
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 liability)

(Stock code: 3860)

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF AUDITORS; AND
(4) 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 Tuesday, 26 September 2023 is set out on pages 16 to 20 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e 10:00 a.m. on Sunday, 24 September 2023) 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.

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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 Tuesday, 26 September 2023 (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 16 to 20 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 16 to 18 of this circular;

DEFINITIONS

“Latest Practicable Date”	25 August 2023, 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;
“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 page 18 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 liability)

(Stock code: 3860)

Executive Directors:

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

Mr. Miyano Tsumoru (*Managing Director*)

Mr. Haribayashi Keikyo

Mr. Maezaki Masahiro

Mr. Gao Feng

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

1 September 2023

To the Shareholders,

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF AUDITORS; AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

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 Tuesday, 26 September 2023, resolutions will be proposed, among other matters:

- (a) to grant the Issuance Mandate to the Directors;
- (b) to grant the Repurchase Mandate to the Directors;
- (c) to re-elect the Directors; and

LETTER FROM THE BOARD

(d) to re-appoint Deloitte Touche Tohmatsu 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 re-election of the Directors; and (iv) 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.

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.

LETTER FROM THE BOARD

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. Haribayashi Keikyo, Mr. Maezaki Masahiro and Mr. Gao Feng 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. Maezaki Masahiro, who was appointed by the Board as Director as addition to the Board with effect from 22 August 2022, shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. In accordance with Article 83(3), being eligible, Mr. Maezaki Masahiro will offer himself for re-election as an executive Director 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. Okoso Satoshi, Mr. Taguchi Junichi and Mr. Choi Koon Ming shall retire at the AGM and, being eligible, offer themselves for re-election at the AGM.

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 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. Okoso Satoshi, Mr. Maezaki Masahiro, Mr. Taguchi Junichi and Mr. Choi Koon Ming as an executive Director or an independent 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.

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

5. RE-APPOINTMENT OF AUDITORS

Deloitte Touche Tohmatsu, Certified Public Accountants (“**Deloitte**”) 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.

In accordance with Rule 13.88 of the Listing Rules, an ordinary resolution will be proposed at the AGM to re-appoint Deloitte 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 2024.

6. AGM AND PROXY ARRANGEMENT

The AGM Notice convening the AGM to be held at 10:00 a.m. on Tuesday, 26 September 2023 at 9/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong is set out on pages 16 to 20 of this circular. At the AGM, resolutions will be proposed, inter alia, to approve (i) the grant of the Issuance Mandate (including the extension of the Issuance Mandate) and the Repurchase Mandates; (ii) the re-election of Directors; and (iii) the 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e 10:00 a.m. on Sunday, 24 September 2023) 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.

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7. RECOMMENDATION

The Directors believe that the ordinary resolutions in relation to the Issuance Mandate (including the extension of the Issuance Mandate), the Repurchase Mandate, 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 16 to 20 of this circular.

8. 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 Thursday, 21 September 2023 to Tuesday, 26 September 2023 (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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Wednesday, 20 September 2023.

9. 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
Okoso Satoshi
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 available 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 2023 (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\$
August 2022	1.050	0.870
September 2022	1.080	0.800
October 2022	0.980	0.900
November 2022	0.920	0.820
December 2022	1.040	0.800
January 2023	0.900	0.800
February 2023	1.560	0.820
March 2023	1.400	0.900
April 2023	1.140	1.000
May 2023	1.150	0.940
June 2023	1.090	0.940
July 2023	1.150	0.920
August 2023 (up to the Latest Practicable Date)	1.060	0.810

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**"), 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 Japan would be increased from 75% to approximately 83.3%. On the basis of the aforesaid increase of shareholding held by EPS Japan, 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. Okoso Satoshi (大社聡) (“Mr. Okoso”)

Mr. Okoso, aged 64, was re-designated from a non-executive Director to an executive Director and was appointed as the Chief Executive Officer with effect from 12 July 2022. Mr. Okoso is an executive officer of EPS Japan, a company incorporated in Japan in 1991 with limited liability, the shares of which were formerly listed on the Tokyo Stock Exchange (stock code: 4282.T) until September 2021, which is a controlling shareholder of the Company and has over 36 years of experience in clinical research, pharmacoepidemiology and healthcare industry. Mr. Okoso joined EPS Japan in 2015 and prior to joining EPS Japan, Mr. Okoso worked and held senior management positions at several clinical research and pharmaceutical companies in Japan. Mr. Okoso graduated from the Department of Agriculture and Veterinary Medicine of Nihon University; and worked on pharmacoepidemiological research in the Graduate School of Medicine and Faculty of Medicine of the University of Tokyo.

Mr. Okoso has entered into an appointment letter with the Company for an initial term of two years commencing from 1 June 2021 and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the requirements of the Articles of Association. Mr. Okoso is currently entitled to a director’s remuneration of JPY857,000 per month on a 13-month basis and a year-end discretionary bonus, which has been recommended by the Remuneration Committee and approved by the Board with reference to his qualifications, experience and responsibilities with the Company. For the year ended 31 March 2023, Mr. Okoso has received emoluments in the aggregate sum of HK\$725,000 (including salary and other benefits).

As at the Latest Practicable Date, save as disclosed above, Mr. Okoso (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. Okoso 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. Maezaki Masahiro (前崎匡弘) (“Mr. Maezaki”)

Mr. Maezaki, aged 53, was appointed as an executive Director with effect from 22 August 2022 and is the Head of Center of Management Planning & Promotion Division of EPS Japan. Mr. Maezaki joined EPS Japan in April 2022 and has over 30 years of experience in corporate banking and management. Prior to joining EPS Japan, Mr. Maezaki had been the Deputy General Manager of Shinbashi Branch of MUFG Bank, Ltd., Assistant General Manager of The Bank of Tokyo-Mitsubishi

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BR RE-ELECTED

UFJ (Malaysia) Berhad and the Manager of the Shanghai Branch of The Bank of Tokyo-Mitsubishi UFJ, Ltd. Mr. Maezaki graduated from the Faculty of Commerce and Economics of The Kinki University in 1992.

Pursuant to the letter of appointment entered into between the Company and Mr. Maezaki, he has been appointed for a term of two years commencing from 22 August 2022 and is subject to the provision of retirement by rotation and re-election at the annual general meeting of the Company at least once every three years in accordance with the Articles of Association. Mr. Maezaki is currently entitled to a director's remuneration of JPY270,000 per month on a 13-month basis and a year-end discretionary bonus, which has been recommended by the Remuneration Committee and approved by the Board with reference to his qualifications, experience and responsibilities with the Company. For the year ended 31 March 2023, Mr. Maezaki has received emoluments in the aggregate sum of HK\$232,000 (including salary and other benefits).

As at the Latest Practicable Date, save as disclosed above, Mr. Maezaki (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. Maezaki 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. Taguchi Junichi (田口淳一) (“Mr. Taguchi”)**

Mr. Taguchi, aged 64, was appointed as an independent non-executive Director with effect from 30 June 2021 and is responsible for providing independent judgment on the Group's strategy, performance, resources and standard of conduct. He is the chairman of the Nomination Committee. Mr. Taguchi obtained a bachelor's degree in Faculty of Medicine of University of Tokyo and a doctorate of medicine and of philosophy from the University of Tokyo.

Mr. Taguchi has extensive experience in the fields of specialising in general medicine, clinical genetics (multifactorial disorder, familial tumor), circulatory medicine (ischemic heart disease, atherosclerosis, hypertension, cardiac rehabilitation) and clinical oncology (clinical cancer immunity) for over 32 years and has held senior positions in several renowned medical institutions in Japan. Mr. Taguchi is the president of Tokyo Midtown Clinic. In addition, Mr. Taguchi has been employed as a visiting professor of the Tokyo Medical University since 2014.

Mr. Taguchi has also been appointed as an outside director of Cancer Intelligence Care Systems, Inc. since 2020, and has been an outside director and independent director of EPS Japan since 20 December 2019.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BR RE-ELECTED

Pursuant to the letter of appointment issued by the Company to Mr. Taguchi, his initial term of office is two years commencing from 30 June 2021 and he is subject to the provision of retirement and rotation of the Directors at the annual general meeting at least once every three years in accordance with the Articles of Association. According to the terms of Mr. Taguchi's letter of appointment, Mr. Taguchi is entitled to receive 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. For the year ended 31 March 2023, Mr. Taguchi has received director's fee in the aggregate sum of HK\$120,000.

As at the Latest Practicable Date, save as disclosed above, Mr. Taguchi (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. Taguchi 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.

(4) **Mr. Choi Koon Ming (蔡冠明) ("Mr. Choi")**

Mr. Choi, aged 55, was appointed as an independent non-executive Director with effect from 30 June 2021 and is responsible for providing independent judgment on the Group's strategy, performance, resources and standard of conduct. He is the chairman of the Remuneration Committee and a member of the Audit Committee. Mr. Choi holds a Bachelor of Arts degree from the University of British Columbia and has over 27 years of experience in the financing activities of corporate and property mortgage, real estate development and property investment.

Mr. Choi has been the chief executive officer of Sunwah Kingsway Capital Holdings Limited ("Sunwah Kingsway", stock code: 188.HK) since 2010 and an executive director of Sunwah Kingsway since 2000. Mr. Choi has also been the non-executive director of China New Economy Fund Limited (stock code: 80.HK) since February 2022.

Pursuant to the letter of appointment issued by the Company to Mr. Choi, his initial term of office is two years commencing from 30 June 2021 and he is subject to the provision of retirement and rotation of the Directors at the annual general meeting at least once every three years in accordance with the Articles of Association. According to the terms of Mr. Choi's letter of appointment, Mr. Choi is entitled to receive 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. For the year ended 31 March 2023, Mr. Choi has received director's fee in the aggregate sum of HK\$120,000.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BR RE-ELECTED

As at the Latest Practicable Date, save as disclosed above, Mr. Choi (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. Choi 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.

NOTICE OF ANNUAL GENERAL MEETING



EPS Creative Health Technology Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3860)

BY 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 Tuesday, 26 September 2023 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 2023.
2. To re-appoint Deloitte Touche Tohmatsu 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. Okoso Satoshi as an executive Director.
 - (b) To re-elect Mr. Maezaki Masahiro as an executive Director.
 - (c) To re-elect Mr. Taguchi Junichi as an independent non-executive Director.
 - (d) To re-elect Mr. Choi Koon Ming as an independent 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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;
- (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

NOTICE OF ANNUAL GENERAL MEETING

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 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 (Act 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.”

Yours faithfully,

By order of the Board

EPS Creative Health Technology Group Limited

Okoso Satoshi

Executive Director

Hong Kong, 1 September 2023

As at the date of this notice, the executive Directors are Mr. Okoso Satoshi, Mr. Miyano Tsumoru, Mr. Haribayashi Keikyo, Mr. Maezaki Masahiro and Mr. Gao Feng; 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.
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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e 10:00 a.m. on Sunday, 24 September 2023) 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.

NOTICE OF ANNUAL GENERAL MEETING

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 Thursday, 21 September 2023 to Tuesday, 26 September 2023 (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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 20 September 2023.

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.