer Shares is not transferable.
7. The Company reserves the right to accept or refuse any application for Offer Shares which does not comply with the procedures set out herein and in the Prospectus.
8. Completion and return of this Application Form by any person outside Hong Kong will constitute a warranty and representation to the Company, by such person, that all registration, legal and regulatory requirements of the relevant jurisdiction, in connection with such application have been duly complied with.
9. The Open Offer is conditional upon the Underwriting Agreement having become unconditional (see the section headed "Conditions of the Open Offer as set out in the Prospectus").
10. No person receiving a copy of the Prospectus or the Application Form in any territory or jurisdiction outside Hong Kong may treat it as an offer or an invitation to apply for the Offer Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person outside Hong Kong wishing to make an application for Offer Shares to satisfy himself/herself/itself as to the observance of the laws and regulations of all relevant jurisdiction, including obtaining any government or other consents, and payment of any taxes and duties required to be paid in such jurisdiction in connection therewith. Completion and return of the Application Form will constitute a warranty and representation by the relevant applicant(s) to the Company that all registration, legal and regulatory requirements of all relevant territories other than Hong Kong in connection with the acceptance of the Offer Shares have been duly complied with by such applicant(s). For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties. If you are in any doubt as to your position, you should consult your professional advisers.

PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares which is equal to or less than your assured allotment set out in Box B by filling in this Application Form.

To apply for such number of Offer Shares which is less than your assured allotment, you must enter in Box D of this Application Form the number of Offer Shares for which you wish to apply and the total amount payable (calculated as the number of Offer Shares applied for multiplied by HK\$3.00). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, the applicant(s) will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of this Application Form, this number should be inserted in Box D of this Application Form. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.

This Application Form when duly completed, to which the appropriate remittance(s) should be stapled accordingly and folded once and must be returned to Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:00 p.m. on Thursday, 31 July 2014. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "EDS Wellness Holdings Limited – Open Offer" and crossed "Account Payee Only". Unless this Application Form together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Application Form has been received by 4:00 p.m. on Thursday, 31 July 2014, your right to apply for the Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

TERMINATION OF THE UNDERWRITING AGREEMENT

If, prior to the Latest Time for Termination (provided that for the purposes of the termination clause of the Underwriting Agreement, if the date of the Latest Time for Termination shall be a business day on which a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is or remains hoisted in Hong Kong between 9:00 a.m. and 4:00 p.m. on that day, the date of the Latest Time for Termination shall be the next business day on which no tropical cyclone warning signal no. 8 or above or no black rainstorm warning signal is or remains hoisted in Hong Kong between 9:00 a.m. and 4:00 p.m. on that day):

- (1) in the absolute opinion of the Underwriter, the success of the Open Offer would be materially and adversely affected by:
 - (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or
 - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement) of a political, military, financial, economic or other nature (whether or not *ejusdem generis* with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (2) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction on trading in securities) occurs which in the absolute opinion of the Underwriter is likely to materially or adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (3) there is any change in the circumstances of the Company or any member of the Group which in the absolute opinion of the Underwriter will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any of member of the Group or the destruction of any material asset of the Group; or
- (4) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which would, in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospectus of the Group as a whole; or
- (5) any other material adverse change in relation to the business or the financial or trading position or prospects of the Group as a whole whether or not *ejusdem generis* with any of the foregoing; or
- (6) any matter which, had it arisen or been discovered immediately before the date of the Prospectus and not having been disclosed in the Prospectus, would have constituted, in the absolute opinion of the Underwriter, a material omission in the context of the Open Offer; or
- (7) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive business days, excluding any suspension in connection with the clearance of the Announcement, or the Prospectus Documents or other announcements or circulars in connection with the Open Offer; or
- (8) the Prospectus when published contains information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the GEM Listing Rules or any applicable regulations) which has not prior to the date of the Underwriting Agreement been publicly announced or published by the Company and which may in the absolute opinion of the Underwriter be material to the Group as a whole upon completion of the Open Offer and is likely to affect materially and adversely the success of the Open Offer, the Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

The Underwriter shall be entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination:

- (1) any material breach of any of the representations, warranties or undertakings contained in the Underwriting Agreement above comes to the knowledge of the Underwriter; or
- (2) any event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which if it had occurred or arisen before the date of the Underwriting Agreement would have rendered any of the warranties contained in the Underwriting Agreement untrue or incorrect in any material respect comes to the knowledge of the Underwriter.

Any such notice shall be served by the Underwriter prior to the Latest Time for Termination.

Upon the giving of notice in accordance with the above, the Underwriting Agreement shall terminate and the obligations of the parties shall forthwith cease and be null and void and none of the parties shall, save in respect of any right or liability accrued before such termination, have any right against or liability towards any of the other parties arising out of or in connection with the Underwriting Agreement provided that the Company shall remain liable to pay to the Underwriter reasonable legal fees and other reasonable out-of-pocket expenses of the Underwriter (but not the underwriting commission) in respect of the Open Offer.

Any Shareholder or other person dealing in the Shares until the Open Offer becomes unconditional (which is expected to be 4:00 p.m. on Wednesday, 6 August 2014) will accordingly bear the risk that the Open Offer may not become unconditional and may not proceed. Any Shareholder or other person contemplating dealing in the Shares during such period who is in any doubt about his or her position is advised to consult his or her professional adviser.

CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and banker's cashier orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgment of the Application Form together with a cheque or banker's cashier order in payment for the Offer Shares accepted will constitute a warranty by the applicant(s) that the cheque or banker's cashier order will be honored on first presentation. Any application in respect of which the accompanying cheque or banker's cashier order is dishonored on first presentation is liable to be rejected, and in that event the assured entitlement and all rights thereunder will be deemed to have been declined and will be cancelled.

STATUS OF THE OFFER SHARES

The Offer Shares (when allotted, fully paid and issued) will rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Offer Shares. Holders of the Offer Shares will be entitled to receive all future dividends and distributions, which are declared, made or paid on or after the date of allotment and issue of the Offer Shares.

SHARE CERTIFICATES FOR THE OFFER SHARES

Subject to the Open Offer becoming unconditional, share certificates in respect of the Offer Shares are expected to be posted to those entitled thereto by ordinary post at their own risk on or before Monday, 11 August 2014 or such later date as the Board may determine. One share certificate will be issued for all the offer shares allotted to the applicant.

GENERAL

Lodgement of this Application Form purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party (parties) lodging it to deal with the same and to receive relevant certificates of the Offer Shares.

This Application Form and any application for the Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.