
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your shares in **EPS Creative Health Technology Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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EPS Creative Health Technology Group Limited

(Incorporated in the Cayman Islands with limited liabilities)

(HKEX Stock code: 3860)

(formerly known as *Speed Apparel Holding Limited* 尚捷集團控股有限公司)

PROPOSALS FOR

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

(2) AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

(3) RE-ELECTION OF DIRECTORS

(4) RE-APPOINTMENT OF AUDITORS

AND

(5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM (as defined herein) to be held at 9/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong at 10:00 a.m. on Thursday, 18 August 2022 is set out on pages 46 to 51 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend and vote at the AGM, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the office of Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the proxy form will be completed and returned before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the proxy form will be completed and returned on or after 15 August 2022) as soon as possible and in any event not less than 48 hours (i.e. 10:00 a.m. on Tuesday, 16 August 2022) before the time appointed for holding 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 instrument appointing the proxy shall be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE AGM

In light of the continuing risks posed by the COVID-19 pandemic, **the Company strongly encourages Shareholders NOT to attend the AGM in person, and advises Shareholders to appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM**, by completing and returning the duly signed form of proxy in accordance with the instructions printed thereon.

Shareholders and other persons attending the AGM should note that, the Company will implement precautionary measures at the AGM including, without limitation:

- (a) mandatory body temperature screening;
- (b) mandatory health declaration;
- (c) mandatory wearing of surgical face masks; and
- (d) NO refreshments, no food and beverage service, and no handing out of corporate gifts or gift coupons.

For the safety of the attendees at the AGM, the Company reserves the right to deny entry into or require any person to leave the AGM venue if such person:

- (i) refuses to comply with any of the above precautionary measures;
- (ii) is having a body temperature of over 37.4 degree Celsius;
- (iii) is subject to any Hong Kong Government prescribed quarantine or has close contact with any person under quarantine; or
- (iv) has any flu-like symptoms.

The Company seeks the understanding and cooperation of all Shareholders to minimise the risk of spreading COVID-19.

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DEFINITIONS

In this circular and the appendices to it, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at 9/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong at 10:00 a.m. on Thursday, 18 August 2022 (or any adjourned meeting thereof) for the purpose of considering, if thought fit, approving the resolutions proposed in the AGM Notice;
“AGM Notice”	the notice convening the AGM set out on pages 46 to 51 of this circular;
“Articles of Association”	the articles of association of the Company as amended are restated from time to time;
“Audit Committee”	the audit committee of the Company;
“Auditors”	the auditors of the Company from time to time;
“Board”	the board of Directors;
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules;
“Company”	EPS Creative Health Technology Group Limited, a company incorporated in the Cayman Islands with limited liability and its Shares are listed on the Main Board of the Stock Exchange;
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules;
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	a general and unconditional mandate to be granted to the Directors to issue, allot and deal with unissued Share of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 4 of the AGM Notice as set out on pages 46 to 51 of this circular;

DEFINITIONS

“Latest Practicable Date”	8 July 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company as amended and restated from time to time;
“Nomination Committee”	the nomination committee of the Company;
“Remuneration Committee”	the remuneration committee of the Company;
“PRC”	the People’s Republic of China, but for the purpose of this circular only and except where the context requires otherwise, references in this circular to “China” or “PRC” do not include Hong Kong, the Macau Special Administrative Region and Taiwan;
“Repurchase Mandate”	a general and conditional mandate to be granted to the Directors to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the AGM Notice as set out on pages 46 to 51 of this circular;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the issued share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules;
“Takeovers Code”	The Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong as amended from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



EPS Creative Health Technology Group Limited

(Incorporated in the Cayman Islands with limited liabilities)

(HKEX Stock code: 3860)

(formerly known as Speed Apparel Holding Limited 尚捷集團控股有限公司)

Executive Directors:

Mr. Okoso Satoshi (*Chairman and Chief Executive Officer*)

Mr. Miyano Tsumoru (*Managing Director and
Chief Operating Officer*)

Mr. Gao Feng (*Chief Strategy Officer*)

Mr. Haribayashi Keikyo

Registered office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Non-executive Director:

Mr. Xia Xiangming

*Head office and principal place of
business in Hong Kong:*

Flat A, 17/F., Gemstar Tower

23 Man Lok Street

Hung Hom, Kowloon Hong Kong

Independent non-executive Directors:

Mr. Taguchi Junichi

Mr. Choi Koon Ming

Mr. Chan Cheuk Ho

15 July 2022

To the Shareholders,

Dear Sir or Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF
ASSOCIATION AND ADOPTION OF AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
(3) RE-ELECTION OF DIRECTORS
AND
(4) RE-APPOINTMENT OF AUDITORS

1. INTRODUCTION

At the AGM to be held at 9/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong at 10:00 a.m. on Thursday, 18 August 2022, resolutions will be proposed, among other matters:

- (a) to grant the Issuance Mandate to the Directors;

LETTER FROM THE BOARD

- (b) to grant the Repurchase Mandate to the Directors;
- (c) to consider and approve the amendment to the Memorandum and Articles of Association and adoption of amended and restated memorandum and articles of association;
- (d) to re-elect the Directors; and
- (e) to re-appoint KPMG as the Auditors.

The purpose of this circular is to provide the Shareholders with (a) the AGM Notice and (b) information relating to the resolutions to be proposed at the AGM for (i) the Issuance Mandate (including the extension of the Issuance Mandate); (ii) the Repurchase Mandate; (iii) the amendment to the Memorandum and Articles of Association and adoption of the amended Memorandum and Articles of Association; (iv) the re-election of the Directors; and (v) the re-appointment of the Auditors.

2. ISSUANCE MANDATE

Ordinary resolutions will be proposed at the AGM in relation to the Issuance Mandate and authorisation of the extension of the Issuance Mandate to allot and issue the Shares repurchased by the Company under the Repurchase Mandate, details of which are set out in ordinary resolutions 4 and 6 of the AGM Notice. The Shares which may be allotted and issued pursuant to the Issuance Mandate are limited to a maximum of 20% of the aggregate number of Shares in issue at the date of passing the proposed resolution of the Issuance Mandate at the AGM. On the basis that 500,000,000 Shares were in issue as at the Latest Practicable Date and no further Shares are issued or repurchased prior to the AGM, exercise in full of the Issuance Mandate (without being extended by the number of Shares (if any) repurchased by the Company under the Repurchase Mandate) could result in up to 100,000,000 Shares being allotted and issued by the Company.

The Issuance Mandate will remain in effect until 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 the Articles of Association or any applicable law of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution by the Shareholders in general meeting of the Company revoking or varying the authority given to the Directors.

Subject to and conditional on the passing of the ordinary resolutions in relation to the Issuance Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issuance Mandate by adding to the Issuance Mandate those Shares repurchased by the Company under the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate number of Shares in issue on the date of passing of the resolution in relation to the Repurchase Mandate.

LETTER FROM THE BOARD

3. REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM in relation to the Repurchase Mandate, details of which are set out in ordinary resolution 5 of the AGM Notice. The Shares which may be repurchased pursuant to the Repurchase Mandate are limited to a maximum of 10% of the aggregate number of Shares in issue at the date of passing of the proposed resolution of the Repurchase Mandate at the AGM.

The Repurchase Mandate will remain in effect until 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 the Articles of Association or any applicable law of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution by the Shareholders in general meeting of the Company revoking or varying the authority given to the Directors.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

The Directors currently have no immediate plan to exercise the Issuance Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

4. RE-ELECTION OF DIRECTORS

As of the date of this circular, the Board comprises Mr. Okoso Satoshi, Mr. Miyano Tsumoru, Mr. Gao Feng and Mr. Haribayashi Keikyo as executive Directors; Mr. Xia Xiangming as non-executive Director; and Mr. Taguchi Junichi, Mr. Choi Koon Ming and Mr. Chan Cheuk Ho as independent non-executive Directors.

Pursuant to Article 83(3) of the Articles of Association, Mr. Miyano Tsumoru, who was appointed by the Board as Director as addition to the Board with effect from 12 July 2022, shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election. Mr. Xia Xiangming, who was appointed by the Board as Director to fill casual vacancy on the Board with effect from 12 July 2022, shall hold office until the first general meeting of the Company after his appointment and shall then be eligible for re-election. In accordance with Article 83(3), being eligible, each of Mr. Miyano Tsumoru and Mr. Xia Xiangming will offer himself for re-election as an executive Director or non-executive Director (as the case may be) at the AGM.

Pursuant to Article 84(1) of the Articles of Association, one-third of the Directors for the time being shall retire from office by rotation at every annual general meeting of the Company and every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. In accordance with Article 84(1), Mr. Gao Feng and Mr. Haribayashi Keikyo shall retire at the AGM and, being eligible, offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

In reviewing the structure of the Board, the Nomination Committee will consider the structure, size and diversity (including gender, age, cultural and educational background, length of service, skills, knowledge and experience etc.) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy. All appointments to the Board are based on meritocracy and the candidates will be assessed based on criteria such as education background and relevant skills and experience for consideration of the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition. When making recommendations regarding the appointment of any proposed candidate(s) for directorships to the Board or re-appointment of any existing member(s) of the Board, the Nomination Committee shall consider a variety of factors including but not limited to accomplishment, experience, reputation in the drugs and healthcare industry, apparel industry and other relevant sectors, time commitment in terms of interest and attention to the Group's business and potential contributions bring to the Board. As such, the Board considers that the re-election of each of Mr. Miyano Tsumoru, Mr. Gao Feng, Mr. Haribayashi Keikyo and Mr. Xia Xiangming as an executive Director or non-executive Director (as the case may be) is in the best interest of the Company and the Shareholders as a whole. Each of the Directors should abstain from voting on the respective propositions of their recommendations for re-election by the Shareholders.

Particulars relating to the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

5. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

On 1 January 2022, the Listing Rules were amended by, among others, adopting a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 to the Listing Rules. The Board proposes to make certain amendments to the Memorandum and Articles of Association to conform to the said core standards for shareholder protections and to incorporate certain housekeeping changes. The Board also proposes to adopt the new Memorandum and Articles of Association in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

Details of the amendments to the Memorandum and Articles of Association are set out in Appendix III to this circular. A special resolution will be proposed at the AGM to approve the proposed amendments to the Memorandum and Articles of Association.

The Company's legal advisers have confirmed that the proposed amendments conform with the requirements of the Listing Rules and the Cayman Islands laws. The Company also confirms that there is nothing unusual about the proposed amendments for a company listed in Hong Kong.

6. RE-APPOINTMENT OF AUDITORS

KPMG will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment as the auditor of the Company.

LETTER FROM THE BOARD

In accordance with Rule 13.88 of the Listing Rules, an ordinary resolution will be proposed at the AGM to re-appoint KPMG as the Auditors to hold office from the conclusion of the AGM until the next annual general meeting and to authorise the Board to fix their remuneration for the year ended 31 March 2023.

7. AGM AND PROXY ARRANGEMENT

The AGM Notice convening the AGM to be held at 10:00 a.m. on Thursday, 18 August 2022 at 9/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong is set out on pages 46 to 51 of this circular. At the AGM, resolutions will be proposed, inter alia, to approve (i) grant of the Issuance Mandate (including the extension of the Issuance Mandate) and the Repurchase Mandates; (ii) amendment to the Memorandum and Articles of Association and adoption of the amended Memorandum and Articles of Association; (iii) re-election of Directors; and (iv) re-appointment of the Auditors.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all resolutions as set out in the AGM Notice to be proposed at the AGM shall be voted by poll. The Company will announce the results of the vote by poll in the manner prescribed under Rule 13.39(5) of the Listing Rules following the conclusion of the AGM.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.epshk.hk). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the proxy form will be completed and returned before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the proxy form will be completed and returned on or after 15 August 2022) as soon as possible and in any event not less than 48 hours (i.e 10:00 a.m. on Tuesday, 16 August 2022) before the time scheduled for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the AGM or any adjournment thereof should he/she/it so wishes. In that event, the form of proxy shall be deemed to be revoked.

8. RECOMMENDATION

The Directors believe that the ordinary resolutions in relation to the Issuance Mandate (including the extension of the Issuance Mandate), the Repurchase Mandate, amendment to the Memorandum and Articles of Association and adoption of the amended Memorandum and Articles of Association, the re-election of the retiring Directors and the re-appointment of the Auditors are all in the interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM as set out in the AGM Notice on pages 46 to 51 of this circular.

LETTER FROM THE BOARD

9. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders' entitlements to attend and vote at the AGM, the transfer books and the register of members of the Company will be closed from Monday, 15 August 2022 to Thursday, 18 August 2022 (both days inclusive), during which period no transfer of shares will be effected. In order to establish the right to attend and vote at the AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Friday, 12 August 2022.

10. GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

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

Yours faithfully,
By order of the Board
EPS Creative Health Technology Group Limited
Gao Feng
Executive Director

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution concerning the Repurchase Mandate proposed to be granted to the Directors at the AGM.

1. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

The Listing Rules prohibit a company from knowingly repurchasing securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associate and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

No core connected person has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 500,000,000 Shares.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Directors would be authorised to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 50,000,000 Shares, representing 10% of the issued Shares as at the date of passing of the proposed resolution of the Repurchase Mandate at the AGM, and which will remain in effect until 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 the

Articles of Association, or any applicable law of the Cayman Islands to be held; or (iii) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company prior to its next annual general meeting.

4. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally under the applicable laws of the Cayman Islands, the Memorandum and Articles of Association, the Listing Rules for such purpose and/or any other applicable laws, as the case may be.

5. IMPACT OF REPURCHASES ON WORKING CAPITAL OR GEARING LEVEL

As compared with the financial position of the Company as at 31 March 2022 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there might be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company.

6. SHARES PRICES

The highest and lowest prices of the Shares recorded on the Stock Exchange in each of the last twelve months immediately preceding and including the Latest Practicable Date were as follows:

Month	Share Price (Per Share)	
	Highest HK\$	Lowest HK\$
July 2021	1.910	1.730
August 2021	1.800	1.410
September 2021	1.760	1.590
October 2021	1.880	1.540
November 2021	1.760	1.570
December 2021	1.670	1.350
January 2022	1.500	1.350
February 2022	1.570	1.370
March 2022	1.570	1.140
April 2022	1.430	1.200
May 2022	1.320	1.150
June 2022	1.490	1.150
July 2022 (up to the Latest Practicable Date)	1.370	1.140

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their respective close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the event that the Repurchase Mandate is approved by the Shareholders at the AGM. No connected person (as defined in the Listing Rules) of the Company has notified the Company that they have a present intention to sell Shares to the Company, or that they have undertaken not to sell any of the Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

8. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands, the Memorandum and Articles of Association.

9. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares under the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, the only controlling shareholder is EPS Holdings, Inc. ("**EPS Japan**", together with its subsidiaries, the "**EPS Japan Group**"), a company incorporated in Japan with limited liability, which owned 375,000,000 Shares (representing 75% of the issued share capital of the Company) as at the Latest Practicable Date. In the event that the Repurchase Mandate was exercised in full, the interest of EPS Holdings would be increased from 75% to approximately 83.3%. On the basis of the aforesaid increase of shareholding held by EPS Holdings, the Directors are not aware of any consequences of such repurchases of Shares that would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Directors had no intention to exercise the Repurchase Mandate to such extent as to result in the number of the issued Shares in the hands of public falling below the minimum prescribed percentage of 25% as required by the Listing Rules.

10. LISTING RULES RELATING TO REPURCHASE OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general repurchase mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

11. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company or any of its subsidiaries (whether on the Stock Exchange or otherwise) during the last six months immediately preceding the Latest Practicable Date.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BR RE-ELECTED

The biographical details of the Directors proposed to be retired at the conclusion of the AGM and be proposed to be re-elected at the AGM are set out as follows:

(1) Mr. Gao Feng (高峰)

Mr. Gao Feng (“**Mr. Gao**”), aged 55, holds a bachelor of science degree from Peking University. Mr. Gao has extensive experience in corporate planning and management of enterprises in the PRC and had held senior management positions in several multinational technology companies in the PRC. Mr. Gao has entered into a service agreement as an executive Director with the Company for a term of three years commencing from 1 June 2021 unless terminated by not less than 21 days’ notice in writing served by either party to the other. Pursuant to the service agreement, Mr. Gao is entitled to a monthly salary of HK\$120,000 on a 13-month basis, a one-off 1-month sign-on bonus and a year-end discretionary bonus, which are determined by the Board with reference to, amongst other things, his qualification, duties and responsibilities with the Company, the remuneration policy of the Company and the prevailing market conditions. Mr. Gao is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. As at the Latest Practicable Date, Mr. Gao is the director of two wholly-owned subsidiaries of the Company.

As at the Latest Practicable Date, save as disclosed above, Mr. Gao (i) does not hold any other position with the Company or any of its subsidiaries; (ii) has not held any other directorship in, or direct or indirect interest in 10% or more of the issued share capital of, any other public companies the securities of which are listed on any security market in Hong Kong or overseas in the last three years; (iii) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (iv) does not have any interest in the shares or underlying shares in the Company (within the meaning of Part XV of the SFO).

Save as disclosed above, there are no other matters relating to the re-election of Mr. Gao that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

(2) Mr. Haribayashi Keikyo (張林慶橋)

Mr. Haribayashi Keikyo (“**Mr. Hari**”), aged 54, is the manager of the budget management office of business exploration & business management centre of EPS Holdings, Inc. (“**EPS Japan**”). Mr. Hari holds a bachelor’s degree in accountancy from Fuzhou University in the PRC and a master degree in business administration from Yokohama National University in Japan. Prior to joining EPS Holdings, Mr. Hari has over 20 years’ extensive experience by working in an international audit firm and other Japanese companies. Mr. Hari has entered into a service agreement as an executive Director with the Company with the Company for a term of three years commencing from 1 June 2021 unless terminated by not less than 21 days’ notice in writing served by either party to the other. Pursuant to the service agreement, Mr. Hari is entitled to a monthly salary of HK\$45,000 on a 13-month basis and a year-end discretionary bonus, which are determined by the Board with reference to, amongst other things, his qualification, duties and responsibilities with the Company, the remuneration policy of the Company and the prevailing market conditions. Mr. Hari is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BR RE-ELECTED

As at the Latest Practicable Date, save as disclosed above, Mr. Hari (i) does not hold any other position with the Company or any of its subsidiaries; (ii) has not held any other directorship in, or direct or indirect interest in 10% or more of the issued share capital of, any other public companies the securities of which are listed on any security market in Hong Kong or overseas in the last three years; (iii) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (iv) does not have any interest in the shares or underlying shares in the Company (within the meaning of Part XV of the SFO).

Save as disclosed above, there are no other matters relating to the re-election of Mr. Hari that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

(3) Mr. Miyano Tsumoru (宮野積)

Mr. Miyano Tsumoru (“**Miyano**”), aged 56, is an executive officer of EPS Japan. Mr. Miyano joined the EPS Japan Group in January 2002 and has over 31 years of experience in the domestic pharmaceutical industry in Japan and has extensive experience in business development and marketing. From 2005 up to 2016, Mr. Miyano had been the executive director of Simian Conservation Breeding & Research, Inc.

Mr. Miyano graduated from the Faculty of Agriculture of the Tokyo University of Agriculture and Technology in March 1991.

Pursuant to the letter of appointment entered into between the Company and Mr. Miyano, he has been appointed for a term of two years commencing from 12 July 2022 and is subject to the provision of retirement and rotation of Directors at the annual general meeting of the Company at least once every three years in accordance with the Articles of Association. According to the terms of the letter of appointment, Mr. Miyano is entitled to a monthly salary of HK\$50,000 on a 13-month basis and a year-end discretionary bonus, which has been recommended by the remuneration committee of the Company (the “**Remuneration Committee**”) and approved by the Board with reference to his qualifications, experience and responsibilities with the Company.

As at the Latest Practicable Date, save as disclosed above, Mr. Miyano (i) does not hold any other position with the Company or any of its subsidiaries; (ii) has not held any other directorship in, or direct or indirect interest in 10% or more of the issued share capital of, any other public companies the securities of which are listed on any security market in Hong Kong or overseas in the last three years; (iii) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (iv) does not have any interest in the shares or underlying shares in the Company (within the meaning of Part XV of the SFO).

Save as disclosed above, there are no other matters relating to the re-election of Mr. Miyano that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BR RE-ELECTED

(4) Mr. Xia Xiangming (夏向明)

Mr. Xia, aged 60, has been an executive officer of EPS Japan since October 2018. Prior to that, Mr. Xia had been the general manager and deputy chairman of EPS CHINA CO., LTD from December 2008 to October 2018, the chief representative of 日本Conress 株式會社北京事務所* (the Beijing office of Japan Conress Kabushiki Kaisha) from December 2002 to October 2018 and the head of division, deputy chief and general representative in Japan of the China Council for the Promotion of International Trade from July 1987 to December 2002.

Mr. Xia obtained a bachelor's degree from Okayama University of Science in March 1985 and a master's degree in Science from the Graduate School of Science of Okayama University in March 1987.

Pursuant to the letter of appointment entered into between the Company and Mr. Xia, he has been appointed for a term of two years commencing from 12 July 2022 and is subject to the provision of retirement by rotation and re-election at the general meetings of the Company in accordance with the requirements of the Articles of Association. According to the terms of the letter of appointment, Mr. Xia is entitled to a director's fee of HK\$10,000 per month, which has been recommended by the Remuneration Committee and approved by the Board with reference to his qualifications, experience and responsibilities with the Company.

As at the Latest Practicable Date, save as disclosed above, Mr. Xia (i) does not hold any other position with the Company or any of its subsidiaries; (ii) has not held any other directorship in, or direct or indirect interest in 10% or more of the issued share capital of, any other public companies the securities of which are listed on any security market in Hong Kong or overseas in the last three years; (iii) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (iv) does not have any interest in the shares or underlying shares in the Company (within the meaning of Part XV of the SFO).

Save as disclosed above, there are no other matters relating to the re-election of Mr. Xia that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION**

Details of proposed amendment to the Memorandum and Articles of Association are set out as follows:

General amendments

In order to bring in line with the applicable laws of the Cayman Islands, all references to “Companies Law” or “Law” will be replaced with “Companies Act” or “Act” in all relevant memorandum and articles.

Specific amendments

Clause No.	Proposed amendments (showing changes to the existing Memorandum of Association)
Cover Page	<p>THE COMPANIES LAW <u>COMPANIES ACT</u> (REVISED)</p> <p>EXEMPTED COMPANY LIMITED BY SHARES</p> <p>AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION</p> <p>OF</p> <p><u>EPS Creative Health Technology Group Limited</u> Speed Apparel Holding Limited</p> <p><u>EPS創健科技集團有限公司</u> 尚捷集團控股有限公司</p> <p>(formerly known as <u>SPEED APPAREL HOLDING LIMITED</u> <u>尚捷集團控股有限公司</u>)</p> <p>(As adopted by a special resolution passed on 18 August 2022 Adopted by way of a written resolution of the sole shareholder of the Company passed on 23 January, 2017))</p>
1.	<p>The name of the Company is <u>EPS Creative Health Technology Group Limited</u> Speed Apparel Holding Limited and its dual foreign name is <u>EPS創健科技集團有限公司</u> 尚捷集團控股有限公司.</p>

Article No.	Proposed amendments (showing changes to the existing Articles of association)
Cover Page	<p style="text-align: center;">The Companies Law <u>Companies Act</u> (Revised) Company Limited by Shares</p> <p style="text-align: center;">AMENDED AND RESTATED ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">OF</p> <p style="text-align: center;"><u>EPS Creative Health Technology Group Limited</u> <u>EPS創健科技集團有限公司</u> Speed Apparel Holding Limited尚捷集團控股有限公司 (formerly known as <u>SPEED APPAREL HOLDING LIMITED</u> <u>尚捷集團控股有限公司</u>)</p> <p style="text-align: center;">(As adopted by a special resolution passed on 18 August 2022 Conditionally adopted pursuant to written resolutions passed on 8 May, 2017 which shall become effective upon commencement of trading of shares of the Company on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited on 31 May, 2017))</p>
Index Page	<p>Financial Year [...]</p> <p style="text-align: center;">THE COMPANIES LAW <u>COMPANIES ACT</u> (REVISED) COMPANY LIMITED BY SHARES</p> <p style="text-align: center;">AMENDED AND RESTATED ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">OF</p> <p style="text-align: center;"><u>EPS Creative Health Technology Group Limited</u> <u>EPS創健科技集團有限公司</u> Speed Apparel Holding Limited尚捷集團控股有限公司 (formerly known as <u>SPEED APPAREL HOLDING LIMITED</u> <u>尚捷集團控股有限公司</u>)</p> <p style="text-align: center;">(As adopted by a special resolution passed on 18 August 2022 Conditionally adopted pursuant to written resolutions passed on 8 May, 2017 which shall become effective upon commencement of trading of shares of the Company on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited on 31 May, 2017))</p>
1.	The regulations in Table A in the Schedule to the Companies Law <u>Companies Act</u> (Revised) do not apply to the Company.

Article No.	Proposed amendments (showing changes to the existing Articles of association)	
2. (1)	“Act”	<u>the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands.</u>
	“announcement”	<u>an official publication of a Notice or document of the Company, including a publication, subject to and to such extent permitted by the Listing Rules, by electronic communication or by advertisement published in the newspapers or in such manner or means ascribed and permitted by the Listing Rules and applicable laws.</u>
	“close associate”	<u>in relation to any Director, shall have the same meaning as defined in the rules of the Designated Stock Exchange (“Listing Rules”) as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.</u>
	“Companies Ordinance”	<u>the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).</u>
	“Company”	<u>EPS Creative Health Technology Group Limited EPS創健科技集團有限公司 Speed Apparel Holding Limited 尚捷集團控股有限公司.</u>
	“dollars” and “\$”	<u>dollars, the legal currency of Hong Kong.</u>
	“electronic communication”	<u>a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other electron magnetic means in any form through any medium.</u>
	“electronic means”	<u>include sending or otherwise making available to the intended recipients of the communication an electronic communication.</u>
	“electronic meeting”	<u>a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members and/or proxies by means of electronic facilities.</u>
	“hybrid meeting”	<u>a general meeting convened for the (i) physical attendance by Members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by Members and/or proxies by means of electronic facilities.</u>
	“Law”	<u>The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.</u>
“Listing Rules”	<u>rules of the Designated Stock Exchange.</u>	

Article No.	Proposed amendments (showing changes to the existing Articles of association)	
	“ <u>Meeting Location</u> ”	has the meaning given to it in Article 64A.
	“ <u>Member(s)</u> ”	a duly registered holder(s) from time to time of the shares in the capital of the Company.
	“ <u>physical meeting</u> ”	a general meeting held and conducted by physical attendance and participation by Members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations.
	“ <u>Principal Meeting Place</u> ”	shall have the meaning given to it in Article 59(2).
	“ <u>Statutes</u> ”	the Law Act and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles.
	“ <u>substantial shareholder</u> ”	a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the rules of the Designated Stock Exchange Listing Rules from time to time) of the voting power at any general meeting of the Company.
2.	<p>(2)</p> <p>(e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice Notice and the Member’s election comply with all applicable Statutes, rules and regulations;</p> <p>(h) references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a notice Notice or document include a notice Notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;</p> <p>(i) Section 8 of the Electronic Transactions Law Act (2003 Revised) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles-;</p>	

Article No.	Proposed amendments (showing changes to the existing Articles of association)
	<p>(i) <u>a reference to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Articles and any Member, proxies and/or Directors (including, without limitation, the chairman of such meeting) attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and other applicable laws, rules and regulations and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;</u></p> <p>(k) <u>references to a person’s participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes and other applicable laws, rules and regulations or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;</u></p> <p>(l) <u>references to electronic facilities include, without limitation, online platforms(s), website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise);</u></p> <p>(m) <u>where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member; and</u></p> <p>(n) <u>nothing in these Articles precludes the holding and conducting of a general meeting in such a way that persons who are not present together at the same place or places may by electronic means attend and participate in it.</u></p>

Article No.	Proposed amendments (showing changes to the existing Articles of association)
3.	<p>(1) The share capital of the Company at the date on which these Articles come into effect shall be divided into shares of a par value of HK\$ <u>Hong Kong dollars</u> 0.01 each.</p> <p>(2) Subject to the Law Act, the Company's Memorandum and Articles of Association and, where applicable, the <u>Listing Rules</u> and/or the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Law Act. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law Act.</p> <p>(3) Subject to compliance with the <u>Listing Rules</u> and rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.</p>
8.	<p>(2) Subject to the provisions of the Law Act, the <u>Listing Rules</u> rules of any Designated Stock Exchange and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.</p>
9.	<p>Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.</p> <p>[Intentionally deleted]</p>

Article No.	Proposed amendments (showing changes to the existing Articles of association)
10.	<p>Subject to the Law Act and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than <u>at least</u> three-fourths of the voting rights in nominal value of the issued shares of that class or with the sanction <u>approval</u> of a special resolution passed by <u>at least three-fourths of the votes cast by the holders of the shares of that class present and voting in person or by proxy at a separate general meeting of the such holders of the shares of that class.</u> To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:</p> <p>(a) the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than <u>at least</u> one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum; and</p>
12.	<p>(1) Subject to the Law Act, these Articles, any direction that may be given by the Company in general meeting and, where applicable, the Listing Rules <u>rules of any Designated Stock Exchange</u> and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members <u>Members</u> for any purpose whatsoever.</p>

Article No.	Proposed amendments (showing changes to the existing Articles of association)
16.	Every share certificate shall be issued under the Seal or a facsimile thereof or with the Seal printed thereon and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. The seal of the Company may only be affixed <u>or imprinted</u> to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors. No certificate shall be issued representing shares of more than one class. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon.
17.	(2) Where a share stands in the names of two or more persons, the person first named in the Register shall as regards service of notices <u>Notices</u> and, subject to the provisions of these Articles, all or any other matters connected with the Company, except the transfer of the shares, be deemed the sole holder thereof.
22.	The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The Company shall also have a first and paramount lien on every share (not being a fully paid share) registered in the name of a Member (whether or not jointly with other Members) for all amounts of money presently payable by such Member or his estate to the Company whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such member <u>Member</u> , and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such Member or his estate and any other person, whether a Member or not. The Company's lien on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The Board may at any time, generally or in any particular case, waive any lien that has arisen or declare any share exempt in whole or in part, from the provisions of this Article.
23.	Subject to these Articles, the Company may sell in such manner as the Board determines any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged nor until the expiration of fourteen (14) clear days after a notice <u>Notice</u> in writing, stating and demanding payment of the sum presently payable, or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving notice <u>Notice</u> of the intention to sell in default, has been served, <u>in the manner in which Notices may be sent to the Members as provided in these Articles</u> , on the registered holder for the time being of the share or the person entitled thereto by reason of <u>such holder's</u> his death, or bankruptcy <u>or winding-up</u> .

Article No.	Proposed amendments (showing changes to the existing Articles of association)
25.	Subject to these Articles and to the terms of allotment, the Board may from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium), and each Member shall (subject to being given at least fourteen (14) clear days' Notice specifying the time and place of payment) pay to the Company as required by such notice <u>Notice</u> the amount called on his shares. A call may be extended, postponed or revoked in whole or in part as the Board determines but no Member shall be entitled to any such extension, postponement or revocation except as a matter of grace and favour.
35.	When any share has been forfeited, notice <u>Notice</u> of the forfeiture shall be served upon the person who was before forfeiture the holder of the share. No forfeiture shall be invalidated by any omission or neglect to give such Notice.
44.	The Register and branch register of Members <u>in Hong Kong</u> , as the case may be, shall be open to <u>for</u> inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of \$ <u>Hong Kong dollars</u> 2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law Act or, if appropriate, upon a maximum payment of \$ <u>Hong Kong dollars</u> 1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange <u>the Listing Rules</u> or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed <u>in accordance with the terms equivalent to section 632 of the Companies Ordinance and</u> at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine <u>in accordance with the Companies Ordinance</u> and either generally or in respect of any class of shares.
45.	Subject to the <u>Listing Rules</u> rules of any Designated Stock Exchange , notwithstanding any other provision of these Articles the Company or the Directors may fix any date as the record date for: (b) determining the Members entitled to receive notice <u>Notice</u> of and to vote at any general meeting of the Company.
51.	The registration of transfers of shares or of any class of shares may, after notice has been given <u>by announcement or by electronic communication or by</u> advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. <u>The period of thirty (30) days may be extended in respect of any year if approved by the Members by ordinary resolution.</u>

Article No.	Proposed amendments (showing changes to the existing Articles of association)
55.	<p>(2)</p> <p>(c) the Company, if so required by the rules governing the listing of shares on the Designated Stock Exchange, has given notice <u>of its intention to sell such shares to,</u> and caused advertisement <u>both in daily newspapers and in a newspaper circulating in the area of the last known address of such Member or any person entitled to the share under Article 54 and where applicable, in each case in accordance with the requirements of,</u> the Designated Stock Exchange to be made of its intention to sell such shares in the manner required by the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.</p>
56.	<p>An annual general meeting of the Company shall be held in each <u>financial year</u> other than the year of the Company's adoption of these Articles, and shall specify the meeting as such in the <u>notice calling it, and such annual general meeting must be held within six (6) months after the end of the Company's financial year</u> (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of these Articles, unless a longer period would not infringe the <u>Listing Rules</u> rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board.</p>
57.	<p>Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. <u>All general</u> General meetings <u>(including an annual general meeting, any adjourned meeting or postponed meeting)</u> may be held <u>as a physical meeting</u> in any part of the world <u>and at one or more locations as provided in Article 64A, as a hybrid meeting or as an electronic meeting,</u> as may be determined by the Board <u>in its absolute discretion.</u></p>
58.	<p>The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Member(s) <u>(including a recognized clearing house (or its nominees)) holding as at the date of deposit of the requisition not less than one-tenth of the voting rights paid-up capital at general meetings, on a one vote per share basis, in the share capital of the Company</u> carrying the right of voting at general meetings of the Company shall at all times have the right <u>to make a requisition to convene an extraordinary general meeting and/or add resolutions to the agenda of a meeting, and such requisition should be made in writing, by written requisition</u> to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may <u>convene a physical meeting at only one location which will be the Principal Meeting Place</u> do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>

Article No.	Proposed amendments (showing changes to the existing Articles of association)
59.	<p>(1) An annual general meeting must be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days, and not less than ten (10) clear business days but if <u>If</u> permitted by the rules <u>Listing Rules of the Designated Stock Exchange</u>, a general meeting may be called by shorter notice, subject to the Law <u>Act</u>, if it is so agreed:</p> <p>(2) The notice <u>Notice</u> shall specify (a) the time and place <u>date</u> of the meeting, (b) save for an electronic meeting, the place of the meeting and if there is more than one Meeting Location as determined by the Board pursuant to Article 64A, the principal place of the meeting (the "Principal Meeting Place") and the other place(s) of the meeting, (c) <u>if the general meeting is to be a hybrid meeting or an electronic meeting, the Notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting (which electronic facilities or electronic platform may vary from time to time and from meeting to meeting as the Board, in its sole discretion, any see fit) or where such details will be made available by the Company prior to the meeting, and</u> (d) and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The notice <u>Notice</u> convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices <u>Notices</u> from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.</p> <p>(3) The Board shall have the power to provide in every Notice calling a general meeting the <u>circumstances in which a postponement or change of the relevant general meeting may occur automatically without further notice including, without limitation, where a tropical cyclone warning signal no. 8 or above, black rainstorm warning or other similar event is in force at any time prior to or at the time of the general meeting on the day of the general meeting.</u></p>
61.	<p>(2) No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present <u>(including attendance by electronic means)</u> in person or by proxy or, <u>for quorum purposes only, two persons appointed by the clearing house</u> (in the case of a Member being a corporation) by its duly authorised representative <u>or proxy</u> shall form a quorum for all purposes.</p>

Article No.	Proposed amendments (showing changes to the existing Articles of association)
62.	<p>If within thirty (30) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and <u>(where applicable) same place(s) or to such time and (where applicable) such place(s) and in such form and manner referred to in Article 57 as the chairman of the meeting (or in default, or to such time and place as the Board) may absolutely determine.</u> If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.</p>
64.	<p><u>Subject to Article 64C, the</u> The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time <u>(or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting)</u> as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice <u>Notice</u> of the adjourned meeting shall be given specifying <u>details set out in Article 59(2) the time and place of the adjourned meeting</u> but it shall not be necessary to specify in such notice <u>Notice</u> the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice <u>Notice</u> of an adjournment.</p>

Article No.	Proposed amendments (showing changes to the existing Articles of association)
64A.	<p data-bbox="544 336 1390 591"><u>(1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“Meeting Location(s)”) determined by the Board at its absolute discretion. Any Member or any proxy attending and participating in such way or any Member or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</u></p> <p data-bbox="544 640 1390 740"><u>(2) All general meetings are subject to the following and, where appropriate, all references to a “Member” or “Members” in this sub-paragraph (2) shall include a duly authorised representative or duly authorised representatives or a proxy or proxies respectively:</u></p> <p data-bbox="544 789 1390 889"><u>(a) where a Member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;</u></p> <p data-bbox="544 938 1390 1300"><u>(b) Members present in person or by proxy or (in the case of a Member being a corporation) by its duly authorised representative at a Meeting Location and/or Members attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members at all Meeting Locations and Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;</u></p> <p data-bbox="544 1349 1390 1789"><u>(c) where Members attend a meeting by being present at one of the Meeting Locations and/or where Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and</u></p>

Article No.	Proposed amendments (showing changes to the existing Articles of association)
	<p>(d) <u>if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of Notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.</u></p>
64B.	<p><u>The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.</u></p>

Article No.	Proposed amendments (showing changes to the existing Articles of association)
64C.	<p><u>If it appears to the chairman of the general meeting that:</u></p> <ul style="list-style-type: none"><li data-bbox="544 412 1390 591">(a) <u>the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 64A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or</u><li data-bbox="544 640 1390 704">(b) <u>in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or</u><li data-bbox="544 753 1390 817">(c) <u>it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or</u><li data-bbox="544 866 1390 972">(d) <u>there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;</u> <p><u>then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.</u></p>
64D.	<p><u>The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.</u></p>

Article No.	Proposed amendments (showing changes to the existing Articles of association)
64E.	<p data-bbox="544 336 1390 853"><u>If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the Notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:</u></p> <p data-bbox="544 900 1390 1038">(a) <u>when a meeting is so postponed, the Company shall endeavour to post a Notice of such postponement on the Company’s website as soon as practicable (provided that failure to post such a Notice shall not affect the automatic postponement of a meeting);</u></p> <p data-bbox="544 1085 1390 1187">(b) <u>when only the form of the meeting or electronic facilities specified in the Notice are changed, the Board shall notify the Members of details of such change in such manner as the Board may determine;</u></p> <p data-bbox="544 1234 1390 1527">(c) <u>when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 64, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed meeting; and</u></p> <p data-bbox="544 1574 1390 1751">(d) <u>Notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the Members.</u></p>

Article No.	Proposed amendments (showing changes to the existing Articles of association)
64F.	<u>All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 64C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.</u>
64G.	<u>Without prejudice to other provisions in Articles 64A to 64F, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</u>
64H.	<u>Without prejudice to Articles 64A to 64G, and subject to the Statutes and the Listing Rules and any other applicable laws, the Board may resolve to enable persons entitled to attend an electronic meeting to do so by simultaneous attendance by means of electronic facilities with no Member necessarily in physical attendance and without any particular Meeting Location being designated. Each Member or (in the case of a Member being a corporation) its duly authorised representative or its proxy shall be counted in the quorum for, and entitled to vote at, the electronic meeting in question, and that general meeting shall be duly constituted and its proceedings valid if the Chairman of the electronic meeting is satisfied that adequate facilities are available throughout the electronic meeting to ensure that Members attending the electronic meeting who are not present together at the same place may, by means of electronic facilities, attend and speak or communicate and vote at it.</u>
66.	(1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that <u>in the case of a physical meeting</u> , the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.

Article No.	Proposed amendments (showing changes to the existing Articles of association)
66. (2)	<u>In the case of a physical meeting where</u> Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
67.	Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange Listing Rules.
68.	<u>Votes (whether on a show of hands or by way of a poll) may be cast by such means, electronic or otherwise, as the Board of the chairman of the meeting may in its/his sole discretion determine.</u> On a poll votes may be given either personally or by proxy.
69.	<u>On a poll votes may be given either personally or by proxy.</u> A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.
72.	<p>(1) A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting, <u>or postponed meeting</u>, as the case may be.</p> <p>(2) Any person entitled under Article 53 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight (48) hours at least before the time of the holding of the meeting or adjourned meeting <u>or postponed meeting</u>, as the case may be, at which he proposes to vote, he shall satisfy the Board of his entitlement to such shares, or the Board shall have previously admitted his right to vote at such meeting in respect thereof.</p>

Article No.	Proposed amendments (showing changes to the existing Articles of association)
73.	<p><u>(2) All Members (including a Member which is a clearing house (or its nominee(s))) shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u></p> <p>(23) Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange Listing Rules, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.</p>
74.	<p>the objection or error shall not vitiate the decision of the meeting or adjourned meeting <u>or postponed meeting</u> on any resolution unless the same is raised or pointed out at the meeting or, as the case may be, the adjourned meeting <u>or postponed meeting</u> at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman decides that the same may have affected the decision of the meeting. The decision of the chairman on such matters shall be final and conclusive.</p>
75.	<p>Any Member <u>(including a Member which is a clearing house (or its nominee(s)))</u> entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person <u>(being a natural person)</u> as his proxy to attend and vote instead of him <u>such Member</u>. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise <u>as if it were an individual shareholder present in person at any general meeting.</u></p>
76.	<p>The instrument appointing a proxy shall be in writing <u>and if the Board in its absolute discretion determines, may be contained in an electronic communication, and: (i) if in writing but not contained in an electronic communication,</u> under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts; <u>or (ii) in the case of an appointment contained in an electronic communication, submitted by or on behalf of the appointer, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine.</u></p>

Article No.	Proposed amendments (showing changes to the existing Articles of association)
77.	<p><u>(1) The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.</u></p> <p><u>(2) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice Notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate), or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or postponed meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.</u></p>

Article No.	Proposed amendments (showing changes to the existing Articles of association)
78.	<p>Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the notice <u>Notice</u> of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment <u>or postponement</u> of the meeting as for the meeting to which it relates. <u>The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these Articles has not been received in accordance with the requirements of these Articles. Subject to the aforesaid, if the proxy appointment and any of the information required under these Articles is not received in the manner set out in these Articles, the appointee shall not be entitled to vote in respect of the shares in question.</u></p>
79.	<p>A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the notice <u>Notice</u> convening the meeting or other document sent therewith) two (2) hours at least before the commencement of the meeting or adjourned meeting <u>or postponed meeting</u>, at which the instrument of proxy is used.</p>
81.	<p>(1) Any corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative <u>to attend and vote</u> at any meeting of the Company or at any meeting of any class of Members. <u>A Member which is a corporation may execute a form of proxy under the hand of a duly authorized officer.</u> The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise as if it were an individual Member and such corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.</p> <p>(2) If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its <u>corporate</u> representatives, <u>who enjoy rights equivalent to the rights of other Members</u>, at any meeting of the Company <u>(including but not limited to general meetings and creditors meetings)</u> or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, where a show of hands is allowed, the right to <u>speak and</u> vote individually on a show of hands <u>or on a poll</u>.</p>

Article No.	Proposed amendments (showing changes to the existing Articles of association)
83.	<p>(3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director <u>so</u> appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following <u>the first</u> annual general meeting of the Company after his appointment and shall then be eligible for re-election.</p> <p>(4) Neither a Director nor an alternate Director shall be required to hold any shares of the Company by way of qualification and a Director or alternate Director (as the case may be) who is not a Member shall be entitled to receive notice <u>Notice</u> of and to attend and speak at any general meeting of the Company and of all classes of shares of the Company.</p> <p>(5) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove <u>any</u> Director (<u>including a managing or other executive Director</u>) at any time before the expiration of his period <u>term</u> of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).</p> <p>(6) A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (5) above may be filled by the election or appointment by ordinary resolution <u>of</u> the Members at the meeting at which such Director is removed.</p>
85.	<p>No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) <u>ten (10) business</u> days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) <u>ten (10) business</u> days prior to the date of such general meeting.</p>

Article No.	Proposed amendments (showing changes to the existing Articles of association)
100.	<p>(1)</p> <p>(i) <u>the giving of any security or indemnity either:-</u></p> <p>(a) <u>to the Director or his close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or</u></p> <p>(b) <u>to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/ themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;</u></p> <p>(ii) <u>any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</u></p> <p>(iii) <u>any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:</u></p> <p>(a) <u>the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or</u></p> <p>(b) <u>the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Director, his close associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and</u></p> <p>(iv) <u>any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.</u></p> <p>(†) <u>any contract or arrangement for the giving to such Director or his close associate(s) any security or indemnity in respect of money lent by him or any of his close associate(s) or obligations incurred or undertaken by him or any of his close associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;</u></p>

Article No.	Proposed amendments (showing changes to the existing Articles of association)
	<p>(ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;</p> <p>(iii) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</p> <p>(iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or</p> <p>(v) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors or his close associate(s) and to employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.</p>
101.	(4) The Company shall not make any loan, directly or indirectly, to a Director or his close associate(s) if and to the extent it would be prohibited by the Companies Ordinance (Chapter 622 of the laws of Hong Kong) as if the Company were a company incorporated in Hong Kong.
111.	The Board may meet for the despatch of business, adjourn <u>or postpone</u> and otherwise regulate its meetings as it considers appropriate. Questions arising at any meeting shall be determined by a majority of votes. In the case of any equality of votes the chairman of the meeting shall have an additional or casting vote.
112.	A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or via <u>by electronic means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website</u> mail or by telephone or in such other manner as the Board may from time to time determine whenever he shall be required so to do by any Director.

Article No.	Proposed amendments (showing changes to the existing Articles of association)
113.	(2) Directors may participate in any meeting of the Board by means of a conference telephone, <u>electronic facilities</u> or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.
119.	A resolution in writing signed by all the Directors except such as are temporarily unable to act through ill-health or disability, and all the alternate Directors, if appropriate, whose appointors are temporarily unable to act as aforesaid shall (provided that such number is sufficient to constitute a quorum and further provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Articles) be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held. <u>A notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for the purpose of this Article; and a certificate in writing signed by a Director or the Secretary on such notification of consent shall be conclusive evidence thereof.</u> Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid. Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.
150.	Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange <u>Listing Rules</u> , and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 149 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company's annual financial statement and the directors' report thereon.

Article No.	Proposed amendments (showing changes to the existing Articles of association)
151.	<p>The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company's computer network website or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.</p>
152.	<p>(1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall <u>by ordinary resolution</u> appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.</p> <p>(2) The Members may, at any general meeting convened and held in accordance with these Articles, by special <u>ordinary</u> resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.</p>
154.	<p>The remuneration of the Auditor shall be fixed by the Company <u>Members</u> in general meeting or in such manner as the Members may determine, <u>by other body that is independent of the Board.</u></p>
155.	<p><u>The Directors may fill any casual vacancy in the office of Auditor subject to the Listing Rules and the approval by ordinary resolution of the Members at general meeting. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members under Article 154.</u> If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.</p>

Article No.	Proposed amendments (showing changes to the existing Articles of association)
158.	<p>(1) Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange Listing Rules), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of <u>electronic transmission or electronic communication</u> and any such Notice and document may be served <u>given or delivered</u> issued by the <u>following means</u>:</p> <p>(a) <u>by serving it Company on or to any Member either</u> personally <u>on the relevant person</u>;</p> <p>(b) or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;</p> <p>(c) <u>by delivery or leaving it at such address as aforesaid; or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website</u></p> <p>(d) <u>by placing an</u> supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;</p> <p>(e) <u>by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(5), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;</u></p> <p>(f) <u>by publishing it on the Company’s website to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company’s website (a “notice of availability”); or</u></p>

Article No.	Proposed amendments (showing changes to the existing Articles of association)
	<p>(g) <u>by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</u></p> <p>(2) or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</p> <p><u>(3) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</u></p> <p><u>(4) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.</u></p> <p><u>(5) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which notices can be served upon him.</u></p> <p><u>(6) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles, 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language.</u></p>

Article No.	Proposed amendments (showing changes to the existing Articles of association)
159.	<p>(b) if sent by electronic communication <u>(other than by making it available on the Company's website)</u>, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. <u>And in proving such transmission or sending of Notice or document thereof, a certificate in writing signed by the Secretary or other person appointed by the Board as to the act and time of such transmission or sending of Notice or document thereof, shall be conclusive evidence thereof</u> A Notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;</p> <p>(c) <u>if published on the Company's website or the website of the Designated Stock Exchange, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company's website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;</u></p> <p>(d) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and</p> <p>(e) <u>if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears</u> may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.</p>
162.	<p>(1) <u>Subject to Article 162(2), the</u> The Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.</p> <p>(2) A resolution that the Company be wound up by the court or be wound up voluntarily shall be <u>passed by</u> a special resolution.</p>

Article No.	Proposed amendments (showing changes to the existing Articles of association)
163.	(1) Subject to any special rights, privileges or restrictions as to the distribution of available surplus assets on liquidation for the time being attached to any class or classes of shares (i) (if the Company shall be wound up and the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed pari passu amongst such members <u>Members</u> in proportion to the amount paid up on the shares held by them respectively and (ii) if the Company shall be wound up and the assets available for distribution amongst the Members as such shall be insufficient to repay the whole of the paid-up capital such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively.
<u>165.</u>	<u>FINANCIAL YEAR</u> <u>Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 of March in each year.</u>
165. <u>166.</u>	No Article shall be rescinded, altered or amended and no new Article shall be made until the same has been approved by a special resolution of the Members. A special resolution shall be required to alter the provisions of the memorandum of association or to change the name of the Company.
166. <u>167.</u>	No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the members of the Company <u>Members</u> to communicate to the public.

NOTICE OF ANNUAL GENERAL MEETING



EPS Creative Health Technology Group Limited

(Incorporated in the Cayman Islands with limited liabilities)

(HKEX Stock code: 3860)

(formerly known as Speed Apparel Holding Limited 尚捷集團控股有限公司)

PRECAUTIONARY MEASURES FOR THE AGM

In light of the continuing risks posed by the COVID-19 pandemic, **the Company strongly encourages Shareholders NOT to attend the AGM in person, and advises Shareholders to appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM**, by completing and returning the duly signed form of proxy in accordance with the instructions printed thereon.

Shareholders and other persons attending the AGM should note that the Company will implement precautionary measures at the AGM including, without limitation:

- (a) mandatory body temperature screening;
- (b) mandatory health declaration;
- (c) mandatory wearing of surgical face masks; and
- (d) NO refreshments, no food and beverage service, and no handing out of corporate gifts or gift coupons.

For the safety of the attendees at the AGM, the Company reserves the right to deny entry into or require any person to leave the AGM venue if such person:

- (i) refuses to comply with any of the above precautionary measures;
- (ii) is having a body temperature of over 37.4 degree Celsius;
- (iii) is subject to any Hong Kong Government prescribed quarantine or has close contact with any person under quarantine; or
- (iv) has any flu-like symptoms.

The Company seeks the understanding and cooperation of all Shareholders to minimize the risk of spreading COVID-19.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**” and the “**Meeting**”) of the shareholders (the “**Shareholders**”) of EPS Creative Health Technology Group Limited (the “**Company**”) will be held at 10:00 a.m. on Thursday, 18 August 2022 at 9/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong for the purpose of considering the following ordinary business:

ORDINARY RESOLUTIONS

1. To consider and adopt the audited consolidated financial statements of the Company and the respective reports of the directors (the “**Directors**”) of the Company and independent auditor of the Company for the year ended 31 March 2022.
2. To re-appoint KPMG as the independent auditor of the Company and to authorise the board (the “**Board**”) of Directors of the Company to fix its remuneration.
3.
 - (a) To re-elect Mr. Gao Feng as an executive Director.
 - (b) To re-elect Mr. Haribayashi Keikyo as an executive Director.
 - (c) To re-elect Mr. Miyano Tsumoru as an executive Director.
 - (d) To re-elect Mr. Xia Xiangming as a non-executive Director.
 - (e) To authorise the Board to fix the respective Directors’ remuneration.
4. To consider and, if thought fit, pass the following resolutions with or without amendments as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares (the “**Shares**”) in the share capital of the Company and to make or grant offers, agreements and options, including warrants, bonds and securities convertible into or exchangeable for the 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) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options, including warrants, bonds and securities convertible into or exchangeable for the Shares, which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) and (b) of this resolution above, otherwise than pursuant to:
- (i) a Rights Issue (as defined below); or
 - (ii) an issue of Shares upon the exercise of any options granted under the share option scheme of the Company; or
 - (iii) an issue of Shares as scrip dividend 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 articles of association of the Company (the “**Articles of Association**”) in force from time to time; or
 - (iv) an issue of Shares upon the exercise of rights of subscription or conversion or exchange under the terms of any warrants of the Company or any securities which are convertible into or exchangeable for the Shares,

shall not exceed the aggregate of 20% of the aggregate number of Shares in issue as at the date of the passing of this Resolution 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 the Articles of Association or any other applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this Resolution.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear 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 overseas holders of the Shares or fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any

NOTICE OF ANNUAL GENERAL MEETING

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. To consider and, if thought fit, pass the following resolutions with or without amendments as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase the shares in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange under the Hong Kong Code on Share Buy-backs issued by the SFC for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated or revised) of the Cayman Islands and other applicable laws of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (c) the aggregate number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) above of this Resolution during the Relevant Period shall not exceed 10% of the aggregate number of Shares in issue as at the date of the passing of this Resolution 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 the Articles of Association or any other applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this Resolution.”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass the following resolutions with or without amendments as an ordinary resolution:

“**THAT** conditional upon the passing of the ordinary resolutions 4 and 5 above as set out in this notice convening the Meeting, the general mandate granted to the Directors pursuant to ordinary resolution 4 as set out in this notice be and is hereby extended by the addition thereto the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate number of Shares repurchased by the Company pursuant to or in accordance with the authority granted pursuant to ordinary resolution 5 as set out in this notice, provided that such amount shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing this resolution.”

SPECIAL RESOLUTIONS

7. To consider and approve the amendments to the memorandum and articles of association of the Company, the details of which are set out in Appendix III to the Circular dated 15 July 2022 issued by the Company (the “**Proposed Amendments**”) be approved.
8. Subject to the passing of special resolution (7) above, to consider and approve the amended and restated memorandum and articles of association of the Company incorporating the Proposed Amendments, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the Annual General Meeting for the purpose of identification, be and are hereby adopted as the new memorandum and articles of association of the Company in substitution for the existing memorandum and articles of association of the Company.

Yours faithfully,

By order of the Board

EPS Creative Health Technology Group Limited

Gao Feng

Executive Director

Hong Kong, 15 July 2022

As at the date of this notice, the executive Directors are Mr. Okoso Satoshi, Mr. Miyano Tsumoru, Mr. Gao Feng, Mr. Haribayashi Keikyo; the non-executive Director is Mr. Xia Xiangming and the independent non-executive Directors are Mr. Taguchi Junichi, Mr. Choi Koon Ming and Mr. Chan Cheuk Ho.

Notes:

1. Any Shareholders entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and subject to the provisions of the Articles of Association, to vote on his/her/its behalf. A proxy need not be a Shareholder but must be present in person at the AGM to represent the Shareholder. 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. On a poll, votes may be given either personally or by proxy.

NOTICE OF ANNUAL GENERAL MEETING

2. Whether or not Shareholders intend to attend the AGM in person, they are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the AGM or any adjournment thereof, should he/she/it so wishes.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the proxy form will be completed and returned before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the proxy form will be completed and returned on or after 15 August 2022) not less than 48 hours (i.e 10:00 a.m. on Tuesday, 16 August 2022) before the time appointed for holding the AGM or any adjournment thereof.
4. In the case of joint holders of Shares, any one of such joint holders may vote at the AGM, either personally or by proxy, in respect of such Shares as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
5. For determining Shareholders' entitlement to attend and vote at the AGM, the transfer books and the register of members of the Company will be closed from Monday, 15 August 2022 to Thursday, 18 August 2022 (both days inclusive), during which period no transfer of Shares will be effected. In order to establish the right to attend and vote at the AGM, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 12 August 2022.
6.
 - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above or "extreme conditions" caused by super typhoons is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 9:00 a.m. and 5:00 p.m. on the date of the AGM, the AGM will be postponed and Shareholders will be informed of the date, time and venue of the postponed AGM by an announcement posted on the respective websites of the Company and the Stock Exchange.
 - (b) If a tropical cyclone warning signal No. 8 or above or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is lowered or cancelled 3 hours before the time appointed for holding the AGM and where conditions permit, the AGM will be held as scheduled.
 - (c) The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force. After considering their own situations, Shareholders should decide on their own whether or not they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.