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EPS Creative Health Technology Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3860)

UPDATES ON THE DISCLOSEABLE TRANSACTION IN RELATION TO ACQUISITION OF 65% EQUITY INTEREST IN R&E CORPORATION LIMITED

References are made to the announcements (the “**Announcements**”) of EPS Creative Health Technology Group Limited (the “**Company**”) dated 28 March 2023, 27 April 2023 and 23 May 2023 in relation to, among others, the acquisition (the “**Acquisition**”) of 65% equity interest in R&E Corporation Limited (the “**Target Company**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcements unless the context otherwise requires.

ISSUE OF CONSIDERATION SHARES UNDER GENERAL MANDATE

As disclosed in the Announcements, the Company issued the Promissory Note in the principal amount of HK\$56,160,000 to the Vendor in settlement of the initial Consideration. Pursuant to the Agreement, the Consideration and the principal amount of the Promissory Note are subject to adjustment based on the Actual Profit as shown in the Audit Certificate against the Target Profit.

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company hereby announces that, based on the Audit Certificate, the Actual Profit amounts to approximately HK\$57,935,018 which exceeds the Target Profit. The Consideration and the principal amount of the Promissory Note (i.e., the Outstanding Sum) shall accordingly be adjusted upward by approximately HK\$4,092,419 to approximately HK\$60,252,419. Pursuant to the Agreement, the Vendor shall subscribe for and the Company shall allot and issue the Consideration Shares at the Issue Price of initially HK\$1 per Consideration Share (subject to adjustments) to the Vendor to set off against the entire Outstanding Sum upon completion of the Subscription.

Completion of the Subscription will take place in accordance with the Agreement and is expected on or before 31 July 2026 and a total of 60,252,419 Consideration Shares, representing approximately 10.35% of the total issued share capital of the Company immediately upon completion of the Subscription, will be allotted and issued to the Vendor at the Issue Price of HK\$1 per Consideration Share (with no adjustment required), credited as fully paid, to set off against the entire Outstanding Sum.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company as at the date of this announcement and immediately upon the allotment and issue of the Consideration Shares (assuming there is no change in the issued share capital of the Company from the date of this announcement up to the allotment and issue of the Consideration Shares) is set out below:

Shareholders	As at the date of this announcement		Immediately after the allotment and issue of the Consideration Shares	
	<i>Number of Shares</i>	<i>Approximate % of total Shares</i>	<i>Number of Shares</i>	<i>Approximate % of total Shares</i>
EPS Holdings, Inc.	375,000,000	71.81	375,000,000	64.38
Vendor	—	—	60,252,419	10.35
Other public shareholders	<u>147,177,419</u>	<u>28.19</u>	<u>147,177,419</u>	<u>25.27</u>
Total	<u><u>522,177,419</u></u>	<u><u>100</u></u>	<u><u>582,429,838</u></u>	<u><u>100</u></u>

CONTINUING CONNECTED TRANSACTIONS IN RELATION TO THE SUPPLY OF PRODUCTS

As disclosed in the Announcements, the Target Company has entered into an exclusive long-term supply agreement (the “**Supply Agreement**”) dated 13 March 2023 with Taiga Industrial Co., Ltd (“**Taiga Japan**”) for the supply of Japanese health food, which include Ryukakusan (龍角散) candy series, Shiroy Koibito (白之戀人), Ito En (伊藤園) products, Tokyo Banana (東京香蕉) and Ichiran (一蘭) Ramen etc., for 10 years.

Following completion of the Subscription, the Vendor will become a substantial shareholder of the Company. To the best of the Company’s knowledge, information and belief, as at the date of this announcement, (i) the Vendor is ultimately controlled by Ka Hiroki, and therefore, Ka Hiroki will also become a substantial shareholder of the Company and hence a connected person of the Company under Chapter 14A of the Listing Rules; (ii) Taiga Japan is owned as to approximately 93% by He Jun and as to approximately 7% by a company ultimately owned by Ka Hiroki and He Jun; and (iii) Ka Hiroki is the son of He Jun who ultimately controlled Taiga Japan, and accordingly, Taiga Japan

will be a connected person at the Company's level within the meanings of the Listing Rules. The Supply Agreement and the transactions contemplated thereunder constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

The Supply Agreement

Pursuant to the Supply Agreement, the purchase price in respect of each product shall be no more than 10% markup on the cost of the product, which, to the best of the Company's knowledge, information and belief, was determined after arm's length negotiations between the parties and by reference to the prevailing market rates. The purchase price shall be settled pursuant to the payment terms set out in the definitive invoices in relation to such transactions, which was historically settled within 60 to 90 days after the completion of import declaration of goods. The historical transaction amounts under the Supply Agreement for the years ended 31 March 2024, 2025 and 2026 were as follows:

	For the year ended 31 March 2024 <i>HK\$'000</i>	For the year ended 31 March 2025 <i>HK\$'000</i>	For the year ended 31 March 2026 <i>HK\$'000</i>
Actual purchase price paid under the Supply Agreement	56,747	65,003	103,134

Taiga Japan is a Japanese wholesaler principally engaged in the supply of Japanese health products and snacks, and as disclosed in the Announcements, the Target Group is principally engaged in the sales of Japanese health food and brand operation.

The Company believes that the Supply Agreement was entered into in order to secure a stable, long-term and exclusive source of supply of Japanese health food products and to facilitate the distribution of products in the PRC and overseas in the ordinary and usual course of business of the Target Group. Following completion of the Acquisition, the Company was able to gain access to and rely on the established channels and network of the Target Group for the supply of Japanese health food under the Supply Agreement. As such, the Directors (including the independent non-executive Directors) considered that the Acquisition (including the Target Group's access to the supply of Japanese health food products under the Supply Agreement) was fair and reasonable and in the interests of the Company and the Shareholders as a whole.

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

Hong Kong, 15 July 2026

As at the date of this announcement, 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.