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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 transferee or to the bank, the licensed securities dealer or registered institution or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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EPS Creative Health Technology Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3860)

CONTINUING CONNECTED TRANSACTION PURCHASES OF PRODUCTS FROM CONNECTED PERSON; AND NOTICE OF EXTRAORDINARY GENERAL MEETING

**Independent Financial Adviser to the
Independent Board Committee and the Independent Shareholders**

VEDA | CAPITAL
智 略 資 本

Capitalised terms used in this cover page shall have the same meanings as defined in this circular.

A letter from the Board is set out on pages 4 to 14 of this circular. A letter from the Independent Board Committee containing its recommendation to the Independent Shareholders is set out on page 15 of this circular. A letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 16 to 35 of this circular.

A notice convening the EGM (as defined herein) to be held at 35/F, Dah Sing Financial Centre, 248 Queen's Road East, Wanchai, Hong Kong at 10:00 a.m. on Friday, 31 July 2026 is set out on pages EGM-1 to EGM-2 of this circular. Whether or not you are able to attend and vote at the EGM, 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 Wednesday, 29 July 2026) before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.

15 July 2026

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms or expressions shall have the meanings set out below:

“2023 Framework Purchase Agreement”	the framework purchase agreement entered into between EP Trading and EPS USA on 27 July 2023 (as amended and supplemented from time to time) in relation to the purchase of Products by EP Trading from EPS USA for the three financial years ended 31 March 2026
“2026 Framework Purchase Agreement”	the framework purchase agreement entered into between EP Trading and EPS USA on 27 April 2026 in relation to the purchase of Products by EP Trading from EPS USA for the three financial years ending 31 March 2029
“2027-2029 Annual Caps”	the annual caps in respect of the Transactions for each of the three financial years ending 31 March 2029
“Board”	the board of Directors
“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
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting to be convened and held by the Company on Friday, 31 July 2026 at 10:00 a.m. at 35/F, Dah Sing Financial Centre, 248 Queen’s Road East, Wanchai, Hong Kong for the purpose of considering and approving the 2026 Framework Purchase Agreement, the transactions contemplated thereunder and the 2027-2029 Annual Caps
“EP Trading”	EP Trading Co., Ltd.* (EP貿易有限公司/EPトレーディング株式会社), a company established in Japan with limited liability and an indirect wholly-owned subsidiary of the Company as at the Latest Practicable Date
“EPS Holdings”	EPS Holdings, Inc., the controlling shareholder of the Company who beneficially holds 375,000,000 Shares representing approximately 71.8% of the issued share capital of the Company as at the Latest Practicable Date

DEFINITIONS

“EPS USA”	EPS Americas Corp, a company incorporated in United States with limited liability and a wholly-owned subsidiary of EPS Holdings and is a connected person of the Company under the Listing Rules as at the Latest Practicable Date
“Group”	the Company and its subsidiaries from time to time
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent board committee of the Company, comprising all the independent non-executive Directors has been established to advise the Independent Shareholders on the 2026 Framework Purchase Agreement, the transactions contemplated thereunder and the 2027-2029 Annual Caps
“Independent Financial Adviser” or “Veda Capital”	Veda Capital Limited, a corporation licensed to carry on Type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the 2026 Framework Purchase Agreement, the transactions contemplated thereunder and the 2027-2029 Annual Caps
“Independent Shareholders”	Shareholders other than EPS Holdings and their respective associates
“Independent Third Party(ies)”	party(ies) which is/are independent of the Group and the connected persons of the Company
“JPY”	Japanese Yen, the lawful currency of Japan
“Latest Practicable Date”	10 July 2026, being the latest practicable date prior to printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Original Selling Price”	the total acquisition costs of Products purchased by EPS USA from the Supplier(s)
“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“Products”	pre-clinical animal testing consumables including purified diets for lab animals, animal bedding, animal cage and other consumables
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) 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
“Supplier(s)”	supplier(s) who sell Products to EPS USA, and is/are Independent Third Party(ies) to the best of the knowledge, information and belief of the Directors
“Transactions”	the purchase of Products by EP Trading from EPS USA
“%”	per cent.

* *In this circular, the English transliteration of the Chinese names, where indicated, are included for identification purpose only, and should not be regarded as the official English names of such Chinese names. In the event of any inconsistency, the Chinese names shall prevail.*

LETTER FROM THE BOARD



EPS Creative Health Technology Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3860)

Executive Directors:

Mr. Washikita Kenichiro

(Chairman and Chief Executive Officer)

Mr. Miyano Tsumoru

Mr. Narumi Shoichi

Ms. Du Yao

Mr. Liang Fei

Mr. Kitagawa Rikiya

Non-executive Director:

Mr. Uematsu Takahiro

Independent non-executive Directors:

Mr. Chan Cheuk Ho

Mr. Choi Koon Ming

Mr. Saito Hironobu

Ms. Zhang Cuiping

Registered Office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

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

15 July 2026

To: the Shareholders

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTION PURCHASES OF PRODUCTS FROM CONNECTED PERSON

INTRODUCTION

References are made to the announcements of the Company dated 27 July 2023, 5 September 2023 and 27 April 2026 in relation to, among other things, the 2023 Framework Purchase Agreement and the 2026 Framework Purchase Agreement.

The purposes of this circular are: (i) to provide the Independent Shareholders with further information regarding the details of the transactions under the 2026 Framework Purchase Agreement and the 2027-2029 Annual Caps; (ii) to set out the letter of recommendation of the Independent Board Committee to the Independent Shareholders and the letter of advice from the Independent Financial Adviser to the

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Independent Board Committee and the Independent Shareholders in relation to the transactions under the 2026 Framework Purchase Agreement; and (iii) to give the Shareholders the notice of the EGM and other information required under the Listing Rules.

BACKGROUND

The Company is an investment holding company and its subsidiaries are principally engaged in trading of apparel products to its customers, trading of healthcare and medicated products; and leasing of medical devices, specialised contract research organisation (“CRO”) and innovative research organisation (“IRO”) services performing in Japan and the People’s Republic of China (“PRC”). The Group is also engaged in in-house drug discovery and development.

As the 2023 Framework Purchase Agreement expired on 31 March 2026, EP Trading and EPS USA entered into the 2026 Framework Purchase Agreement on 27 April 2026 to renew the 2023 Framework Purchase Agreement pursuant to which EP Trading has agreed to purchase, and EPS USA has agreed to sell the Products for the three financial years ending 31 March 2029.

THE 2026 FRAMEWORK PURCHASE AGREEMENT

Major terms of the 2026 Framework Purchase Agreement are as follows:

Date	27 April 2026 (after trading hours of the Stock Exchange)
Parties	EP Trading, as purchaser EPS USA, as supplier
Term	From 1 April 2026 to 31 March 2029
Subject Matter	The purchase of Products by EP Trading from EPS USA. The Products include the pre-clinical animal testing consumables including purified diets for lab animals, animal bedding, animal cage and other consumables.
Pricing basis	The price of the Products shall be determined with reference to:– (i) the total acquisition costs of Products purchased by EPS USA from Suppliers plus a percentage mark-up (tax-inclusive), which is not more than 3% (i.e. price = cost x (1 + 3% mark-up)); and (ii) the terms agreed with other suppliers who are Independent Third Party for the Products of comparable quality, ingredients, formula and quantities and applicable foreign exchange rates in recent transactions.

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The price and the terms of the purchase of Products shall be agreed after arm's length negotiation between EP Trading and EPS USA based on normal commercial terms (as defined in the Listing Rules), and in any event shall be no less favourable to the terms of the purchase by EP Trading from Independent Third Parties.

The transaction amount in respect of the purchase of the Products payable by EP Trading to EPS USA shall be settled pursuant to the payment terms set out in the definitive agreements, sales orders or invoices issued by EPS USA, or purchase orders issued by EP Trading in relation to the Transactions.

Commencement of the 2026 Framework Purchase Agreement is subject to the approval of the Independent Shareholders to approve the entering into of the 2026 Framework Purchase Agreement and the 2027-2029 Annual Caps at the EGM and all other necessary consents, authorisations and approvals required to be obtained in respect of the 2026 Framework Purchase Agreement having been obtained.

PRICING POLICY

For maintaining the normal business operation, EP Trading will import the Products from the United States from time to time. Quotation of the Products will be obtained from the Suppliers, who are Independent Third Parties, and evaluated by the management of EP Trading. Details of each transaction and the Original Selling Price will then be confirmed and agreed after arm's length negotiation between the Suppliers and EP Trading.

EPS USA shall act as a purchasing agent on behalf of EP Trading to proceed with the purchase of the Products. The pricing of Products by EP Trading purchasing from the Suppliers shall be directly agreed between EP Trading and the Suppliers. The price of purchasing Products by EP Trading from EPS USA shall be calculated based on the Original Selling Price plus the percentage mark-up (tax-inclusive) of 3%, regardless of the types of products purchased. The pricing of the Products charged by EPS USA will be cross checked against the terms agreed between EP Trading and the Suppliers based on the quotation of the Products obtained by EP Trading from the Suppliers.

The mark-up of 3% charged by EPS USA was determined following arm's length negotiations between the parties, having regard to the cost structure of EPS USA. EPS USA primarily serves as the EP Trading's purchasing agent and logistics coordinator, performing these functions exclusively on behalf of the Company, which is the principal reason for the Group's cooperation with EPS USA. If the Group were to establish a new department in its United States office to undertake these functions directly, it would incur significant additional costs, including staff salaries and benefits, utility expenses, office equipment and furniture, rental charges, and administrative expenses associated with tax and regulatory filings. These costs are expected to exceed the amounts payable to EPS USA under arrangement of the 2026 Framework Purchase Agreement, which is based on a transparent cost-plus mechanism with a fixed 3% mark-up on the Original Selling Price for the proposed purchased amounts of the Products. Accordingly, outsourcing these functions to EPS USA provides the Group with a cost-efficient solution while ensuring continuity of supply and compliance with regulatory requirements. The pricing mechanism is based on a transparent cost-plus formula, under which the cost base is verifiable and the mark-up is fixed, thereby avoiding arbitrary

LETTER FROM THE BOARD

adjustments. The Directors are of the view that the application of a fixed 3% mark-up provides predictability in pricing and serves as a safeguard against excessive charges, ensuring that the terms remain commercially justifiable, fair and reasonable.

Besides, EP Trading has conducted a market search to identify independent third-party service providers capable of providing services comparable to those provided by EPS USA, including supplier management, logistics coordination and customs clearance in relation to the Products. Based on such review, EP Trading has identified two alternative service providers offering procurement agency or similar support services. However, these two providers have quoted pricing terms at fixed mark-up ranging from 10% to 15%, which are considerably less favourable to EP Trading than the fixed 3% mark-up charged by EPS USA. On this basis, the Board considered that the 3% mark-up charged by EPS USA is fair and reasonable.

Given EPS USA serves solely as the EP Trading's purchasing agent and logistics coordinator, EP Trading itself has established communication channel for obtaining quotations directly from the Suppliers and acquisition prices (i.e. Original Selling Price) will be confirmed after arm's length negotiations between EP Trading and the Suppliers. The procurement team of EP Trading will cross check the agreed quotation obtained from Supplier against the terms offered by EPS USA to ensure that (i) the pricing of the Products charged by EPS USA is determined by EP Trading directly with the Suppliers on an arm's length basis; and (ii) the percentage mark-up (tax-inclusive) of 3% charged by EPS USA reflects solely the purchasing agency services rendered in facilitating and processing the purchase on behalf of EP Trading. Records of all quotations are maintained for verification, and the finance department of EP Trading conducts periodic reviews to confirm that the procurement process is properly executed. This structured approach ensures that the prices and terms offered by EPS USA are benchmarked against Suppliers and remain fair, reasonable, and on normal commercial terms.

Having considered that (i) Original Selling Price was determined between EP Trading and the Suppliers who are Independent Third Parties under arm's length basis; (ii) the percentage mark-up (tax-inclusive) of 3% charged by EPS USA reflects solely the purchasing agency services rendered in facilitating and processing the purchase on behalf of EP Trading; (iii) the estimated fees charged by EPS USA on the basis of 3% the percentage mark-up (tax-inclusive) based on the estimated purchase amounts for the Products for the three years ended 31 March 2026 are lower than estimated costs for setting up and maintenance of internal department by EP Trading itself for similar services provided by EPS USA, and the setting up and monthly maintenance costs of the office in United States for similar services provided by EPS USA is considered as costly and inefficiency; and (iv) no alternative service providers offering procurement agency or similar support services on pricing terms more favourable than the 3% mark-up charged by EPS USA was identified by EP Trading, the Directors are of the view that the pricing terms are fair and reasonable.

PROPOSED ANNUAL CAPS

Historical amounts

Set out below is a summary of the historical transaction amounts of Products purchased from EPS USA by EP Trading for each of the three years ended 31 March 2026:

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	For the year ended 31 March 2024	For the year ended 31 March 2025	For the year ended 31 March 2026	For the three months ended 30 June 2026
	<i>Approximately HK\$ million</i>	<i>Approximately HK\$ million</i>	<i>Approximately HK\$ million</i>	<i>Approximately HK\$ million</i>
Historical transaction amounts	19.2	25.9	21.9	6.6
Historical annual caps	30.0	33.0	36.0	N/A
Utilisation (%)	64%	78	60.8	N/A

In order to ensure compliance with Chapter 14A of the Listing Rules, during the period from 1 April 2026 to the date on which the Independent Shareholders' approval is obtained, the amounts of the Transactions are expected to remain below HK\$10,000,000 and within the de minimis threshold under Rule 14A.76(2) of the Listing Rules, therefore such transactions will be exempt from the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. If the aggregate amount of the Transactions during the period from 1 April 2026 to the date on which the Independent Shareholders' approval is likely to exceed the de minimis threshold under Rule 14A.76(2) of the Listing Rules, the Company will take necessary steps to ensure compliance with all applicable requirements under Chapter 14A of the Listing Rules.

Proposed Annual Caps

The table below sets out the proposed annual caps of the Transactions for each of the three financial years ending 31 March 2029:

	For the year ending 31 March		
	2027	2028	2029
	<i>Approximately HK\$ million</i>	<i>Approximately HK\$ million</i>	<i>Approximately HK\$ million</i>
Proposed annual caps	33.0	36.0	39.0

The 2027-2029 Annual Caps was determined based on (i) the potential demand from the customers of EP Trading; (ii) the historical transaction amounts for purchasing the Products from EPS USA to EP Trading; (iii) the percentage mark-up (tax-inclusive) of 3% charge by EPS USA for customs clearance services; (iv) the expected development of the global preclinical CRO market; and (v) a buffer for the respective annual caps in order to avoid incurring extra costs and the adverse impact on the financial performance of the Company caused by exceeding the 2027-2029 Annual Caps.

The health and wellness market in the worldwide has been growing significantly in recent years. Due to the coronavirus pandemic and technological advances, the awareness of healthcare and health safety was further accelerated the development of healthcare products to improve health conditions against the different types of illness. In corresponding to the healthcare development, preclinical trials and the respective trial results

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were essential to ensure quality, effectiveness and safety of the developed healthcare products. According to summary of “Preclinical CRO Market (2025-2033)” published by Grand View Research (<https://www.grandviewresearch.com/industry-analysis/preclinical-cro-market>), the global preclinical CRO market size was estimated at USD 6.19 billion in 2024 and is projected to reach USD 12.37 billion by 2033, representing grow at a CAGR of 8.03% from 2025 to 2033. The preclinical CRO market is driven escalating research and development investments, the growing complexity of drug development, and the shifting demand toward specialised and advanced therapeutic modalities. It also stated that drug developers are outsourcing studies such as toxicology, pharmacology, and bioanalysis to specialized service providers to reduce time-to-market and manage operational risks. This trend is further amplified by the growing prevalence of chronic and complex diseases, which require more extensive preclinical evaluations. Outsourcing also enables smaller biotech firms, which often have limited resources, to access advanced technologies and global expertise without the need for large-scale internal setups.

EP Trading has a long-established business operation and connection in the sourcing and distribution of large and medium sized equipment and supplies for preclinical trials, and medical healthcare products and overseas distribution of products. There are well established channels and network for the import of consumables and distribution of healthcare products of EP Trading to the PRC and overseas.

In determining the 2027-2029 Annual Caps, the Directors have undertaken an analysis of both the expected potential demand from the customers of EP Trading and the anticipated development of the global preclinical CRO market. EP Trading has reviewed its existing contracts and pipeline projects and discussed with its major customers to project the expected procurement volume of preclinical consumables. This projection is also supported by the annual revenue growth of the Group generated from IRO with CRO and in-house R&D Business of approximately 18.5% for the year ended 31 March 2025 and the historical transaction amounts of Products purchased from EPS USA by EP Trading, which averaged approximately HK\$23.1 million per year during the four years ended 31 March 2026. In addition, the Board has taken into account the global preclinical CRO market, which independent industry reports forecast to expand at a CAGR of 8.03% from 2025 to 2033, driven by rising demand for outsourced preclinical testing services and increased investment in pharmaceutical R&D. The Directors also incorporated a buffer of approximately 10% to cater for unexpected increases in demand or market fluctuations. On this basis, the 2027-2029 Annual Caps were determined to ensure that the Group has sufficient headroom to meet customer demand while avoiding the risk of exceeding the annual caps, which could otherwise result in additional costs and adverse impact on the Group’s financial performance.

Having considered (i) there is estimated stable growth for the preclinical contract research organisation market; (ii) the historical transaction amounts for purchasing the Products from EPS USA to EP Trading; (iii) there are solid potential demands for the Products from customers of EP Trading; and (iv) the buffer for the respective annual caps in order to avoid suffering from incurring extra cost and the adverse impact on the financial performance of the Company caused by exceeding the 2027-2029 Annual Caps, the Directors are of the view that the 2027-2029 Annual Caps under the 2026 Framework Purchase Agreement is fair and reasonable.

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REASONS FOR AND BENEFITS OF ENTERING INTO THE 2026 FRAMEWORK PURCHASE AGREEMENT

The Company is an investment holding company and its subsidiaries are principally engaged in (i) trading of healthcare and medicated products and leasing of medical devices; (ii) trading of apparel products; and (iii) provision of innovation research organisation (IRO) business with specialised contract research organisation (CRO) services.

EP Trading, being an indirect wholly-owned subsidiary of the Company as at the Latest Practicable Date, is a company established in Japan and is principally engaged in the business of sourcing and distribution of large and medium-sized equipment and supplies for preclinical trials, and medical healthcare products, including import sales and domestic distribution in Japan and overseas distribution to the PRC. EP Trading has a long-established business operation and connection in the sourcing and distribution of large and medium-sized equipment and supplies for preclinical trials, and medical healthcare products and overseas distribution of products and EP Trading would continue to carry on the Transactions for EP Trading's business operation.

EPS USA, being a wholly-owned subsidiary of EPS Holdings, is a company incorporated in the United States and principally engaged in trading and exporter services. As EP Trading has not established any internal department for supplier management, logistics management and customs clearance up to the Latest Practicable Date and it would incur material initial costs for setting up specific departments to handle the management of supplier, management of logistics and clearance of customs, EP Trading has been seeking assistance from EPS USA for handling the clearance of custom so as to continue the ordinary business. The entering into of the 2026 Framework Purchase Agreement is fair and reasonable and is beneficial to the Group and Shareholders as a whole by (i) reducing the unnecessary administrative costs, resources and time for handling the supplier management, logistics management and customs clearance for the Products procurement required by EP Trading; (ii) avoiding to seek the approval from Independent Shareholders for each Transactions; and (iii) maintaining the high efficiency of the trading business of EP Trading.

Having considered the Group has established a good working relationship with EPS USA, the proven record of the quality of the Products procured through EPS USA together with its operational efficiency in handling the supplier management, logistics management and customs clearance, the Board considers that EPS USA is well positioned to support the Group's procurement needs. The entering into of the 2026 Framework Purchase Agreement would allow the Group to continue to secure a stable and reliable supply of quality Products for meeting the demand from customers and supporting the growth of the laboratory supply distribution business of the Group. As such, EP Trading entered into the 2026 Framework Purchase Agreement with EPS USA with the 2027-2029 Annual Caps to renew the arrangement thereunder to cater for the continuing business needs of the Group.

In view of the foregoing, the Directors (including the independent non-executive Directors) consider that the terms of the 2026 Framework Purchase Agreement and the 2027-2029 Annual Caps are fair and reasonable and the transactions contemplated thereunder are and will be entered into in the ordinary and usual course of business of the Group, on normal commercial terms and in the interest of the Company and the Shareholders as a whole.

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INTERNAL CONTROL

In order to ensure the terms of the 2026 Framework Purchase Agreement are on normal commercial terms and fair and reasonable to the Company and the Shareholders and are no less favourable than those offered by the Group to the Independent Third Parties, the Company has formulated the following internal control policies and adopted the following internal control measures:

- (i) the finance department of the Company (the “**Finance Department**”) will closely monitor the transactions on a monthly basis under the 2026 Framework Purchase Agreement to ensure that the transactions amount will not exceed the 2027-2029 Annual Caps;
- (ii) in the event that the anticipated transaction amounts are expected to exceed the 2027-2029 Annual Caps, the Finance Department will discuss with the management of the Company to consider the necessity to revise the 2027-2029 Annual Caps based on the estimated transaction amounts and any of revision will be subject to the approval of the Board, the board of directors of EP Trading and the Independent Shareholders (if there is any adjustments to the 2027-2029 Annual Caps, the Company will re-comply with the relevant requirements under the Rule 14A.54 of the Listing Rules);
- (iii) the Finance Department will conduct regular random checks on a quarterly basis to review and assess whether the transactions contemplated under the 2026 Framework Purchase Agreement are conducted on normal commercial terms, in accordance with the terms set out in the 2026 Framework Purchase Agreement and whether the relevant contract terms are in the interest of the Company and the Shareholders as a whole (for example, the maximum price of the Products to be offered to the Group must not be higher or equal to the acquisition cost together with 3% markup thereon of the Products as procured by EPS USA);
- (iv) the audit committee of the Company will conduct annual review on the transactions contemplated under the 2026 Framework Purchase Agreement to report if the transaction amounts are within the 2027-2029 Annual Caps and has complied with the terms and pricing basis of the 2026 Framework Purchase Agreement;
- (v) the external auditor of the Company will conduct annual review of the transactions entered into under the 2026 Framework Purchase Agreement to ensure that the transactions amount is within the 2027-2029 Annual Caps and the transactions are in accordance with the terms set out in the 2026 Framework Purchase Agreement; and
- (vi) the independent non-executive Directors will conduct annual review of the status of the transactions contemplated under the 2026 Framework Purchase Agreement to ensure that the Company has complied with its internal approval process and the relevant requirements under the Listing Rules.

In view of the pricing policy and internal control measures above, the Directors are of the view that the appropriate measures are in place to ensure that the transactions contemplated under the 2026 Framework Purchase Agreement which will be conducted on normal commercial terms and not prejudicial to the interest of the Company and the Independent Shareholders.

LETTER FROM THE BOARD

The Directors noted that the 2023 Framework Purchase Agreement expired on 31 March 2026 and the 2026 Framework Purchase Agreement was entered for a term of three years, with a retrospective effect from 1 April 2026 to 31 March 2029. In order to ensure timely compliance with the requirements under Chapter 14A of the Listing Rules in future, the Company has strengthened its internal control measures, including (i) the company secretary of the Company (the “**Company Secretary**”) maintains a register of all connected transaction agreements and monitors expiry dates, with alerts issued to the Board at least three months in advance; and (ii) renewal agreements and proposed annual caps are prepared by Company Secretary and submitted to the Board for approval prior to expiry. As such, the Directors consider that above internal control measures would ensure that renewal agreements are prepared and approved in advance.

IMPLICATIONS UNDER THE LISTING RULES

As at the Latest Practicable Date, EPS Holdings, being the controlling shareholder of the Company who beneficially holding 375,000,000 Shares representing approximately 71.8% of the existing issued share capital of the Company. Furthermore, EPS USA is a wholly-owned subsidiary of EPS Holdings, therefore, EPS USA is a connected person of the Company under Rule 14A.07 of the Listing Rules. Hence, the transactions contemplated under the 2026 Framework Purchase Agreement constitute continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

As the highest of applicable percentage ratios in respect of the 2027-2029 Annual Caps under the 2026 Framework Purchase Agreement exceeds 5% and the total consideration exceeds HK\$10,000,000 on an annual basis, the transactions contemplated under the 2026 Framework Purchase Agreement as well as the 2027-2029 Annual Caps are subject to the reporting, announcement, circular, annual review and the Independent Shareholders’ approval requirement under Chapter 14A of the Listing Rules.

EPS Holdings is owned as to approximately 67.26% by Y&G Limited, a company incorporated in Japan which is in turn wholly-owned by Mr. Yan Hao and the remaining 32.74% equity interest of EPS Holdings are owned as to 20.00% by Suzuken Co., Ltd, a company listed on the Tokyo Stock Exchange, Inc. in Japan (stock code 9987), 1.89% by Mr. Yan Hao, and 10.85% by others (including Mr. Washikita Kenichiro, Mr. Miyano Tsumoru, Mr. Narumi Shoichi and Mr. Liang Fei, being Directors, holding in aggregate less than 1% of the issued share capital of EPS Holdings).

Mr. Washikita Kenichiro, Mr. Miyano Tsumoru, Mr. Narumi Shoichi and Mr. Liang Fei, the Directors who have beneficial interests in EPS Holdings, and Mr. Uematsu Takahiro who hold certain position in EPS Holdings, are considered to have material interest or conflict of interest in the 2026 Framework Purchase Agreement, and accordingly, have abstained from voting on the relevant board resolutions proposed to approve the 2026 Framework Purchase Agreement and the transactions contemplated thereunder. Save as disclosed above, none of the Directors has any interest in the 2026 Framework Purchase Agreement and the transactions contemplated thereunder and were required to abstain from voting on the relevant board resolutions.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

An Independent Board Committee comprising all the independent non-executive Directors has been established to advise the Independent Shareholders on whether the terms and the 2027-2029 Annual Caps under the 2026 Framework Purchase Agreement are fair and reasonable and in the interests of the Company

LETTER FROM THE BOARD

and the Shareholders as a whole. With the approval of the Independent Board Committee, Veda Capital Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard. The letter from the Independent Board Committee is set out on page 15 in this circular and the letter from the Independent Financial Adviser is set out on pages 16 to 35 in this circular.

EGM

The EGM will be convened and held by the Company on Friday, 31 July 2026 at 10:00 a.m. at 35/F, Dah Sing Financial Centre, 248 Queen's Road East, Wanchai to seek the approval from the Independent Shareholders for the 2026 Framework Purchase Agreement, the transactions contemplated thereunder and the 2027-2029 Annual Caps by way of poll. The notice of the EGM is set out on pages EGM – 1 to EGM – 2 of this circular.

EPS Holdings and its associates shall abstain from voting in favour of the 2026 Framework Purchase Agreement, the transactions contemplated thereunder and the 2027-2029 Annual Caps at the EGM. Save for EPS Holdings, to the best knowledge, information and belief of the Directors, no other Shareholders or any of their respective associates have a material interest in the 2026 Framework Purchase Agreement and the transactions contemplated thereunder, and accordingly are required to abstain from voting at the EGM.

VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the voting on all resolutions at the EGM will be conducted by way of poll.

RECOMMENDATION

The Directors (including the independent non-executive Directors who have expressed their views in the letter from the Independent Board Committee after taking into account the advice of the Independent Financial Adviser) consider that the terms of the 2026 Framework Purchase Agreement, the transactions contemplated thereunder and the 2027-2029 Annual Caps are fair and reasonable and are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors (including the independent non-executive Directors who have expressed their views in the letter from the Independent Board Committee after taking into account the advice of the Independent Financial Adviser) recommend the Independent Shareholders to vote for the resolutions to approve the 2026 Framework Purchase Agreement, the transactions contemplated thereunder and the 2027-2029 Annual Caps at the EGM.

You are advised to read the letter from the Independent Board Committee and the letter from the Independent Financial Adviser before deciding how to vote on the resolutions relating to the 2026 Framework Purchase Agreement, the transactions contemplated thereunder and the 2027-2029 Annual Caps to be proposed at the EGM.

LETTER FROM THE BOARD

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular and the notice convening the EGM.

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

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



EPS Creative Health Technology Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3860)

15 July 2026

To: the Independent Shareholders

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTION PURCHASES OF PRODUCTS FROM CONNECTED PERSON

We refer to the circular of the Company dated 15 July 2026 (the “**Circular**”) to the Shareholders of the Company, of which this letter forms part. Capitalised terms used herein shall have the same meanings as defined in the Circular unless the context otherwise requires.

We have been appointed as the Independent Board Committee to advise the Independent Shareholders as to whether the 2026 Framework Purchase Agreement, the transactions contemplated thereunder and the 2027-2029 Annual Caps are fair and reasonable as far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole.

We wish to draw your attention to the letter from the Board and the letter from the Independent Financial Adviser set out on pages 4 to 14 and pages 16 to 35 of the Circular, respectively, and the additional information set out in the appendix to the Circular.

Having taken into account the advice of the Independent Financial Adviser, we concur with the view of the Independent Financial Adviser and consider that the 2026 Framework Purchase Agreement, the transactions contemplated thereunder and the 2027-2029 Annual Caps are fair and reasonable so far as the Independent Shareholders are concerned, and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the resolution to be proposed at the EGM to approve the Framework Purchase Agreement, the transactions contemplated thereunder and the 2027-2029 Annual Caps.

Yours faithfully,

For and on behalf of the Independent Board Committee

Mr. Chan Cheuk Ho
Independent
non-executive Director

Mr. Choi Koon Ming
Independent
non-executive Director

Mr. Saito Hironobu
Independent
non-executive Director

Ms. Zhang Cuiping
Independent
non-executive Director

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the full text of the letter of advice from the Independent Financial Adviser setting out the advice to the Independent Board Committee and the Independent Shareholders in respect of the 2026 Framework Purchase Agreement and the transactions contemplated thereunder and the 2027-2029 Annual Caps which has been prepared for the purpose of inclusion in this circular.

VEDA | CAPITAL
智 略 資 本

15 July 2026

*To the Independent Board Committee and the Independent Shareholders of
EPS Creative Health Technology Group Limited*

Dear Sirs or Madams,

CONTINUING CONNECTED TRANSACTION PURCHASES OF PRODUCTS FROM CONNECTED PERSON

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders on whether the terms and the 2027-2029 Annual Caps under the 2026 Framework Purchase Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole, details of which are set out in the letter from the Board (the **“Board Letter”**) contained in the circular of the Company dated 15 July 2026 (the **“Circular”**), of which this letter forms part. Terms used herein shall have the same meanings as those defined in the Circular unless the context otherwise requires.

Following the expiry of the 2023 Framework Purchase Agreement on 31 March 2026, EP Trading and EPS USA have entered into the 2026 Framework Purchase Agreement on 27 April 2026 to renew the 2023 Framework Purchase Agreement pursuant to which EP Trading has agreed to purchase, and EPS USA has agreed to sell the Products for the three financial years ending 31 March 2029.

As at the Latest Practicable Date, EPS Holdings, the controlling shareholder of the Company, beneficially holding 375,000,000 Shares representing approximately 71.8% of the existing issued share capital of the Company. EPS USA is a wholly-owned subsidiary of EPS Holdings, therefore EPS USA is a connected person of the Company under Rule 14A.07 of the Listing Rules. Accordingly, the transactions contemplated under the 2026 Framework Purchase Agreement constitute continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

As the maximum amount of the 2027-2029 Annual Caps under the 2026 Framework Purchase Agreement exceeds HK\$10,000,000 per annum and the highest of the applicable percentage ratios calculated with reference to which exceeds 5%, the transactions contemplated under the 2026 Framework Purchase Agreement as well as the 2027-2029 Annual Caps are subject to the reporting, announcement, circular, annual review and the Independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

In light of the above, the Independent Board Committee, comprising Mr. Chan Cheuk Ho, Mr. Choi Koon Ming, Mr. Saito Hironobu and Ms. Zhang Cuiping, being all the independent non-executive Directors, has been established to advise the Independent Shareholders on whether the terms and the 2027-2029 Annual Caps under the 2026 Framework Purchase Agreements are fair and reasonable and in the interests of the Company and the Shareholders as a whole. We, Veda Capital Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

OUR INDEPENDENCE

As at the Latest Practicable Date, we do not have any relationships or interests with the Company or any other parties that could reasonably be regarded as relevant to our independence. Save for the appointments (i) as the independent financial adviser to the Company in respect of the sale and purchase agreement entered into on 19 February 2025 and the transactions contemplated thereunder; (ii) as the independent financial adviser to the Company in respect of the sale and purchase agreement entered into on 12 February 2026 and the transactions contemplated thereunder; and (iii) this appointment as the Independent Financial Adviser, there were no other engagements between us and the Group in the past two years that could reasonably be regarded as relevant to our independence. Apart from normal professional fees paid or payable to us in connection with this transaction, no other arrangement exists whereby we had received or would receive any fees or benefits from the Company or any parties that could reasonably be regarded as relevant to our independence. Accordingly, we consider ourselves independent in accordance with Rule 13.84 of the Listing Rules.

BASIS OF OUR OPINION

In formulating our opinion and advice, we have relied upon the accuracy of the information and representations contained in the Circular and information provided to us by the Directors and the management of the Company (collectively, the “**Management**”). We have assumed that all statements, information and representations made or referred to in the Circular and all information and representations which have been provided by the Management, for which they are solely and wholly responsible, were true at the time they were made and continue to be true as at the Latest Practicable Date.

We have also assumed that all statements of belief, opinion and intention made by the Directors in the Circular were reasonably made after due enquiry and careful consideration and there are no other facts not contained in the Circular, the omission of which make any such statement contained in the Circular misleading. The Shareholders will be notified of material changes as soon as possible, if any, to the information and representations provided and made to us after the Latest Practicable Date and up to and including the date of the EGM.

As set out in the Circular, the Directors have collectively and individually accepted full responsibility for the accuracy of the information contained in the Circular and have confirmed, having made all reasonable enquiries that, to the best of their knowledge and belief, there are no omissions of other facts that would make any statements in the Circular misleading. As the Independent Financial Adviser, we take no responsibility for the contents of any part of the Circular, save and except for this letter. We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have no reason to believe that any information and representations relied on by us

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

in forming our opinion is untrue, inaccurate or misleading, nor are we aware of any omission of any material facts that would render the information provided and the representations made to us untrue, inaccurate or misleading. In rendering our opinion in the Circular, we have also researched, analysed and relied on (i) the Circular and information provided by the Company; (ii) information of the Group, including but not limited to, the published financial reports of the Company for the year ended 31 December 2024 and for the six months ended 30 June 2025; (iii) the information obtained from the websites of the Stock Exchange, the Japan External Trade Organization and the Japan Agency for Medical Research and Development.

In light of the above, we consider that we have performed all reasonable steps as required under Rule 13.80 of the Listing Rules (including the notes thereto) to formulate our opinion and recommendation. We have not, however, conducted any independent in-depth investigation into the business affairs, financial position or future prospects of the Group, nor have we carried out any independent verification of the information provided by the Management.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinion and recommendations to the Independent Board Committee and the Independent Shareholders, we have taken into consideration the following principal factors and reasons. Our conclusions are based on the results of all analyses taken as a whole.

1. Background and financial information of the Group

The Company is an investment holding company and its subsidiaries are principally engaged in the (i) trading of apparel products (the “**Garment Business**”); (ii) trading of healthcare and medicated products and leasing of medical devices (the “**HCP Business**”); and (iii) provision of innovation research organization (“**IRO**”) business with specialized contract research organization services (“**CRO**”, and together with IRO the “**IRO/CRO Business**”).

Financial performance of the Group

Set out below is a summary of the consolidated financial information of the Group as extracted from the published financial reports of the Company.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(i) *for the six months ended 30 September 2024 and 2025*

	For the six months ended	
	30 Sep 2024	30 Sep 2025
	<i>HK\$'000</i>	<i>HK\$'000</i>
Revenue	346,878	223,932
– <i>Garment Business</i>	244,981	76,859
– <i>HCP Business</i>	73,408	101,709
– <i>IRO/CRO Business</i>	28,489	45,364
Gross profit	49,551	37,767
Other income and gains	29,731	3,215
Expenses (note)	(55,234)	(38,409)
Finance costs	(4,746)	(3,597)
Profit/(Loss) attributable to the equity holders of the Company	14,684	(4,073)

Note: including research and development, administrative and selling and distribution expenses.

As illustrated in the table above, the Group's revenues for the six months ended 30 September 2024 and the six months ended 30 September 2025 amounted to approximately HK\$346.9 million and approximately HK\$223.9 million respectively, representing a decline of approximately 35.4%. This decrease was primarily attributable to the decrease in the overall sales volume of the major customers headquartered in the USA in the Garment Business, despite revenue growth in each of the HCP Business and IRO/CRO Business for the six months ended 30 September 2025 as compared to the corresponding period in 2024.

The Group performance shifted from a profit attributable to the equity holders of the Company of approximately HK\$14.7 million for the six months ended 30 September 2024 to a loss attributable to the equity holders of the Company of approximately HK\$4.1 million for the six months ended 30 September 2025, representing a net adverse change of approximately HK\$18.8 million. As advised by the Company, this turnaround from profit to loss was mainly attributable to, among others, the combination of reduced non-operating/other income items and the contraction in the Garment Business as a result of the decrease in the overall sales volume of the major customers headquartered in the USA during the relevant reporting period.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(ii) *for the financial years ended 31 March 2024 and 2025*

	For the financial years ended	
	31 Mar 2024	31 Mar 2025
	<i>HK\$'000</i>	<i>HK\$'000</i>
Revenue	644,615	544,522
– <i>Garment Business</i>	466,978	329,716
– <i>HCP Business</i>	139,488	169,592
– <i>IRO/CRO Business</i>	38,149	45,214
Gross profit	99,257	94,578
Other income, gains and losses	11,883	50,169
Expenses (<i>note</i>)	(128,122)	(103,025)
Finance costs	(7,070)	(8,306)
Profit/(Loss) attributable to the equity holders of the Company	(22,066)	38,585

Note: including research and development, administrative and selling and distribution expenses.

The Group's revenues for the financial year ended 31 March 2024 and the financial year ended 31 March 2025 amounted to approximately HK\$644.6 million and approximately HK\$544.5 million respectively, representing a decrease of approximately 15.5%. This decrease was mainly attributable to a significant decline in the Garment Business, where revenue fell by approximately 29.4% – from approximately HK\$466.98 million to approximately HK\$329.7 million – that was mainly due to the decrease in the overall sales volume of the major customers headquartered in the USA.

The Group performance showed a notable turnaround, shifting from a loss attributable to the equity holders of the Company of approximately HK\$22.1 million for the financial year ended 31 March 2024 to a profit attributable to the equity holders of the Company of approximately HK\$38.6 million for the financial year ended 31 March 2025, representing a net positive change of approximately 60.7 million. As advised by the Company, this turnaround from loss to profit was mainly attributable to, among other things, (i) substantial gains of approximately HK\$43.2 million received from the disposal of its subsidiaries; and (ii) effective cost controls and reductions in its expenses, reflecting disciplined resource management amid the revenue contraction.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(iii) *Segments contribution to the Group's revenue*

Breakdown of the segment contribution to the Group's revenues for the financial years ended 31 March 2024 and 2025 and for the six months ended 30 September 2024 and 2025 are as follows:

	For the years ended		For the six months ended	
	31 Mar 2024	31 Mar 2025	30 Sep 2024	30 Sep 2025
	%	%	%	%
Garment Business	72.44	60.55	70.62	34.32
HCP Business	21.64	31.15	21.16	45.42
IRO/CRO Business	5.92	8.30	8.22	20.26
Total	100.00	100.00	100.00	100.00

We noted that the Group's revenue was primarily derived from the Garment Business during the periods under review set out above. However, its contribution has declined mainly driven by the decrease in the overall sales volume of the major customers headquartered in the USA – from approximately 72.44% for the year ended 31 March 2024 to approximately 60.55% for the year ended 31 March 2025 and from approximately 70.62% for the six months ended 30 September 2024 to approximately 34.32% for the six months ended 30 September 2025. In contrast, the healthcare-related businesses (i.e. the HCP Business and the IRO/CRO Business) – which are gaining increasing market awareness and benefiting from favorable government policies support in the PRC – have seen their combined contribution increase over time, accounting for more than half of the Group's total revenue for the six months ended 30 September 2025.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Financial positions of the Group

Set out below is a summary of the consolidated statement of financial position of the Group as extracted from the published annual report of the Company for the year ended 31 March 2025 and the published interim report of the Company for the six month 30 September 2025.

	31 Mar 2024	As at 31 Mar 2025	30 Sep 2025
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Current assets	211,929	231,761	252,599
Non-current assets	217,956	105,088	98,860
Total Assets	429,885	336,849	351,459
Current liabilities	205,030	80,222	181,939
Non-current liabilities	86,673	94,104	12,545
Total Liabilities	291,703	174,326	194,484
Net current assets	6,899	151,539	70,660
Net Assets	138,182	162,523	156,975

The Group's total assets as of 30 September 2025 amounted to approximately HK\$351.5 million, comprising current assets of approximately HK\$252.6 million and non-current assets of approximately HK\$98.9 million. The Group's current assets primarily consist of (i) bank and cash balances of approximately HK\$118.7 million; (ii) trade and other receivables (including trade receivables from customers, prepayments, deposits, and others) of approximately HK\$94.6 million; and (iii) inventories of approximately HK\$32.9 million.

The Group's total assets of approximately HK\$351.5 million as at 30 September 2025 represented a slight increase of approximately 4.3% from approximately HK\$336.8 million as at 31 March 2025. As advised by the Company, this modest growth in total assets was mainly driven by, expansion in current assets contributed by increased in the inventories as a result of the business expansion and buildup of stock in the HCP Business to support higher sales and new distributed channels as well as in the trade and other receivables resulted from the growing HCP Business and the IRO/CRO Business.

The Group's total liabilities as of 30 September 2025 amounted to approximately HK\$194.5 million, comprising current liabilities of approximately HK\$181.9 million and non-current liabilities of approximately HK\$12.5 million. The Group's current liabilities are primarily composed of (i) trade and other payables and accruals of approximately HK\$64.9 million; (ii) amounts due to related parties of approximately HK\$54.6 million; (iii) amounts due to non-controlling interests of approximately HK\$29.2 million; and (iv) contract liabilities of approximately HK\$23.1 million.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Group's total liabilities of approximately HK\$194.5 million as at 30 September 2025 represented an increase of approximately 11.6% from approximately HK\$174.3 million as at 31 March 2025, mainly driven by the increase in trade and other payables and accruals and contract liabilities.

Overall, the Group's net asset position resulted in a modest decrease from approximately HK\$162.5 million as at 31 March 2025 to approximately HK\$157.0 million as at 30 September 2025.

2. Information on the EPS USA

EPS USA is incorporated in United States with limited liability and principally engaged in trading and exporter services. As at the Latest Practicable Date, EPS USA is a wholly-owned subsidiary by EPS Holdings and is a connected person of the Company under the Listing Rules.

The primary functions of EPS USA are the purchase agent of the Company and logistics coordination solely on behalf of the Company and which is the main purpose of the Company cooperating with EPS USA. EPS USA provides custom clearance service to the Group which facilitates the Group's trading and distribution of the Products and reduces the overall administrative cost incurred to the Group. EPS USA is also able to provide an organized quality control service in respect of the Products and supplier management by day-to-day communication and may potentially refer more suppliers to the Group which could broaden the Group's suppliers base in this segment.

3. Reasons for and benefits of entering into the 2026 Framework Purchase Agreement

EP Trading is a company established in Japan and is principally engaged in the business of sourcing and distribution of large and medium-sized equipment and supplies for preclinical trials, and medical healthcare products, including import sales and domestic distribution in Japan and overseas distribution to the PRC. EP Trading has a long-established business operation and connection in the sourcing and distribution of large and medium-sized equipment and supplies for preclinical trials, and medical healthcare products and overseas distribution of products.

As EP Trading has not established any internal department for supplier management, logistics management and customs clearance and it would incur material initial costs for setting up specific departments to handle the management of supplier, management of logistics and clearance of customs, EP Trading has been seeking assistance from EPS USA for handling the clearance of custom so as to continue the ordinary business. The entering into of the 2026 Framework Purchase Agreement is fair and reasonable and is beneficial to the Group and Shareholders as a whole by (i) reducing the unnecessary administrative costs, resources and time for handling the supplier management, logistics management and customs clearance for the Products procurement required by EP Trading; (ii) avoiding to seek the approval from Independent Shareholders for each Transactions; and (iii) maintaining the high efficiency of the trading business of EP Trading. Accordingly, the Board considers that EPS USA is well positioned to support the Group's procurement needs and that the entering into of the 2026 Framework Purchase Agreement would allow the Group to continue to secure a stable and reliable supply of quality Products for meeting the demand from customers and supporting the growth of the laboratory supply distribution business of the Group.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The entering into of the 2026 Framework Purchase Agreement allows the Group to continue its business activities with EPS USA which aligns well with the Group's ongoing business in the healthcare products and pre-clinical research segments. As mentioned in the section headed "1. Background and financial information of the Group" in the above, the Group has continued to develop its healthcare-related activities, with the increasing health-awareness and the corresponding demand for drug development and testing services. The Group's recent financial performance reflects this momentum, with the contribution of its healthcare-related businesses increase over time amid post-pandemic recovery. By maintaining a stable and cost-efficient procurement channel through EPS USA, the renewed arrangement enables the Group to capture further market opportunities, sustain operational scalability, and ultimately generate enhanced returns for Shareholders as the business continues to develop.

We were given to understand by the Company that the customers of EP Trading place strong emphasis on the quality and consistency of the pre-clinical animal testing consumables, as any variation in product specifications could materially affect the reliability and reproducibility of trial results. To meet these stringent customer requirements, EP Trading sources the Products from certain well-established international brand names that are recognized for high quality and stable formulations. The transactions under the existing 2023 Framework Purchase Agreement have therefore demonstrated a strong proven track record, with all purchases conducted smoothly and in full compliance with the agreed pricing mechanism (cost plus a modest mark-up) and the approved annual caps. After years of cooperation, EP Trading and EPS USA have developed a strong familiarity with each other's sourcing procedures, quality expectations and operational workflows. This established relationship is valuable as it improves procurement efficiency, minimizes potential errors and ensures more reliable and timely supply of the Products to the Group. EPS USA has consistently delivered reliable and consistent quality of products that meet the Group's stringent specifications and regulatory requirements for pre-clinical research activities. This reliability has been instrumental in supporting uninterrupted business continuity for EP Trading's trading operations and the Group's broader healthcare and pre-clinical services segment, minimizing supply chain disruptions and ensuring that the Group can fulfil its customer commitments in a timely and efficient manner.

Furthermore, it is mentioned in the Directors assessment that the Group does not maintain its own dedicated procurement department for supplier selection, logistics coordination, customs clearance, and related administrative functions in respect of pre-clinical animal testing consumables. Establishing and operating such an internal department would involve additional upfront and recurring costs, including recruitment of experienced staff, setting up office facilities, investment in systems and training, as well as ongoing operational expenses. In contrast, EPS USA has established expertise and supplier networks and proven experience in sourcing quality pre-clinical animal testing consumables from international markets. In particular, as the Group sources the Products from certain well-established international brand names to meet customers' stringent requirements on quality and consistency, the Group values party with substantial experience in handling importation into Japan, given that importing these products from international markets involves relatively high shipping and tax expenses.

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Considering the above, we have reviewed the management accounts of EPS USA for the three years ended 31 December 2025 and noted that over 85% of its revenue was generated from conducting business activities for EP Trading. As such, the majority of EPS USA's operating expenses are directly attributable to the provision of custom services to EP Trading. We further noted that EPS USA's annual general and administrative expenses range from around USD0.20 million (equivalent to HK\$1.56 million based on exchange rate of USD1 to HK\$7.8) to USD0.22 million (equivalent to HK\$1.72 million based on exchange rate of USD1 to HK\$7.8). In contrast, under the existing 2023 Framework Purchase Agreement, the Group only pays a mark-up of 3% on the cost of the Products. Based on the historical transactions amount (as set out under the section headed "5. Basis for determining the 2027-2029 Annual Caps" in this letter), this 3% mark-up ranged from approximately HK\$576,000 to HK\$777,000 for the three years ended 31 March 2026. This comparison demonstrates that the cost incurred by the Group under the current arrangement is lower than the expenses that would be required to establish and operate its own dedicated department or subsidiary in the United States to handle customs clearance, logistics coordination, and supplier management.

In addition to the above, the Management explains that the competitive advantages of EPS USA, including its familiarity with local pricing dynamics and long-standing relationships with suppliers, enable it to obtain the Products on better commercial terms than the Group could likely achieve independently. EP Trading, through EPS USA which is responsible for providing customs clearance services, supplier management, including day-to-day communication with relevant suppliers and logistics management, including the coordination of the shipping arrangement for the Products, will be able to benefit from efficient and reliable procurement services without incurring the significant additional resources and time that would otherwise be required to build comparable internal capabilities.

Having taken into account (i) the clear alignment of the 2026 Framework Purchase Agreement with the Group's business development in its existing business portfolio, which is expected to help the Group capitalize on market growth and deliver enhanced returns to Shareholders; (ii) the satisfactory proven track record, reliable supply and consistent product quality delivered by EPS USA that have effectively supported the Group's business continuity; and (iii) the cost savings and operational efficiency gained from the Group not maintaining its own dedicated procurement department, together with EPS USA's established expertise, resources and experience, we are of the view that the entering into of the 2026 Framework Purchase Agreement is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

4. Principal terms of the 2026 Framework Purchase Agreement

The principal terms of the 2026 Framework Purchase Agreement are as follows

Date	27 April 2026 (after trading hours of the Stock Exchange)
Parties	EP Trading, as purchaser EPS USA, as supplier
Term	From 1 April 2026 to 31 March 2029
Subject Matter	The purchase of Products by EP Trading from EPS USA The Products include the pre-clinical animal testing consumables including purified diets for lab animals, animal bedding, animal cage and other consumables.
Pricing basis	The price of the Products shall be determined with reference to:– (i) the total acquisition costs of Products purchased by EPS USA from its suppliers (the “Original Selling Price”) plus a percentage mark-up (tax-inclusive), which is not more than 3% (i.e. $\text{price} = \text{cost} \times (1 + 3\% \text{ mark-up})$); and (ii) the terms agreed with other suppliers (the “Products Suppliers”) who are Independent Third Parties for the Products of comparable quality, ingredients, formula and quantities and applicable foreign exchange rates in recent transactions.

The price and the terms of the purchase of the Products shall be agreed after arm’s length negotiation between EP Trading and EPS USA based on normal commercial terms (as defined in the Listing Rules), and in any event shall be no less favourable to the terms purchased by EP Trading from Independent Third Parties.

Having reviewed the 2026 Framework Purchase Agreement, we noted that the principal terms of the agreement, including the pricing mechanism of cost plus a mark-up (tax inclusive) of no more than 3%, are materially the same as those under the 2023 Framework Purchase Agreement.

Under the 2026 Framework Purchase Agreement, the Group will continue to source the Products from the Products Suppliers, which are Independent Third Parties, at the Original Selling Price. Quotations obtained from these suppliers will be evaluated by the management of EP Trading, and final

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

acquisition prices (i.e. Original Selling Price) will be confirmed after arm's length negotiations between EP Trading and the Products Suppliers. The purchase price payable by EP Trading to EPS USA will then be calculated based on the Original Selling Price plus a mark-up (tax-inclusive) of no more than 3%, regardless of the type of the Products purchased.

As customers of EP Trading place strong emphasis on the quality and consistency of the pre-clinical animal testing consumables, as any variation in product specifications could materially affect the reliability and reproducibility of trial results. To meet these stringent customer requirements, EP Trading sources the Products from certain well-established international brand names that are recognized for high quality and stable formulations. In order to distribute these Products in Japan, EP Trading enters into separate distribution agreements with the Products Suppliers to obtain the necessary regulatory approvals and distribution rights in Japan. The pricing of Products by EP Trading purchasing from Products Suppliers were directly agreed after arm's length negotiations between EP Trading and the Products Suppliers. While it is not feasible for EP Trading to obtain alternative quotations from independent third-party suppliers for these specific branded products, the management of EP Trading actively evaluates the quotations received. The procurement team of EP Trading will cross check the agreed quotation obtained from the Products Suppliers against the terms offered by EPS USA. The management conducts negotiations with the Products Suppliers where appropriate and makes purchase decisions only after comparing the offered prices with historical quotations (that may be tracked from the historical sales invoices), ensuring that the purchase price remains at a level that preserves EP Trading's profit margin. In addition, the quantity of each order is determined by the management of EP Trading after taking into account historical purchasing patterns and expected customer demand. In light of the above-mentioned, we have reviewed two invoice samples of EPS USA to EP Trading for each of the three years ended 31 March 2026 (the "Invoices") and noted that (i) the prices charged by EPS USA to EP Trading were the same as the Original Selling Price, as confirmed by EP Trading, from the Products Suppliers to EPS USA; and (ii) the mark-ups applied by EPS USA to EP Trading was consistently not more than 3%. This confirms that the pricing mechanism is consistent with the pricing policy of the historical transactions of the Products between EP Trading and EPS USA. Moreover, we have compared the quotations from the Products Suppliers to EP Trading, with the items across the two Invoices for the year ended 31 March 2026, which comprises of 19 different Products. Upon comparing them with their respective Original Selling Price, all pricing figures were found to be fully consistent and matched.

We are of the view that, taking into account that there are no independent quotations and the quotations from Product Suppliers will be reviewed by the management of EP Trading, through its internal evaluation and approval process – which includes comparing offered prices against historical quotations and approving orders only when a reasonable profit margin can be maintained – the pricing under the 2026 Framework Purchase Agreement is fair and reasonable.

As mentioned in the Board Letter, EP Trading was unable to identify alternative independent service providers capable of offering procurement agency or similar support services – including supplier management, logistics coordination and customs clearance for the Products – on terms comparable and more favorable than the 3% mark-up charged by EPS USA. We were also given to understand by the Company, EP Trading has conducted a market search to identify independent third-party service providers capable of providing services comparable to those provided by EPS USA, including supplier management, logistics coordination and customs clearance in relation to the Products. Based

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on such review, EP Trading has identified two alternative service providers offering procurement agency or similar support services. However, these two providers have quoted pricing terms at fixed mark-up ranging from 10% to 15%, which are considerably less favorable to EP Trading than the fixed 3% mark-up charged by EPS USA. In light of the circumstance, we have reviewed the management accounts of EPS USA for the two years ended 31 December 2025 and noted that the segment results relating to the provision of the custom clearance and supplier management services to EP Trading were closed to breakeven. We also observed from the Invoices that the total administrative expenses incurred by EPS USA in providing these services is equivalent to approximately 3% of the total acquisition costs of the Products indicating that the 3% mark-up is essentially charged on a cost-recovery basis to cover the value-added services provided by EPS USA. Such a low and transparent mark-up would be difficult for other independent third party service providers to match on a commercially viable basis. In addition, we have considered that (i) EP Trading has a long-established cooperation history and working relationship with EPS USA, which ensures service quality, reliability and consistency – factors that would be difficult to replicate immediately with new service provider; (ii) EPS USA has established working relationships with the Group's existing Product Suppliers, enabling more efficient supplier management and avoiding unnecessary coordination time; and (iii) there is inherent uncertainty regarding the service quality, responsiveness, and reliability that a new independent service provider could offer, particularly in the areas of customs clearance into Japan and logistics coordination for specialized pre-clinical products. Furthermore, if the Group were to establish its own procurement department or appoint other third parties to perform similar services, let alone the risk of operational disruption arising from such changes, it is likely that higher costs would be incurred, which would adversely affect the performances of EP Trading.

Our assessment and conclusion

In assessing whether this pricing mechanism is on normal commercial terms, not more favourable to EPS USA than to independent third parties, and fair and reasonable, we have performed the following work:

- Reviewed the management accounts of EPS USA relating to the services provided to EP Trading for the two years ended 31 December 2025;
- Discussed with the management of the Company and EP Trading the basis of determining the Original Selling Price and the 3% mark-up;
- Reviewed the Invoices and supporting documents for transactions conducted under the 2023 Framework Purchase Agreement;
- Compared the 3% mark-up against the estimated costs that the Group would incur if it were to establish and operate its own dedicated procurement department in Japan; and
- Considered the nature and scope of value-added services provided by EPS USA (including supplier sourcing and management, logistics coordination, customs clearance into Japan, and quality assurance).

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We note that the 3% mark-up (tax inclusive) is a fixed and transparent service fee charged on top of the actual acquisition cost from the international brand owners. Our review of EPS USA's management accounts indicates that this mark-up is charged substantially on a cost-recovery basis, as the general and administrative expenses incurred by EPS USA in providing the relevant services (staff costs, logistics, customs clearance, etc.) are close to or exceed the amount of the 3% mark-up received.

To further assess the fairness and reasonableness of the 3% mark-up, we have conducted research on recent continuing connected transactions by companies listed on the Stock Exchange based on the publication dates of their circulars during the period from 27 October 2025 to 27 April 2026 (the **"Review Period"**), being a period of approximately six months prior to the date of the 2026 Framework Purchase Agreement. We consider the Review Period to be appropriate as it covers a sufficiently recent timeframe to reflect prevailing market conditions at the time of entering into the 2026 Framework Purchase Agreement, thereby providing an appropriate balance between ensuring data recency and obtaining a meaningful number of comparable transactions to substantiate our analysis. Within the Review Period, we have identified an exhaustive list of 4 comparable transactions (**"Comparables"**) in total, involving continuing connected transactions for the supply of products that are for pre-clinical or medical related structured on a cost-plus pricing arrangement, which fundamentally aligns with the pricing mechanism for the transactions contemplated under the 2026 Framework Purchase Agreement. Independent Shareholders should note that, among other matters, the products or services involved, business backgrounds, financial performance, and specific operational roles of the respective listed issuers under the Comparables may differ from those of the Company. As such, the comparison between the terms of the 2026 Framework Purchase Agreement and those of the Comparables is not on an identical basis and they shall not yield a perfectly representative direct comparison.

Despite of the above limitations, we are of the view that the operational diversity across these transactions is still beneficial, as it allows us to examine connected transaction pricing structures from a wider commercial angle, capturing broader market practices across various business segments. Accordingly, we are of the view that the Comparables serve as a fair and reasonable sample reference and provide valuable independent benchmarks to assess whether the 3% mark-up rate applied in the 2026 Framework Purchase Agreement is fair, reasonable, and consistent with normal commercial terms adopted by listed companies during the Review Period. This comparative analysis is utilized as a general reference and forms part of our analysis, supplementing our other work done for our overall assessment of the 3% mark-up, and subsequently helping us in arriving our final conclusion.

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Set out below are the summary details of the Comparables:

	Date	Company (stock code)	Products/Services involved	Cost-plus Pricing Mechanism
1	26/3/2026	VISEN Pharmaceuticals (2561)	Supply of medical and biopharmaceutical related products	Costs plus a mark-up of 20%
2	23/12/2025	China Resources Medical Holdings Company Limited (1515)	Supply of medical consumables and medical devices and non-medical supply	When no regulated guided prices, the sale prices will apply cost plus arrangement, industry standard after deducting cost and expenses typically around 6 to 8%
3	27/11/2025	UNQ Holdings Limited (2177)	OTC drugs and healthcare products	Cost plus basis with mark-up rate no more than 8%
4	15/12/2025	Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd. (6990)	Providing auxiliary R&D services covering a combination of preclinical, clinical- stage back-office and outsourced technical support services	Cost plus a margin rate between 10.0% and 19.9%

The Company's proposed 3% mark-up, which operates on a cost-recovery basis is effectively equated to a cost-plus a reasonable profit margin framework, which sits well-below those disclosed margins of the identified market peers as illustrated in the comparable table above, demonstrating that the pricing terms are conservative. Accordingly, we consider that the pricing mechanism of 3% mark-up (tax inclusive) under the 2026 Framework Purchase Agreement is on normal commercial terms and is fair and reasonable so far as the Independent Shareholders are concerned.

Furthermore, by engaging EPS USA, the Group avoids significant upfront and recurring costs associated with setting up its own procurement department in Japan, which we estimate would materially exceed the 3% mark-up. The 3% mark-up therefore provides the Group with a cost-efficient procurement channel while ensuring supply reliability and product quality.

Based on the foregoing, we are of the view that the pricing mechanism of cost plus a 3% mark-up (tax inclusive) is (i) on normal commercial terms as it is determined on an arm's length basis with reference to actual acquisition costs plus fixed percentage; (ii) not more favorable to EPS USA than to independent third parties given that the mark-up appear to be on a cost-recovery basis after taking

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into account the services rendered; (iii) operates on a cost-recovery basis and effectively equates to a cost plus a reasonable profit margin framework, which sits well-below those disclosed margins of the identified market peers, demonstrating that the pricing terms are conservative; and (iv) fair and reasonable so far as the Independent Shareholders are concerned, as it enables the Group to achieve substantial cost savings compared to building internal capabilities, while maintaining stable and high-quality supply of Products to meet its customers' requirements.

Having considered, in particular (i) that the principal terms of the 2026 Framework Purchase Agreement are materially the same as the previous agreement; (ii) our review of sample invoices which confirmed that the Original Selling Prices were properly passed through and the 3% mark-up was consistently applied; and (iii) the management accounts of EPS USA which demonstrated that the 3% mark-up is charged substantially on a cost basis to cover the services rendered, we are of the view that the pricing policy under the 2026 Framework Purchase Agreement is on normal commercial terms, not more favourable to EPS USA than to independent third parties, and fair and reasonable so far as the Shareholders of the Company are concerned.

Also set out in the Board Letter, to further ensure the terms of the 2026 Framework Purchase Agreement are on normal commercial terms and fair and reasonable to the Company and the Shareholders and are no less favourable than those offered by the Group to the Independent Third Parties, the Company has formulated the following internal control policies and adopted the following internal control measures:

- (i) the finance department of the Company (the “**Finance Department**”) will closely monitor the transactions on a monthly basis under the 2026 Framework Purchase Agreement to ensure that the transactions amount will not exceed the 2027-2029 Annual Caps;
- (ii) in the event that the anticipated transaction amounts are expected to exceed the 2027-2029 Annual Caps, the Finance Department will discuss with the management of the Company to consider the necessity to revise the 2027-2029 Annual Caps based on the estimated transaction amounts and any of revision will be subject to the approval of the Board, the board of directors of EP Trading and the Independent Shareholders (if there is any adjustments to the 2027-2029 Annual Caps, the Company will re-comply with the relevant requirements under the Listing Rule 14A.54);
- (iii) the Finance Department will conduct regular random checks on a quarterly basis to review and assess whether the transactions contemplated under the 2026 Framework Purchase Agreement are conducted on normal commercial terms, in accordance with the terms set out in the 2026 Framework Purchase Agreement and whether the relevant contract terms are in the interest of the Company and the Shareholders as a whole (for example, the maximum price of the Products to be offered to the Group must not be higher or equal to the acquisition cost together with 3% markup thereon of the Products as procured by EPS USA);
- (iv) the audit committee of the Company will conduct annual review on the transactions contemplated under the 2026 Framework Purchase Agreement to report if the transaction amounts are within the 2027-2029 Annual Caps and has complied with the terms and pricing basis of the 2026 Framework Purchase Agreement;

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- (v) the external auditor of the Company will conduct annual review of the transactions entered into under the 2026 Framework Purchase Agreement to ensure that the transactions amount is within the 2027-2029 Annual Caps and the transactions are in accordance with the terms set out in the 2026 Framework Purchase Agreement; and
- (vi) the independent non-executive Directors will conduct annual review of the status of the transactions contemplated under the 2026 Framework Purchase Agreement to ensure that the Company has complied with its internal approval process and the relevant requirements under the Listing Rules

In light of the above, we have discussed with the Company and reviewed the internal control measures adopted by the Group. These measures include, among others, (i) the formulation and implementation of a pricing policy with clear approval procedures; (ii) regular monitoring of transaction amounts against the approved annual caps by the Finance Department; and (iii) quarterly random checks to be performed by the Finance Department on the underlying transaction documents, including supplier invoices, to ensure that the pricing is in accordance with the agreed mechanism (i.e., cost plus a mark-up of no more than 3% (tax inclusive)).

We have obtained and reviewed the relevant quarterly random check reports prepared by the Finance Department for the transactions conducted under the 2023 Framework Purchase Agreement. We noted that the Finance Department has carried out the prescribed checks and no material exceptions or irregularities were identified.

Having considered the above, together with the Group's established internal control policies, the segregation of duties, and the annual review mechanism by the independent non-executive Directors and the auditors of the Company, we are of the view that the internal control measures currently in place are adequate and effective, and are sufficient to ensure that the transactions under the 2026 Framework Purchase Agreement will be conducted on normal commercial terms and will not be more favourable to EPS USA than to independent third parties.

5. Basis for determining the 2027-2029 Annual Caps

Set out below are the proposed 2027-2029 Annual Caps of the Transactions for the three financial years ending 31 March 2029.

	For the year ending 31 March		
	2027	2028	2029
	<i>Approximately HK\$ million</i>	<i>Approximately HK\$ million</i>	<i>Approximately HK\$ million</i>
Proposed annual caps	33	36	39

As set out in the Board Letter, the 2027-2029 Annual Caps were determined based on (i) the potential demand from the customers of EP Trading; (ii) the historical transaction amounts for purchasing the Products from EPS USA to EP Trading; (iii) the percentage mark-up (tax-inclusive) of 3% charge by

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EPS USA for customs clearance services; and (iv) buffer for the respective annual caps in order to avoid suffering from incurring extra cost and the adverse impact on the financial performance of the Company caused by exceeding the 2027-2029 Annual Caps.

	For the year ended 31 March		For the year ended 31 March	For the three months ended 30 June
	2024	2025	2026	2026
	<i>Approximately HK\$ million</i>	<i>Approximately HK\$ million</i>	<i>Approximately HK\$ million</i>	<i>Approximately HK\$ million</i>
Transaction amounts	19.2	25.9	21.9	6.6
Annual caps	30.0	33.0	36.0	N/A
<i>Utilization rate (%)</i>	<i>64.0</i>	<i>78.5</i>	<i>60.8</i>	<i>N/A</i>

In determining the 2027-2029 Annual Caps, the Directors have undertaken an analysis of both the expected potential demand from the customers of EP Trading and the anticipated development of the global preclinical CRO market. EP Trading has reviewed its existing contracts and pipeline projects and discussed with its major customers to project the expected procurement volume of preclinical consumables.

As mentioned previously in this letter, we understand that it is the Company's strategy to maintain high quality and consistency of the Products. The Group therefore sources the same well-established Products and supplies them to its customers to ensure reliability and reproducibility of pre-clinical trial results. By continuing to route its purchases through EPS USA, which over the years illustrated extensive experience in supplier management, customs clearance and logistics coordination, the Group is able to maintain stable product quality while benefiting from efficient procurement arrangements. In our view, this consistent sourcing approach supports the reliability of historical transaction patterns as a reasonable base for projecting future transaction volumes.

As shown in the table above, the actual transaction amounts under the 2023 Framework Purchase Agreement have utilized more than half of the approved annual caps in recent years. Notably, the transaction amount grew from approximately HK\$19.2 million for the year ended 31 March 2024 to approximately HK\$25.9 million for the year ended 31 March 2025, representing a year-on-year increase of approximately 34.9%. This demonstrates the Group's ability to achieve substantial demand growth within a short period. As advised by the Company, such growth is reasonable because certain customers occasionally place larger bulk orders and maintain inventories to ensure continuity of their pre-clinical trials. Accordingly, when setting the new annual caps, the Company has to take into account an appropriate level of headroom to provide sufficient flexibility to accommodate potential increases in order sizes.

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For the year ended 31 March 2026, the transaction amount was approximately HK\$21.9 million with an utilization rate of approximately 60.8%. Taking into account this slightly lower run-rate compared to the previous full year, the Company has set the proposed annual cap for the year ending 31 March 2027 at HK\$33 million, which was reference from the annual cap for the year ended 31 March 2025. The Company considers that this cap will be sufficient to accommodate expected industry growth and potential increases in order sizes and frequency, as EP Trading recorded approximately HK\$21.9 million for the year ended 31 March 2026 and obtained a balance when considering the growth in orders during the year ended 31 March 2025.

Thereafter, the Company has applied a moderate growth rate of approximately 9% to 10% per annum in setting the caps for the years ending 31 March 2028 and 2029. This stepped increase reflects the Company's expectation of gradual business expansion rather than a flat cap, taking into account that healthcare related segment will continue to maintain its momentum in Japan and the positive industry outlook for preclinical CRO. We noted from the document titled "Attractive Sectors: Life Science" of the Japan External Trade Organization (JETRO), a government-affiliated organization that serves as Japan's official investment promotion and trade development agency, it mentioned that the Cabinet Office of Japan has set a strategic target to expand the domestic biopharmaceutical and regenerative medicine market from approximately JPY1.5 trillion in 2020 to over JPY3.3 trillion by 2030, representing, an average of 12% annual growth over the period. Accordingly, combining with the fact that it previously experienced a year-on-year increase of approximately 34.9% recently, we consider the growth in the caps for the years ending 31 March 2028 and 2029 at 9% and 10% respectively are acceptable.

The healthcare and biopharmaceutical industries in Japan have been supported by strong structural drivers, including rising health awareness, a rapidly ageing population, and continuous technological advancements in drug discovery, diagnostics, and medical devices. With a steadily increasing proportion of elderly citizens and government's effort in health-related sectors, demand for medical care, chronic disease management, and long-term therapeutic solutions continues to expand. This demographic trend reinforces the long-term need for innovation and greater capacity in the healthcare sector. At the same time, advances in biotechnology, precision medicine, and digital health technologies are enabling the development of more sophisticated therapies, thereby creating further opportunities for specialized service providers such as CROs and other R&D-related businesses.

The Japan Agency for Medical Research and Development (AMED) (www.amed.go.jp), a national agency established by the Japanese government responsible for promoting medical research and development, has also launched relevant funding schemes, including the "Double Match-Up" grant programme in mid-2025, project-based R&D grants, subsidies for medical devices and preclinical development, as well as public-private venture funding initiatives targeting biotech and life science startups. These financial incentives are complemented by regulatory streamlining measures and fast-track approval pathways introduced by the Ministry of Health, Labour and Welfare (www.mhlw.go.jp) and the Pharmaceuticals and Medical Devices Agency (www.pmda.go.jp) that are designed to reduce time-to-market and de-risk development for innovative drugs and medical devices. Given that these structural demographic trends and policy supports are expected to persist, the healthcare and biopharmaceutical industries in Japan are anticipated to maintain positive growth

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momentum over the medium to long term. This should translate into sustained or increasing demand for outsourced R&D services, including pre-clinical trialing and related consumables, thereby benefiting the business of EP Trading.

Having considered (i) the consistent sourcing approach through EPS USA, which supports the reliability of historical transaction patterns as a reasonable base for projecting future transaction volumes; (ii) the significant year-on-year growth of approximately 34.9% demonstrated between the years ended 31 March 2024 and 2025; (iii) the healthy historical utilization rates for the previous years, which exceeded 50% and reached approximately 78.9% for the year ended 31 March 2025; (iv) the domestic biopharmaceutical and regenerative medicine market were targeted to achieve an average of 12% annual growth during the period from 2020 to 2030 and the favorable prospects of the CRO industry as mentioned above which benefits demand for pharmaceutical and pre-clinical trial services; and (v) the meaningful headroom provided under the proposed caps to accommodate potential business growth and larger bulk orders from customers, thereby reducing the risk of exceeding the caps and the associated adverse impact on the Group's operations and financial performance, we are of the view that the proposed 2027-2029 Annual Caps under the 2026 Framework Purchase Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

RECOMMENDATION

Having taken into consideration the factors and reasons stated above, we are of the opinion that the terms and the 2027-2029 Annual Caps under the 2026 Framework Purchase Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the entering into of the 2026 Framework Purchase Agreement is in the interests of the Company and the Independent Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders, as well as the Independent Board Committee to advise the Independent Shareholders, to vote in favor of the resolution(s) to be proposed to approve the entering into of the 2026 Framework Purchase Agreement at the EGM.

Yours Faithfully,
For and on behalf of
Veda Capital Limited
Julisa Fong
Managing Director

Ms. Julisa Fong is a licensed person registered with the SFC and a responsible officer of Veda Capital Limited which is licensed under the SFO to carry out type 6 (advising on corporate finance) regulated activity and has over 29 years of experience in corporate finance industry.

1. RESPONSIBILITY OF THE DIRECTORS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS

(a) Interests of Directors and chief executives in the shares, underlying shares and debentures of the Company and its associated corporation

As at the Latest Practicable Date, the interests of the Directors and the chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers to be notified to the Company and the Stock Exchange were as follows:

Long position in the ordinary shares of EPS Holdings – an associated corporation of the Company:

Name of Directors	Name of associated corporation	Capacity/ Nature of interest	Number of share(s) held in the associated corporation	Approximate percentage of issued share capital of the associated corporation
Mr. Washikita Kenichiro	EPS Holdings	Beneficial owner	10,000	0.04%
Mr. Miyano Tsumoru	EPS Holdings	Beneficial owner	10,000	0.04%
Mr. Narumi Shoichi	EPS Holdings	Beneficial owner	500	0.00%
Mr. Liang Fei	EPS Holdings	Beneficial owner	30,000	0.12%

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and the chief executives of the Company had any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant

to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers to be notified to the Company and the Stock Exchange.

(b) Substantial Shareholders and other persons' interests in the Shares and the underlying Shares

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO, and so far as it is known to the Directors or chief executive of the Company, the following persons (other than a Director or chief executive of the Company) had or was deemed or taken to have, an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who was directly or indirectly interested in 5% or more of the issued voting shares of any other member of the Group:

Long position in the Shares and underlying Shares of the Company:

Name of substantial Shareholders	Nature of interest/ holding capacity	Percentage of issued share capital of the Company	Approximate percentage of issued share capital of the Company ^(note 1)
EPS Holdings	Beneficial owner	375,000,000 ^(notes 2 and 3)	71.81%
Y&G Limited	Interest of a controlled corporation	375,000,000 ^(notes 2)	71.81%
Mr. Yan Hao ("Mr. Yan") RIN HOLDING CO., LIMITED ("RIN HOLDING")	Interest of a controlled corporation	375,000,000 ^(notes 2)	71.81%
TAIGA INDUSTRIAL CO., LTD ("TAIGA INDUSTRIAL")	Beneficial owner	100,000,000 ^(notes 4 and 5)	19.15%
	Interest of controlled corporation	100,000,000 ^(notes 4 and 5)	19.15%
Mr. He Jun ("Mr. He")	Interest of controlled corporation	100,000,000 ^(notes 4 and 5)	19.15%

Notes:

- As at the Latest Practicable Date, the Company's issued ordinary share capital was HK\$5.0 million divided into 522,177,419 ordinary shares of HK\$0.01 each.
- EPS Holdings is owned as to approximately 67.26% by Y&G Limited, a company incorporated in Japan which is in turn wholly-owned by Mr. Yan. Mr. Yan is also directly interested in approximately 1.89% of the shareholding interest of EPS Holdings. By virtue of the SFO, Mr. Yan is deemed to be interested in these shares held by EPS Holdings.

3. Mr. Washikita Kenichiro, Mr. Miyano Tsumoru, Mr. Narumi Shoichi and Mr. Uematsu Takahiro are employees of EPS HD, which has an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the issuer under the provisions of Divisions 2 and 3 of Part XV of the SFO.
4. RIN Holding is 95% owned by Taiga Industrial, a company incorporated in Japan which is in turn 93% owned by Mr. He. By virtue of the SFO, each of Taiga Industrial and Mr. He is deemed to be interested in these shares interested by RIN Holding. These shares refer to the consideration shares which may be allotted and issued in the event of the capitalisation of consideration pursuant to the sale and purchase agreement dated 28 March 2023 and entered into by the Company, RIN Holding and EPS Healthcare Limited, details of which are set out in the announcements of the Company dated 28 March 2023, 27 April 2023 and 23 May 2023.
5. The percentage of the issued share capital of the Company interested by each of RIN Holding, Taiga Industrial and Mr. He is calculated based on the number of ordinary shares of the Company as at the Latest Practicable Date set out in Note 1 and may appear different from their disclosure of interest filings

Save as disclosed above, as at the Latest Practicable Date, the Company has not been notified of any other person (other than the Directors and chief executives of the Company) who had an interest or short position in the shares and/or underlying shares of the Company which fell to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO, or pursuant to section 336 of the SFO, which would have to be recorded in the register referred to therein.

3. MATERIAL ADVERSE CHANGES

The Directors confirm that, as at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 March 2026, being the date up to which the latest published audited accounts of the Company were made.

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, there were no existing or proposed service contracts between the Directors and the Company or any member of the Group (excluding contracts expiring or determinable by the Group within one year without payment of compensation other than statutory compensation).

5. DIRECTOR'S INTERESTS IN CONTRACTS OR ARRANGEMENTS AND ASSETS OF THE GROUP

As at the Latest Practicable Date, none of the Directors had any interest, direct or indirect, in any assets which have been, since 31 March 2026 (being the date up to which the latest published audited accounts of the Company were made up), acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, none of the Directors and their respective associates was materially interested in any contract or arrangement which was significant in relation to the business of the Group.

6. COMPETING INTERESTS

As at the Latest Practicable Date, the Directors were not aware that any of them had interests in any business which competed or was likely to compete, either directly or indirectly, with the business of the Group which would fall to be discloseable under the Listing Rules.

7. QUALIFICATION AND CONSENT

The following is the qualification of the expert who has given opinion or advice, which are contained or referred to in this circular:

Name	Qualification
Veda Capital Limited	A licensed corporation to carry out type 6 (advising on corporation finance) regulated activities under the SFO

Veda Capital Limited has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its letter and references to its name, in the form and context in which it appears.

As at the Latest Practicable Date, Veda Capital Limited did not have any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, Veda Capital Limited did not have any direct or indirect interest in any assets which have been, since 31 March 2026 (being the date to which the latest published audited consolidated financial statements of the Company were made up), acquired or disposed of by or leased to any member of the Group, or which are proposed to be acquired or disposed of by, or leased to any member of the Group.

8. LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries were engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened by or against the Company or any of its subsidiaries.

9. MISCELLANEOUS

- (a) The company secretary of the Company is Mr. Lam Koon Fai, a fellow member of Hong Kong Institute of Certified Public Accountants.
- (b) The registered office of the Company is situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

- (c) The head office and principal place of business in Hong Kong of the Company is situated at Flat A, 17/F., Gemstar Tower, 23 Man Lok Street, Hung Hom, Kowloon, Hong Kong.
- (d) The principal share registrar and transfer office of the Company is Conyers Trust Company (Cayman) Limited Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman, KY1-1111 Cayman Islands.
- (e) The branch share registrar and transfer office of the Company in Hong Kong is Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.
- (f) In the event of any inconsistency, the English language text of this circular shall prevail over the Chinese language text

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<https://www.epshk.hk/>), for a period of 14 days from the date of this circular:

- (a) this circular;
- (b) the letter from the Independent Board Committee, the text of which is set out on pages 4 to 14 of this circular;
- (c) the letter from Veda Capital Limited, the text of which is set out on pages 16 to 35 of this circular;
- (d) the written consent from Veda Capital Limited referred to in the section headed “Qualification and Consent” in this appendix; and
- (e) the 2026 Framework Purchase Agreement.

NOTICE OF THE EGM



EPS Creative Health Technology Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3860)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of EPS Creative Health Technology Group Limited (the “**Company**”) will be held at 35/F, Dah Sing Financial Centre, 248 Queen’s Road East, Wanchai, Hong Kong on Friday, 31 July 2026 at 10:00 a.m., for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

- (a) the 2026 Framework Purchase Agreement (as defined in the circular of the Company dated 31 July 2026 relating to the continuing connected transactions (the “**Circular**”), a copy of which will be produced to the meeting and marked “A” and initialed by the chairman of the EGM for the purpose of identification), the terms and the transactions contemplated thereunder together with the relevant proposed annual caps in relation to such transactions for each of the three financial years ending 31 March 2029 as set out in the Circular be and are hereby approved and confirmed; and
- (b) any director of the Company be and is hereby authorised to take any step and execute such other documents as he considers necessary, desirable or expedient that are of administrative nature and ancillary to and for the purposes of carrying out or giving effect to the 2026 Framework Purchase Agreement or the transactions contemplated thereunder.”

By order of the Board

EPS Creative Health Technology Group Limited
Miyano Tsumoru
Executive Director

Hong Kong, 15 July 2026

Registered office:

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

Principal place of business in Hong Kong:

Flat A, 17/F.
Gemstar Tower
23 Man Lok Street, Hung Hom
Kowloon, Hong Kong

NOTICE OF THE EGM

Notes:

1. All resolutions at the meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates to purely a procedural or administrative matter to be voted on by a show of hands in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorized.
3. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy (or more than one proxy if he is the holder of two or more shares) to attend and vote instead of him. A proxy need not be a member of the Company. 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.
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In order to determine the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 28 July 2026 to Friday, 31 July 2026 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for attending and voting at the EGM, all transfer of shares 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, for registration by not later than 4:30 p.m. on Monday, 27 July 2026. The record date for determining the eligibility of the Shareholders to attend and vote at the EGM will be Friday, 31 July 2026.
6. Where there are joint registered holders of any share of the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
7. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
8. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will publish an announcement on the website of the Company and on the website of the Stock Exchange at <http://www.hkexnews.hk> to notify Shareholders of the date, time and venue of the rescheduled meeting.
9. As at the date of this notice, the executive Directors are Mr. Washikita Kenichiro, Mr. Miyano Tsumoru, Mr. Narumi Shoichi, Ms. Du Yao, Mr. Liang Fei and Mr. Kitagawa Rikiya; the non-executive Director is Mr. Uematsu Takahiro; and the independent non-executive Directors are Mr. Chan Cheuk Ho, Mr. Choi Koon Ming, Mr. Saito Hironobu and Ms. Zhang Cuiping.