# THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION



This circular, for which the directors ("**Directors**") of Eastroc Beverage (Group) Co., Ltd. (the "**Company**") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 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 in this circular misleading. All opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, other licensed corporation, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or otherwise transferred** all your shares in the Company, you should at once hand this circular and the accompanying form of proxy and the confirmation slip to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, licensed corporation, or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

東鵬飲料

# Eastroc Beverage (Group) Co., Ltd.
# 東鵬飲料(集團)股份有限公司

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 09980)**

## APPOINTMENT OF AUDITORS OF H SHARES FOR THE YEAR OF 2025
## AND
## NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 3 to 5 of this circular.

A notice convening the 2026 first extraordinary general meeting of the Company to be held on Tuesday, March 10, 2026 at 2:30 p.m. at VIP Meeting Room, 2/F, Building 3, 88 Mingliang Science Park, 142 Zhuguang North Road, Taoyuan Community, Nanshan District, Shenzhen, Guangdong Province, the PRC, is set out in pages EGM-1 to EGM-2 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions thereon and return it as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the meeting (i.e. not later than 2:30 p.m. on Monday, March 9, 2026, Hong Kong time) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

February 13, 2026

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*In this circular, the following words and expressions shall, unless the context otherwise requires, have the following respective meanings:*

| | |
|---|---|
| "A Share(s)" | ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Shanghai Stock Exchange and traded in RMB |
| "Articles of Association" | the articles of association of the Company, as amended from time to time |
| "Board" | the board of Directors |
| "China" or "PRC" | the People's Republic of China, except where the content or context requires otherwise |
| "Company" | Eastroc Beverage (Group) Co., Ltd., a joint stock company incorporated in the PRC with limited liability the H Shares and A Shares of which are listed on the Shanghai Stock Exchange (stock code: 605499) and the Hong Kong Stock Exchange (stock code: 09980), respectively |
| "Director(s)" | the director(s) of the Company |
| "EGM Notice" | notice convening the Extraordinary General Meeting as set out on pages EGM-1 to EGM-2 of this circular |
| "Extraordinary General Meeting" or "EGM" | the 2026 first extraordinary general meeting of the Company which is scheduled to be held at VIP Meeting Room, 2/F, Building 3, 88 Mingliang Science Park, 142 Zhuguang North Road, Taoyuan Community, Nanshan District, Shenzhen, Guangdong Province, the PRC on Tuesday, March 10, 2026 at 2:30 p.m., or any adjournment thereof |
| "Group" | the Company and its subsidiaries from time to time |
| "H Share(s)" | ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange and traded in HKD |

| | |
|---|---|
| "HKD" | Hong Kong dollars, the lawful currency of Hong Kong |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "Hong Kong Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange |
| "RMB" | Renminbi, the lawful currency of the PRC |
| "Share(s)" | ordinary share(s) in the capital of our Company with a nominal value of RMB1.00 each, including both A Shares and H Shares |
| "Shareholder(s)" | holder(s) of the Shares |
| "%" | per cent |

# Eastroc Beverage (Group) Co., Ltd.
# 東鵬飲料(集團)股份有限公司

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 09980)**

*Executive Directors:*
Mr. LIN Muqin *(Chairman)*
Mr. LIN Mugang
Mr. LU Yifu
Ms. JIANG Weiwei
Mr. ZHANG Lei
Mr. LIN Daiji

*Independent Non-executive Directors:*
Ms. ZHAO Yali
Ms. YOU Xiao
Mr. LI Hongbin
Mr. TAI Kwok Leung, Alexander

*Registered Office:*
1/F, Building 3
Zhongguan
Honghualing Industry Western District
142 Zhuguang North Road
Taoyuan Community
Nanshan District
Shenzhen
Guangdong Province
PRC

*Principal Place of Business in Hong Kong:*
40th Floor,
Dah Sing Financial Centre
248 Queen's Road East
Wanchai
Hong Kong

February 13, 2026

*To the Shareholders*

Dear Sir or Madam,

## APPOINTMENT OF AUDITORS OF H SHARES FOR THE YEAR OF 2025 AND NOTICE OF EXTRAORDINARY GENERAL MEETING

The purpose of this circular is to provide you with information reasonably necessary to enable you to make a decision on (i) the appointment of auditors of H Shares for the year of 2025; and (ii) the notice of the EGM at which ordinary resolutions will be proposed for approving the aforementioned matters.

## APPOINTMENT OF AUDITORS OF H SHARES FOR THE YEAR OF 2025

Considering our recognition of Deloitte Touche Tohmatsu's independence, professional competence and investor protection capability, and given Deloitte Touche Tohmatsu has maintained a good integrity record over the past three years, is capable of meeting our Company's requirements for its overseas audit work for 2025 and its appointment being in the overall interests of the Company and its shareholders, in accordance with the Articles of Association and other relevant requirements in relation to the appointment of audit firm and the recommendation of the audit committee of the Company, the Board resolved to appoint Deloitte Touche Tohmatsu as the overseas auditor of the Company for the year of 2025. The Board further requests the EGM to authorize the audit committee of the Company to approve and determine the audit fees of Deloitte Touche Tohmatsu based on the scope of audit work and prevailing market rates.

The term of office of Deloitte Touche Tohmatsu as the overseas audit firm of the Company for the year 2025 shall take effect from the date on which the said appointment is approved by the EGM. An ordinary resolution will be put forward at the EGM to approve the above matter.

## CLOSURE OF REGISTER OF MEMBERS

In order to determine the list of Shareholders who will be entitled to attend and vote at the EGM, the registers of members of the Company will be closed from Thursday, March 5, 2026 to Tuesday, March 10, 2026, both days inclusive, during which no transfer of H Shares will be effected. Holders of H Shares whose names appear on the registers of members of the Company on March 10, 2026 shall be entitled to attend and vote at the EGM. In order for the holders of H Shares to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Wednesday, March 4, 2026 for registration.

## EGM

The EGM Notice is set out on pages EGM-1 to EGM-2 of this circular for the purpose of considering and, if thought fit, passing the ordinary resolution approving the matters set out above.

Shareholders are advised to read the EGM Notice and to complete and return the form of proxy and the reply slip (which are enclosed in this circular) in accordance with the instructions thereon. Whether or not you are able to attend the EGM (or any adjournment thereof), you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong H share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 17M, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event, no later than 24 hours before the time fixed for holding the EGM (or any adjournment thereof). The appointment of a proxy will not prevent a Shareholder from subsequently attending and voting in person at the EGM if he so wishes. If a Shareholder who has lodged a form of proxy attends the meeting, his form of proxy will be deemed to have been revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, the ordinary resolution to be proposed will be put to vote by way of poll by the Shareholders at the EGM. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, none of the Shareholders has a material interest in the proposed resolution at the EGM and no Shareholders will be required to abstain from voting on such resolution to be proposed at the EGM.

An announcement on the poll vote results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

**RECOMMENDATIONS**

The Directors believe that the resolution proposed for consideration and approval by Shareholders at the EGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favor of the resolution to be proposed at the EGM as set out in the EGM Notice.

Yours faithfully,
By Order of the Board
**Eastroc Beverage (Group) Co., Ltd.**
**Mr. LIN Muqin**
*Chairman of the Board, Executive Director and Chief Executive Officer*

# Eastroc Beverage (Group) Co., Ltd.
# 東鵬飲料(集團)股份有限公司

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 09980)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the "**EGM**") of Eastroc Beverage (Group) Co., Ltd. (the "**Company**") will be held on Tuesday, March 10, 2026 at 2:30 p.m. at VIP Meeting Room, 2/F, Building 3, 88 Mingliang Science Park, 142 Zhuguang North Road, Taoyuan Community, Nanshan District, Shenzhen, Guangdong Province, the PRC to consider and, if thought fit, pass the following resolutions:

**By way of ordinary resolution:**

1. To appoint Deloitte Touche Tohmatsu as the overseas auditor for the year of 2025.

By Order of the Board
**Eastroc Beverage (Group) Co., Ltd.**
**Mr. LIN Muqin**
*Chairman of the Board, Executive Director and Chief Executive Officer*

Shenzhen, the PRC, February 13, 2026

*Notes:*

1. For the purpose of holding the EGM, the Register of Members will be closed from Thursday, March 5, 2026 to Tuesday, March 10, 2026 (both days inclusive), during which period no transfer of H Shares will be registered. The H Shareholders whose names appear on the Register of Members on March 10, 2026 are entitled to attend and vote at the EGM. In order to attend and vote at the EGM, the H Shareholders shall lodge all transfer documents together with the relevant share certificates to Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Wednesday, March 4, 2026.

2. Each H Shareholder who has the right to attend and vote at the EGM is entitled to appoint one or more proxies, whether a Shareholder or not, to attend and vote on his/her behalf at the EGM. If more than one proxy is appointed by a Shareholder, such proxies shall only exercise the voting rights represented by them by way of poll.

3. The form of proxy must be signed by the Shareholder or his/her attorney duly authorized in writing or, in the case of a legal person, must either be executed under its common seal or under the hand of a legal representative or other attorney duly authorized to sign the same. If the form of proxy is signed by an attorney of the appointer, the power of attorney authorized that attorney to sign, or other document of authorization, must be notarially certified.

4. To be valid, for H Shareholders, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, must be delivered to Computershare Hong Kong Investor Services Limited at 17M, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.

5. If a proxy is appointed to attend the EGM on behalf of a Shareholder, he/she should produce his/her identity card and the form of proxy signed by the Shareholder or his/her legal representative or his/her duly authorized attorney, and specify the date of its issuance. If a legal person Shareholder appoints its corporate representative to attend the EGM, such representative should produce his/her identity card and the notarised copy of the resolution passed by the board of directors or other authorities, or other notarised copy of the licence issued by such legal person Shareholder. The form of proxy duly signed and submitted by HKSCC Nominees Limited are deemed to be valid, and it is not necessary for the proxy(ies) appointed by HKSCC Nominees Limited to produce the signed form of proxy when the proxy(ies) attend(s) the EGM. Completion and return of the form of proxy will not preclude a Shareholder from attending in person and voting at the EGM or any adjournment thereof should he/she so wish.

6. Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by way of poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, the resolutions set out in the notice of the EGM will be voted on by poll.

7. Where there are joint registered holders of any share of the Company, only the person whose name stands first on the Register of Members in respect of such share may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto.

8. The EGM is not expected to take more than half a day and will be conducted in Mandarin.

9. Please kindly be advised that no gifts or marketable securities will be distributed at the EGM. Shareholders who attend the EGM in person or by proxy shall bear their own transportation, dining and accommodation expenses.

10. Should you have any queries regarding the EGM, please contact Computershare Hong Kong Investor Services Limited at (852) 2862 8555 during business hours from Monday to Friday (excluding public holidays), 9:00 a.m. to 5:00 p.m.

11. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this notice, the Board of the Company comprises (i) Mr. LIN Muqin, Mr. LIN Mugang, Mr. LU Yifu, Ms. JIANG Weiwei, Mr. ZHANG Lei and Mr. LIN Daiji as executive Directors; and (ii) Ms. ZHAO Yali, Ms. YOU Xiao, Mr. LI Hongbin and Mr. TAI Kwok Leung, Alexander as independent non-executive Directors.*