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# **EPS Creative Health Technology Group Limited**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock code: 3860)

## **SUPPLEMENTAL ANNOUNCEMENT CONTINUING CONNECTED TRANSACTION PURCHASES OF PRODUCTS FROM CONNECTED PERSON**

Reference is made to the announcement made by EPS Creative Health Technology Group Limited dated 27 July 2023 (the “**Announcement**”) in relation to the Framework Purchase Agreement dated 27 July 2023. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as given to them in the Announcement. On 5 September 2023, the Company entered into a supplemental agreement (the “**Supplemental Agreement**”) to revise the proposed annual caps under the Framework Purchase Agreement.

In the Announcement, the Company disclosed proposed annual caps of the Transactions under the Framework Purchase Agreement for the three financial years ending 31 March 2024, 2025 and 2026 as set out under the section headed “Proposed Annual Caps” of the Announcement. Due to change in circumstances after the date of Framework Purchase Agreement, including but not limited to, in respect of the expected demand of Products from customers of EP Trading based on the update from sales team and customers in August 2023, the Company proposed to revise the proposed the 2023-2026 Annual Caps and the Supplemental Agreement was therefore entered into between EP Trading and EPS USA on 5 September 2023. The proposed annual caps in respect of the Transactions under the Framework Purchase Agreement as amended by the Supplemental Agreement for the three financial years ending 31 March 2024, 2025 and 2026 are as follows:–

	<b>For the year ending 31 March</b>		
	<b>2024</b>	<b>2025</b>	<b>2026</b>
	<i>Approximately HK\$ million</i>	<i>Approximately HK\$ million</i>	<i>Approximately HK\$ million</i>
Proposed annual caps	30.0	33.0	36.0

According to the Supplemental Agreement, the 2023-2026 Annual Caps for the three years ending 31 March 2026 was HK\$30 million, HK\$33 million and HK\$36 million, respectively. The proposed annual caps for the year ending 31 March 2024 was determined based on (i) the historical the transaction amounts of Products purchased from EPS USA for the year ended 31 March 2023 of approximately HK\$25.5 million; (ii) the estimated compound annual growth rate (“CAGR”) of approximately 7.9% based on market research for preclinical contract research organizations performed by the Company; and (iii) the buffer of approximately 7.1% which is considered as necessary to provide sufficient buffer to cater for the possible increase in the purchase of Products. The proposed annual caps for the year ending 31 March 2025 and 2026 was determined based on the CAGR of approximately 7.9%, respectively.

Save as disclosed above, the rest of the terms of the Framework Purchase Agreement remain unchanged.

## **IMPLICATIONS UNDER THE LISTING RULES**

As the highest of applicable percentage ratios in respect of the amount of the Transactions contemplated under the Framework Purchase Agreement as amended by the Supplemental Agreement exceeds 5% and the consideration exceeds HK\$10,000,000 on an annual basis, the Transactions and matters contemplated under the Framework Purchase Agreement as amended by the Supplemental Agreement as well as the 2023-2026 Annual Caps are subject to the reporting, announcement, circular, annual review and the Independent Shareholders’ approval requirement under Chapter 14A of the Listing Rules.

## **GENERAL**

A circular containing, amongst other things, (i) details of the Framework Purchase Agreement and the Supplemental Agreement; (ii) the recommendation of the Independent Board Committee; (iii) the letter from the Independent Financial Adviser; and (iv) a notice of the EGM is expected to be despatched to the Shareholders on or before 14 September 2023.

This announcement is supplemental to and should be read in conjunction with the Announcement. Save as supplemented above, all information contained in the Announcement remains unchanged.

By order of the Board  
**EPS Creative Health Technology Group Limited**  
**Mr. Osoko Satoshi**  
Executive Director and Chief Executive Officer

Hong Kong, 5 September 2023

*As at the date of this announcement, the executive Directors are Mr. Okoso Satoshi, Mr. Miyano Tsumoru, Mr. Haribayashi Keikyo, Mr. Maezaki Masahiro and Mr. Gao Feng; the non-executive Director is Mr. Xia Xiangming; and the independent non-executive Directors are Mr. Taguchi Junichi, Mr. Choi Koon Ming and Mr. Chan Cheuk Ho.*