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EPS Creative Health Technology Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3860)

MEMORANDUM OF UNDERSTANDING IN RELATION TO THE PROPOSED ACQUISITION

This announcement is made by EPS Creative Health Technology Group Limited (the "**Company**", together with its subsidiaries, the "**Group**") pursuant to Rule 13.09 of the Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement dated 27 June 2025 (the "**Announcement**") of the Company in relation to the business update of the Group on its preliminary negotiation for a proposed acquisition.

The board (the "**Board**") of directors (the "**Director(s)**") of the Company would like to update the shareholders of the Company (the "**Shareholders**") and potential investor of the Company that, upon further strategic consideration, the Group is considering to acquire an indirect minority interest in the target company as opposed to a controlling stake as previously disclosed in the Announcement.

On 3 February 2026, the Company as purchaser, and Honestar Medical Limited (鴻事達醫療有限公司) (the "**Vendor**") as vendor, entered into a memorandum of understanding (the "**MOU**") in relation to the proposed acquisition (the "**Proposed Acquisition**") of 16.23% of the equity interests in China Genetic Limited (中國基因工程有限公司) ("**CG**"), a company incorporated in Hong Kong, which beneficially owns approximately 67.68% of the equity interests in Shanghai Huaxin Biotechnology Co., Ltd* (上海華新生物高技術有限公司) ("**HX**", together with CG and its subsidiaries, the "**CG Group**"), a company incorporated in the People's Republic of China (the "**PRC**").

The parties agreed that they shall negotiate in good faith to ensure that a formal agreement relating to the Proposed Acquisition (the "**Formal Agreement**") be entered into as soon as possible and in any event, no later than 6 March 2026 or such later date as the parties may agree. Save for certain provisions including exclusivity and confidentiality which are binding on the parties, the MOU is non-binding in nature.

KEY TENTATIVE TERMS OF THE PROPOSED ACQUISITION

The Company and the Vendor shall negotiate the total consideration for the Proposed Acquisition, which shall be in the range of approximately HK$40 million to HK$45 million by reference to the independent valuation of HX. The consideration shall be paid by the Company in cash to the Vendor at the completion of the Proposed Acquisition. The Group intends to satisfy the cash consideration by internal resources and/or if suitable opportunity arises, the funds to be raised from certain fundraising activities including but not limited to the issue of convertible securities.

The completion of the Proposed Acquisition shall be conditional upon the fulfilment (or waiver) of the following conditions:

(i) the Company being satisfied with the results of the due diligence review to be conducted on the CG Group;

(ii) the approval by the independent Shareholders in respect of the Proposed Acquisition and the transactions contemplated thereunder (as required to be obtained under the Listing Rules) having been obtained;

(iii) there being no material adverse change to the assets, liabilities, financial and trading position of the CG Group from the date of the Formal Agreement until the completion of the Proposed Acquisition; and

(iv) all other necessary consents, approvals, authorisations and licences (whether under the requirements under the Stock Exchange or not) in relation to the Formal Agreement and the transactions contemplated thereunder having been obtained by the Vendor and the Purchaser.

REASONS FOR AND BENEFITS OF THE PROPOSED ACQUISITION

The CG Group is principally engaged in the in-house research and development, manufacturing and sales of biopharmaceutical products in the PRC which are synergic with and complementary to the Group's existing principal businesses in healthcare product trading and medical device leasing, and provision of contract research organisation (CRO) services. Upon completion of the Proposed Acquisition, the Group's investment in CG will be recognised as an investment in an associate in the consolidated financial statements of the Group.

The Board considers that the Proposed Acquisition represents a good opportunity for the Group to expand its exposure to the operations of the CG Group, and a strategic investment that will create potential long-term value for the Group and facilitate the Group's business growth in the broad healthcare industry.

POTENTIAL IMPLICATIONS UNDER THE LISTING RULES

The Vendor is a Hong Kong-incorporated company which is owned by Mr. Yan Ping, a non-executive Director, and Mr. Chiu Chun Tak, an executive Director. Accordingly, the Vendor is a connected person of the Company under the Listing Rules.

The Proposed Acquisition contemplated under the MOU may or may not proceed. As the Vendor is a connected person of the Company, the Proposed Acquisition, if materialises, may constitute a connected and discloseable transaction of the Company under the Listing Rules. Further announcement(s) will be made by the Company in compliance with the Listing Rules and other applicable laws and regulations.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
EPS Creative Health Technology Group Limited
Miyano Tsumoru
Executive Director

Hong Kong, 3 February 2026

As at the date of this announcement, the executive Directors are Mr. Washikita Kenichiro, Mr. Miyano Tsumoru, Mr. Narumi Shoichi, Mr. Chiu Chun Tak, Ms. Du Yao and Mr. Liang Fei; the non-executive Directors are Mr. Uematsu Takahiro and Mr. Yan Ping; and the independent non-executive Directors are Mr. Chan Cheuk Ho, Mr. Choi Koon Ming, Mr. Saito Hironobu and Ms. Zhang Cuiping.

* *In this announcement, translated English name of the entity for which no official English translation exists is unofficial translation for identification purposes only, and in the event of any inconsistency between the Chinese name and its English translation, the Chinese name shall prevail.*