

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.

香港交易及結算所有限公司、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 Impney 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.

本申請表格之副本與章程之副本及圖翰會計師事務所有限公司發出之書面同意之副本,已根據公司(清盤及雜項條文)條例第342C條之規定在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系統接納為合資格證券,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操作程序。



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大續存之有限公司)

(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
公開發售
19,061,000股發售股份

APPLICATION FORM
申請表格

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

Registered office:
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

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

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

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

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

Box A
甲欄

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)

Box B
乙欄

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

Box C
丙欄

HK\$
港元

Box D
丁欄

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

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)

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於或少於上文之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出,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,一併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	
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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
	HKS 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

(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)

條件

1. 不合資格股東不得申請認購任何發售股份。
2. 概不會就收到之申請認購款項發出收據，惟預期申請獲全數或部份接納之發售股份股票將以郵遞方式按本申請表格上所列地址寄交承配人或(如屬聯名承配人)名列首位之承配人，郵誤風險概由彼等承擔。
3. 填妥本申請表格即表示申請人指示及授權本公司及/或卓佳秘書商務有限公司或其提名之任何人士代表申請人辦理本申請表格或其他文件之任何登記手續，以及一般地進行有關公司或人士認為必要或合宜之所有其他事宜，以根據發售章程所述之安排，將所申請認購之數目或較少數目之發售股份登記在申請人名下。
4. 發售股份之申請人承諾簽署所有文件並採取一切其他必要行動以讓彼等登記成為所申請認購之發售股份之持有人，惟須符合本公司存續大綱及公司細則之規定。
5. 本公司收到股款後將隨即將其過戶，由此賺取之一切利息(如有)將撥歸本公司所有。倘支票未能於首次過戶時兌現，則有關申請將不獲受理。
6. 閣下申請認購發售股份之權利不得轉讓。
7. 本公司保留權利接納或拒絕任何未符合本申請表格及章程所載手續之發售股份認購申請。
8. 香港境外之任何人士填妥並交回本申請表格，將構成有關人士向本公司保證及聲明，是次申請已全面遵守有關司法權區所有註冊、法例及法規規定。
9. 公開發售須待包銷協議成為無條件(見發售章程所載之「公開發售之條件」一節)後，方可作實。
10. 除非在有關司法權區毋須遵守任何登記規定或其他法律或監管規定可合法提呈要約或邀請，否則於任何香港以外地區或司法權區收到章程或本申請表格之人士，概不得視之為申請發售股份之要約或邀請。任何香港境外人士如欲申請發售股份，均有責任自行遵守一切有關司法權區之法例及規例，包括取得任何政府或其他同意，以及就此支付有關司法權區規定須繳付之任何有關稅項及稅款。填妥及交回本申請表格將構成有關申請人向本公司保證及聲明有關申請人已妥為遵守香港以外所有相關地區有關接納發售股份之所有登記、法律及監管規定。為免生疑問，香港結算或香港中央結算(代理人)有限公司不受任何該等聲明及保證所規限。閣下如對本身之狀況有任何疑問，應諮詢閣下之專業顧問。

申請手續

閣下可透過填寫本申請表格申請認購相等於或少於乙欄所列閣下獲保證配發之發售股份數目。

倘閣下欲申請認購少於閣下獲保證配發之發售股份數目，請在本申請表格丁欄內填上欲申請認購之發售股份數目及應繳股款總額(以申請認購之發售股份數目乘以3.00港元計算)。倘所收到之相應股款金額少於所填上之發售股份數目之所需股款，則申請人將被視作申請認購已收全數款項所代表之較少發售股份數目。

倘閣下欲申請認購本申請表格乙欄所列相同數目之發售股份，請在本申請表格丁欄內填上此數目。如無填上任何數目，則閣下將被視作申請認購已收全數款項所代表之發售股份數目。

填妥本申請表格並將適當之股款相應地壓釘其上後，請將表格對摺並於二零一四年七月三十一日(星期四)下午四時正或之前交回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。所有股款必須以港元支付。支票必須以香港持牌銀行開立之賬戶開出，銀行本票必須由香港持牌銀行發出，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。除非本申請表格連同本申請表格丙欄或丁欄(視乎情況而定)所示之適當股款於二零一四年七月三十一日(星期四)下午四時正之前已經收妥，否則閣下申請認購發售股份之權利以及一切有關權利將視為已放棄論，並將被註銷。

終止包銷協議

倘於最後終止時間前(惟就包銷協議終止條文而言，倘最後終止時間日期為八號或以上熱帶氣旋警告信號，或黑色暴雨警告於當日上午九時正至下午四時正期間在香港生效及仍然懸掛之營業日，則最後終止時間日期將為當日上午九時正至下午四時正期間八號或以上熱帶氣旋警告信號，或黑色暴雨警告並無在香港生效及仍然懸掛之下一個營業日)：

- (1) 包銷商絕對認為，公開發售之成功將受下列事項重大及不利影響：
 - (a) 頒佈任何新法例或規例或現有法例或規例(或其司法詮釋)出現任何變動或發生任何性質之其他事故，而包銷商絕對認為可能對本集團之整體業務或財務或貿易狀況或前景構成重大及不利影響或對公開發售重大不利；或
 - (b) 任何地區、國家或國際出現政治、軍事、金融、經濟或其他性質(不論是否與前述任何一項同類)之事件或變動(不論是否於包銷協議日期前及/或後出現或持續出現連串事件或變動之一部分)，或任何地區、國家或國際爆發敵對狀況或武裝衝突或敵對狀況或武裝衝突升級，或事件足以影響當地證券市場，而包銷商絕對認為可能對本集團之整體業務或財務或貿易狀況或前景構成重大及不利影響，或對公開發售之成功構成不利損害，或基於其他理由令進行公開發售屬不宜或不智；或
- (2) 市況出現任何不利變動(包括但不限於財政或金融政策或外匯或貨幣市場之任何變動、暫停或嚴重限制證券買賣)，而包銷商絕對認為可能對公開發售之成功構成重大或不利影響，或基於其他理由令進行公開發售屬不宜或不智；或
- (3) 本公司或本集團任何成員公司之情況出現任何變動，而包銷商絕對認為將對本公司之前景構成不利影響，包括(在不限制前述事項一般性之原則下)提出清盤呈請或通過決議案清盤或結業，或本集團任何成員公司發生類似事件，或本集團任何重大資產遭破壞；或
- (4) 任何不可抗力事件，包括(在不限制其一般性之原則下)任何天災、戰爭、暴亂、擾亂公共秩序、內亂、火災、水災、爆炸、疫症、恐怖主義活動、罷工或停工，而包銷商絕對認為對本集團之整體業務或財務或貿易狀況或前景構成重大及不利影響；或
- (5) 本集團之整體業務或財務或貿易狀況或前景出現任何其他重大不利變動(不論是否與前述任何一項同類)；或
- (6) 任何倘緊接發售章程日期前發生或發現且並無於發售章程內披露之事項，而包銷商絕對認為會對公開發售構成重大遺漏；或
- (7) 證券普遍地或本公司證券在聯交所暫停買賣超過十個連續營業日，不包括涉及核准該公告或章程文件或與公開發售有關之其他公告或通函而暫停買賣；或
- (8) 發售章程在刊發時載有本公司於包銷協議日期前並未公告或刊發之資料(有關本集團之業務前景或狀況，或有關其遵守任何法律或創業板上市規則或任何適用法規)，而包銷商絕對認為於公開發售完成後對本集團整體而言關係重大，且可能對公開發售之成功構成重大及不利影響，則包銷商有權透過於最後終止時間前向本公司送達書面通知終止包銷協議。

倘於最後終止時間前出現以下情況，包銷商有權以書面通知撤銷包銷協議：

- (1) 包銷商獲悉任何嚴重違反上述包銷協議所載任何聲明、保證或承諾之情況；或
- (2) 包銷商知悉於包銷協議日期或之後及於最後終止時間前發生之任何事件或產生之任何事宜，而倘該等事件或事宜於包銷協議日期前發生或產生，將令包銷協議所載之任何保證在任何重大方面失實或不真確。

包銷商須於最後終止時間前送達任何有關通知。

根據上文所述發出通知後，包銷協議將告終止，各訂約方之責任亦隨即終止及無效，而除有關終止前產生之任何權利或責任外，概無訂約方應對任何其他訂約方享有或承擔因包銷協議而產生或與包銷協議有關之任何權利或責任，惟本公司仍須向包銷商就公開發售支付包銷商之合理法律費用及其他合理實付開支(而並非包銷佣金)。

任何股東或其他人士如在公開發售成為無條件(預期為二零一四年八月六日(星期三)下午四時正)前買賣股份，須相應承擔公開發售可能不會成為無條件及可能不會進行之風險。任何有意於該段期間買賣股份之股東或其他人士，倘對其狀況有任何疑問，應諮詢其專業顧問。

支票及銀行本票

所有支票及銀行本票均將緊隨收訖後承兌，而該等款項所賺取之全部利息(如有)將撥歸本公司所有。填妥及遞交申請表格連同接納發售股份之付款支票或銀行本票，將構成申請人保證支票或銀行本票將可於首次承兌時兌現。凡隨附支票或銀行本票在首次承兌時未能兌現之有關申請均可遭拒絕受理；在此情況下，該保證配額及一切有關權利將視為已放棄論，並將被註銷。

發售股份之地位

發售股份於配發、繳足及發行後，將在各方面與於配發及發行發售股份當日之已發行股份享有同等地位。發售股份持有人將有權收取於有關發售股份配發及發行當日或之後就其宣派、作出或派付之一切未來股息及分派。

發售股份之股票

待公開發售成為無條件後，預期發售股份之股票將於二零一四年八月十一日(星期一)或之前或董事會可能釐定之較後日期以郵遞方式寄予有權收取股票之人士，郵誤風險概由彼等自行承擔。配發予一名申請人之所有發售股份將獲發一張股票。

一般資料

本申請表格於獲發申請表格之人士簽署後，一經交回，即為交回之人士有權處理本申請表格及收取發售股份之有關股票之確證。

本申請表格及據此申請認購發售股份均須受香港法例監管，並按其詮釋。