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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 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 Meeting Room (Soho 2), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong, on Friday, 30 October 2015 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. “**THAT**, the authorised share capital of the Company be and is hereby reclassified and redesignated from HK\$500,000,000 divided into 5,000,000,000 ordinary shares of HK\$0.10 each (the “**Ordinary Shares**”) to HK\$500,000,000 divided into 4,950,000,000 Ordinary Shares and 50,000,000 preferred shares of HK\$0.10 each (the “**Preferred Shares**”) with the rights, privileges and restrictions of the Preferred Shares set out in the Subscription Agreement (as defined in ordinary resolution no. 2 below) and in the amendment to the Bye-laws of the Company to be adopted by the Company as referred to in Appendix III to the circular of the Company dated 7 October 2015 (the “**Circular**”) and that the directors of the Company be and are hereby authorised to do all other acts, matters and things and execute all documents as they consider necessary, desirable or appropriate for the implementation of and giving effect to the transactions contemplated under this resolution.”
2. “**THAT**, subject to and conditional on the passing of ordinary resolution no. 1 and special resolution no. 4,
 - (a) the subscription agreement dated 17 February 2015 (as amended and supplemented by the supplemental agreements dated 19 June 2015 and 28 August 2015 entered into by the parties to the subscription agreement) (collectively, the “**Subscription Agreement**”) entered into between (i) the Company, and (ii) Xing Hang Limited, Goldenland Mining & Investment Limited, Silver Empire Holding Limited, Truly Elite Limited, High Aim Global Limited and First Bonus International Limited (collectively, the “**Subscribers**”) in relation to the subscription of 345,000,000 new Ordinary Shares (the “**Ordinary Subscription Shares**”) and 30,000,000 new Preferred Shares (the “**Preferred Subscription Shares**”) (collectively, the “**Subscription Shares**”) at an issue price of HK\$0.40 per Subscription Share (a copy of the Subscription

Agreement is tabled at the SGM and marked “A” by the chairman of the SGM for identification purpose) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;

- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in the Ordinary Subscription Shares and the new Ordinary Shares to be issued upon conversion of the Preferred Subscription Shares (the “**Conversion Shares**”) pursuant to the terms of the Preferred Subscription Shares set out in the Subscription Agreement, the specific mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with the Subscription Shares and the Conversion Shares be and is hereby approved;
- (c) any director of the Company be and is hereby authorised for and on behalf of the Company to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary or desirable to implement and/or effect the transactions contemplated by the Subscription Agreement, the allotment and issue of the Subscription Shares, Preferred Shares and the Conversion Shares, and subject to approval from the Independent Shareholders (as defined in the Circular) in accordance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange for any material variation of the terms of the Subscription Agreement, to approve or agree to any amendment, variation or modification of the terms and conditions of the Subscription Agreement on such terms and conditions as any director(s) of the Company may think fit.”

3. “**THAT**

- (i) the terms of the master supply agreement to be entered into between the Company and Shenzhen Donica Electronic Technology co., Ltd. in relation to the sale and purchase of certain equipment and the provision of related installation and maintenance services at completion of the subscription contemplated under the Subscription Agreement (the “**Master Supply Agreement**”) (a copy of which is tabled at the SGM and marked “B” by the chairman of the SGM for identification purpose) and the Company’s execution and delivery of the Master Supply Agreement be and are hereby approved in all respects;
- (ii) the transactions contemplated under the Master Supply Agreement (the “**Master Supply Transactions**”) and the Company’s entering into and implementation of the Master Supply Transactions be and are hereby approved in all respects;
- (iii) the annual caps as set out in the Circular in respect of the Master Supply Transactions for each of the two years ending 31 December 2016 be and are hereby approved in all respects (the “**Proposed Annual Caps**”); and
- (iv) any director of the Company be and is hereby authorised for and on behalf of the Company to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary or desirable to implement and/or effect the Master Supply Transactions and/or the Proposed Annual Caps.”

SPECIAL RESOLUTION

4. “**THAT**, subject to and conditional on the passing of ordinary resolution no. 1, the amendment to the Bye-laws of the Company as set out in Appendix III to the Circular be and are hereby approved by the Company, and a new Bye-laws of the Company in the form made available for inspection by all the shareholders of the Company prior to the SGM (a copy of the new Bye-laws of the Company is tabled at the SGM and marked “C” by the chairman of the SGM for identification purpose), be and is hereby adopted in substitution for and to the exclusion of the existing Bye-laws of the Company, effective from the date of this resolution.”

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

Hong Kong, 7 October 2015

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.

As at the date of this announcement, the Board comprises two executive Directors, namely 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 announcement, 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 announcement 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 announcement misleading.

This announcement will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least seven days from the date of its posting and on the Company’s website at www.eds-wellness.com.