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EPS Creative Health Technology Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3860)

NOTICE OF ANNUAL GENERAL MEETING

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;
- (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 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.”
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

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.
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.

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.