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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 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).



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)

(1) 2026 INTERIM PROFIT DISTRIBUTION PLAN
(2) PROFIT DISTRIBUTION AND RETURN PLAN FOR
THE NEXT THREE YEARS (2026–2028) OF THE COMPANY
(3) PROPOSED CHANGES TO THE REGISTERED CAPITAL AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(4) GENERAL MANDATE TO THE BOARD OF DIRECTORS FOR
REPURCHASE OF SHARES
AND

NOTICE OF THE 2026 SECOND EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 3 to 9 of this circular.

A notice convening the 2026 second extraordinary general meeting of the Company to be held on Monday, August 31, 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 on pages EGM-1 to EGM-3 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 Sunday, August 30, 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.

August 13, 2026

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board.	3
Appendix I — Profit Distribution and Return Plan for the Next Three Years of Eastroc Beverage (Group) Co., Ltd. (Year 2026–2028)	I-1
Appendix II — Explanatory Statement on the Repurchase of H Shares	II-1
Notice of the 2026 Second Extraordinary General Meeting	EGM-1

DEFINITIONS

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
“CCASS”	the Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“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 A Shares and H 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 Second Extraordinary General Meeting as set out on pages EGM-1 to EGM-3 of this circular
“Extraordinary General Meeting” or “EGM”	the 2026 second 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 Monday, August 31, 2026 at 2:30 p.m., or any adjournment thereof

DEFINITIONS

“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
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	August 11, 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Plan”	the “Profit Distribution and Return Plan for the Next Three Years of the Company (Year 2026–2028)”, as proposed to be approved by the Shareholders in the EGM
“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
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD



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

Registered Office:

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

Independent Non-executive Directors:

Ms. ZHAO Yali
Ms. YOU Xiao
Mr. LI Hongbin
Mr. TAI Kwok Leung, Alexander

Principal Place of Business in Hong Kong:

40th Floor
Dah Sing Financial Centre
248 Queen's Road East
Wanchai
Hong Kong

August 13, 2026

To the Shareholders

Dear Sir or Madam,

(1) 2026 INTERIM PROFIT DISTRIBUTION PLAN
(2) PROFIT DISTRIBUTION AND RETURN PLAN FOR
THE NEXT THREE YEARS (2026–2028) OF THE COMPANY
(3) PROPOSED CHANGES TO THE REGISTERED CAPITAL AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(4) GENERAL MANDATE TO THE BOARD OF DIRECTORS FOR
REPURCHASE OF SHARES
AND
NOTICE OF THE 2026 SECOND EXTRAORDINARY GENERAL MEETING

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information reasonably necessary to enable you to make a decision as to whether to vote for or against the ordinary resolutions and special resolutions to be proposed at the 2026 Second Extraordinary General Meeting to be held at 2:30 p.m. on Monday, August 31, 2026.

(1) 2026 INTERIM PROFIT DISTRIBUTION PLAN

In the first half of 2026, the profit attributable to owners of the Company was RMB2,866.802 million (unaudited). As of June 30, 2026, the distributable profit of the Company accumulated to RMB8,175,016,923.36 (unaudited).

Taking into account the Company's profitability, the interests of minority investors, and the overall balance between shareholder returns and the Company's long-term development, whilst ensuring the Company's healthy and sustainable growth, it is proposed by the Board to the Shareholders at the EGM to consider, if thought fit, approve the proposed 2026 interim profit distribution plan as follows: Based on the total share capital of the Company (excluding the number of Shares in the Company's repurchase securities account) as at the record date for the implementation of the 2026 interim profit distribution plan, the Company proposes to distribute a cash dividend of RMB30.00 per 10 Shares (inclusive of tax) to all Shareholders. As of June 30, 2026, based on the total share capital of the Company comprised 734,199,310 Shares, and after deducting 7,122,551 treasury A Shares held in the Company's repurchase securities account, the total Share base proposed for the cash dividend distribution is 727,076,759 Shares, and the proposed cash dividend to be distributed is RMB2,181,230,277 (tax inclusive), representing 76.09% of the profit attributable to owners of the Company for the first half of 2026. As of June 30, 2026, the Company had, using cash as consideration, repurchased shares through centralized bidding transactions in an aggregate amount of RMB1,038,719,867.57. The combined amount for proposed cash dividends and share repurchases is RMB3,219,950,144.57, representing 112.32% of the profit attributable to owners of the Company for the first half of 2026.

In the event that the Company's share capital changes between the date of announcement of the profit distribution plan and the share registration date for the relevant distribution, whether as a result of the exercise of any equity incentive awards, the listing of newly issued Shares, Share repurchases, or other such matters, the Company shall adjust the aggregate distribution amount in accordance with the principle that the distribution ratio shall remain unchanged. Details of any such adjustment shall be announced separately. The adjusted profit distribution plan shall not be required to be re-submitted to the Board of Directors or the general meeting of shareholders for approval.

LETTER FROM THE BOARD

The Board also proposes to the Shareholders that the Board shall delegate the authority to the Chairman of the Company or his authorized person to handle matters relevant to the 2026 interim profit distribution plan, including but not limited to amending the Articles of Association in accordance with its implementation and handling procedures including filings on changes of the registered capital of the Company.

The interim dividend will be denominated and declared in RMB. The holders of A Shares will be paid in RMB and the holders of H Shares will be paid in HKD. The exchange rate for the dividend to be paid in HKD will be average central parity rate of HKD against RMB as announced by the People's Bank of China during the five business days prior to the date of declaration of the dividend at the EGM (exclusive).

The aforesaid resolution was considered and approved by the Board on July 30, 2026 and is hereby proposed at the EGM for consideration and approval by way of an ordinary resolution.

For the purpose of determining the entitlement of holders of H Shares to the 2026 interim dividend, the H Share register of members of the Company will be closed from Thursday, September 10, 2026 to Thursday, September 17, 2026 (both days inclusive), during which period no transfer of H Shares will be registered. The holders of H Shares whose names appear on the H Share register of members of the Company on Thursday, September 17, 2026 are entitled to the 2026 interim dividend. In order to qualify for receiving the 2026 interim dividend, all transfer documents accompanied by relevant share certificates must be lodged for registration with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited (for holders of H Shares) at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Wednesday, September 9, 2026.

(2) PROFIT DISTRIBUTION AND RETURN PLAN FOR THE NEXT THREE YEARS (YEAR 2026–2028) OF THE COMPANY

Reference is made to the announcement of the Company dated July 30, 2026 in relation to profit distribution and return plan for the next three years (year 2026–2028).

In order to improve and enhance the decision-making and supervisory mechanism of profit distribution of the Company, while taking into consideration the Company's production and operation and sustainable development and establishing a sustainable, stable and scientific return mechanism for investors, pursuant to provisions of relevant laws, regulations and regulatory documents including the Company Law, Regulatory Guidelines for Listed Companies No. 3 — Distribution of Cash Dividends of Listed Companies (2025 revised) and the Articles of Association

LETTER FROM THE BOARD

and the Rules on Market Value Management of the Company, the Board formulated the “Profit Distribution and Return Plan for the Next Three Years (Year 2026–2028) of Eastroc Beverage (Group) Co., Ltd.”. Please refer to Appendix I to this circular for details of the Plan.

The Plan will be subject to approval by the Shareholders at the EGM by way of an ordinary resolution.

(3) PROPOSED CHANGES TO THE REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated July 30, 2026 in relation to the proposed amendments to the Articles of Association.

As a result of the completion of the capitalization issue of the Company, the Company’s total issued Shares increased from 564,768,700 Shares to 734,199,310 Shares, comprising 676,016,900 A Shares and 58,182,410 H Shares. The registered capital increased from RMB564,768,700 before completion of the Issue of New Shares to RMB734,199,310.

In light of the changes to the Company’s registered capital, total share capital and equity structure, pursuant to the Company Law and other relevant laws and regulations, the Board considered and approved on July 30, 2026 to propose for the amendment of the Articles of Association. The specific amendment is as follows:

Before amendment	After amendment
Article 6 The registered capital of the Company is RMB 564,768,700.	Article 6 The registered capital of the Company is RMB 564,768,700 <u>734,199,310</u> .
Article 21 Upon completion of the H-share public offering (assuming the Over-allotment Option is not exercised), the total number of shares of the Company will be 564,768,700 shares, all of which will be ordinary shares, comprising A-share ordinary shares of 520,013,000 shares, representing 92.08% of the Company’s total share capital; and H-share ordinary shares of 44,755,700 shares, representing 7.92% of the Company’s total share capital.	Article 21 Upon completion of the H-share public offering (assuming the Over-allotment Option is not exercised), <u>(The total number of shares of the Company will be 564,768,700</u> <u>734,199,310</u> shares, all of which will be ordinary shares, comprising A-share ordinary shares of 520,013,000 <u>676,016,900</u> shares, representing 92.08% of the Company’s total share capital; and H-share ordinary shares of 44,755,700 <u>58,182,410</u> shares, representing 7.92% of the Company’s total share capital.

LETTER FROM THE BOARD

In addition, according to the provisions under the currently effective Company Law of the People's Republic of China, the Board has also approved on 30 July 2026 make the following amendment to the Articles of Association:

Before amendment	After amendment
Article 144 The Company shall have a general manager, also known as the chief executive officer, who shall be appointed or dismissed by the Board of Directors. The Company shall also have an executive president and several vice presidents of the Group. The executive president and vice presidents of the Group shall be nominated by the chief executive officer and appointed or dismissed by the Board of Directors.	Article 144 The Company shall have a general manager, also known as the chief executive officer, who shall be appointed or dismissed by the Board of Directors. The Company shall also have an executive president and several vice presidents of the Group. The executive president and vice presidents of the Group shall be nominated by the chief executive officer and appointed or dismissed by the Board of Directors.

Except for the abovementioned, other provisions of the Articles of Association remain unchanged. The Board proposes to the Shareholders that the Board shall delegate the authority to the Chairman of the Company or his authorized person to complete the relevant procedures including filings and registration with the competent administrative authorities for industry and commerce. The abovementioned changes and filings for registration shall be subject to and determined by the contents as approved by the relevant competent administrative authorities for industry and commerce.

The Board considers that the proposed amendments to the Articles of Association will not change the existing rights of the Shareholders and will not materially affect the rights of the holders of A Shares and H Shares, and are therefore in the interests of the Company and the Shareholders as a whole.

Since the Company is a PRC-incorporated company and the official Articles of Association and various sets of internal rules and regulations (as the case may be) of the Company are prepared in Chinese language, the English translation is for reference only. If there are discrepancies between the Chinese and English texts, the Chinese version shall prevail. The proposed amendments to the Articles of Association (including the Rules of Procedures) will be subject to approval by the Shareholders at the EGM by way of a special resolution.

Prior to the passing of change of registered capital and amendments to the Articles of Association at the EGM, the existing Articles of Association remains valid.

LETTER FROM THE BOARD

(4) GENERAL MANDATE TO THE BOARD OF DIRECTORS FOR REPURCHASE OF SHARES

A special resolution will be proposed to the EGM to approve the granting of a general mandate (the “**Repurchase Mandate**”) to the Board and to authorize the Board to (i) decide to, subject to market conditions and the needs of the Company and in compliance with relevant laws and regulations, repurchase H Shares up to a maximum of 10% of the total number of the H Shares (excluding treasury H Shares) in issue of the Company as at the date of this resolution being considered and approved at the EGM, and to formulate repurchase plan, and (ii) authorize the Board to approve, sign and execute or cause to be signed and executed all documents, deeds and matters that they deem related to the exercise of the Repurchase Mandate mentioned above.

The Repurchase Mandate will be valid from the date of approval of this resolution by the EGM to the earlier of (i) the date of the conclusion of the 2026 annual general meeting of the Shareholders to be held in 2027, and (ii) the revocation or variation of the authority under this Repurchase Mandate by passing of a special resolution of the Company at any general meeting.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix II to this circular.

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 Wednesday, August 26, 2026 to Monday, August 31, 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 Monday, August 31, 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 Tuesday, August 25, 2026 for registration.

EGM

The EGM Notice is set out on pages EGM-1 to EGM-3 of this circular for the purpose of considering and, if thought fit, passing the ordinary resolutions and special resolutions approving the matters set out above.

LETTER FROM THE BOARD

Shareholders are advised to read the EGM Notice and to complete and return the form of proxy 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 17M Floor, 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 resolutions 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

APPENDIX I PROFIT DISTRIBUTION AND RETURN PLAN FOR THE NEXT THREE YEARS OF EASTROC BEVERAGE (GROUP) CO., LTD. (YEAR 2026–2028)

In order to further regulate and improve the profit distribution policy of Eastroc Beverage (Group) Co., Ltd. (the “**Company**”), establish a scientific, sustainable, stable and transparent dividend decision-making and supervisory mechanism, and actively reward investors, pursuant to the requirements of relevant documents including the “Regulatory Guidelines of Listed Companies No. 3 — Distribution of Cash Dividends of Listed Companies”, the “Self-Regulatory Guidelines for Listed Companies of the Shanghai Stock Exchange No. 1 — Standardised Operation” and the articles of association of Eastroc Beverage (Group) Co., Ltd. (the “**Articles of Association**”), the board of directors of the Company (the “**Board**”), after taking into comprehensive consideration various factors including the Company’s development strategy, competitive environment, industry development trends, profitability, shareholder returns, capital cost of the society and external financing environment, and after full discussion and verification, formulated the “Profit Distribution and Return Plan for the Next Three Years (Year 2026–2028) of Eastroc Beverage (Group) Co., Ltd.” (the “**Plan**”), the details are as follows:

I. Factors to be considered by the Company during the formulation of the Plan

With a view to long-term and sustainable development, the Company comprehensively considers its actual conditions, development strategic planning and industry development trends. In accordance with the relevant requirements of the Company Law and the Securities Law of the People’s Republic of China, as well as the relevant requirements of the China Securities Regulatory Commission and the Shanghai Stock Exchange, the Company establishes a scientific, sustainable and stable return plan and mechanism for investors, so as to make systematic arrangements for profit distribution and ensure the continuity and stability of its profit distribution policy.

II. Principles of the formulation of the Plan

Subject to compliance with the relevant national laws and regulations and the Articles of Association, the Plan shall fully attach importance to returns to investors and maintain the continuity and stability of the Company’s profit distribution policy, while taking into account the long-term interests of the Company, the overall interests of all shareholders and the sustainable development of the Company. During the research, verification and decision-making process of the profit distribution policy, the Company shall fully take into consideration the opinions of independent directors and public investors.

APPENDIX I PROFIT DISTRIBUTION AND RETURN PLAN FOR THE NEXT THREE YEARS OF EASTROC BEVERAGE (GROUP) CO., LTD. (YEAR 2026–2028)

III. Details of the Profit Distribution and Return Plan for the Next Three Years of the Company (Year 2026–2028)

1. *Forms of profit distribution*

The Company may distribute dividends in cash, shares, a combination of cash and shares, or by other means as permitted by laws and regulations, and shall give priority to distribution of profits in cash. The Company shall mainly distribute dividends on an annual basis, and the Board may also propose interim profit distribution as appropriate.

2. *Conditions of profit distribution in cash*

Where the auditor has issued a standard and unqualified auditor's report on the Company's annual financial report, the distributable profit realised by the Company for the year, namely the after-tax profit remaining after the Company has made up losses and made appropriations to the reserve fund, is positive, and the Company has sufficient cash to support its continuous operation and long-term development, the Company shall actively distribute profits in cash. When determining distributable profits, the Company shall use the financial statements of the parent company as the basis. Subject to conditions, the Company may conduct interim profit distribution in cash.

Upon the occurrence of any of the following circumstances, the Company may decide not to conduct profit distribution in cash or conduct profit distribution in cash at a level lower than the indicators stipulated in item 3 below: (1) the Company has not realised profits for the year; (2) the balance of distributable profits of the Company at the end of the period is negative; (3) the net cash flow from operating activities of the Company for the year or the balance of cash and cash equivalents at the end of the period is negative; (4) the Company has material cash expenditure matters within the next twelve months that can be foreseen, and the Company has explained the relevant plan in publicly disclosed documents, and the conduct of profit distribution in cash may cause the cash flow of the Company to be unable to satisfy its operating or investment needs.

The abovementioned material cash expenditure matters refer to circumstances where the Company's proposed external investment, acquisition of assets or purchase of equipment within the next twelve months will involve cumulative expenditure reaching or exceeding 20% of the Company's latest audited net assets and exceeding RMB300 million, or where the Company's proposed external investment, acquisition of assets or purchase of equipment within the next twelve months will involve cumulative expenditure reaching or exceeding 10% of the Company's latest audited total assets.

APPENDIX I PROFIT DISTRIBUTION AND RETURN PLAN FOR THE NEXT THREE YEARS OF EASTROC BEVERAGE (GROUP) CO., LTD. (YEAR 2026–2028)

3. *Proportion of profit distribution in cash*

Except where the Company is subject to any circumstance under the Articles of Association where profit distribution may not be conducted, the profits distributed by the Company in cash each year shall not be less than 80% of the net profit attributable to shareholders of the listed company realised for the year.

Where the Company repurchases shares by way of centralised price bidding transactions for cash consideration, the amount of such repurchase shall be deemed as profit distribution in cash and included in the calculation of the abovementioned proportion of profit distribution in cash and accumulative amount of profit distribution in cash.

Where the Company distributes profits by way of both cash and bonus shares, while satisfying the capital requirements for the normal production and operation of the Company, the Company shall implement differentiated policies for profit distribution in cash:

- (1) where the Company is in a mature stage of development and has no arrangement for material capital expenditure, when conducting profit distribution, the proportion of profit distribution in cash in such profit distribution shall be at least 80%;
- (2) where the Company is in a mature stage of development and has arrangements for material capital expenditure, when conducting profit distribution, the proportion of profit distribution in cash in such profit distribution shall be at least 40%;
- (3) where the Company is in a growth stage of development and has arrangements for material capital expenditure, when conducting profit distribution, the proportion of profit distribution in cash in such profit distribution shall be at least 20%.

Where the Company's stage of development is difficult to distinguish but it has arrangements for material capital expenditure, the matter may be handled in accordance with item 3 of the preceding paragraph.

4. *Conditions for the distribution of bonus shares*

Where the Company is in good operating condition and the Board considers that the Company's share price does not match the scale of its share capital, and that distribution of bonus shares is beneficial to the overall interests of all shareholders of the Company, subject to satisfaction of the abovementioned conditions of profit distribution in cash, the Company may

APPENDIX I PROFIT DISTRIBUTION AND RETURN PLAN FOR THE NEXT THREE YEARS OF EASTROC BEVERAGE (GROUP) CO., LTD. (YEAR 2026–2028)

distribute profits by way of bonus shares. The specific dividend ratio shall be considered and approved by the Board and then submitted to the shareholders' general meeting for consideration and approval.

IV. Conditions, decision-making procedures and mechanism for adjustment of profit distribution policies

The Company's profit distribution policy shall maintain continuity and stability. Where, based on its production and operation conditions, investment plans and long-term development needs, the Company indeed needs to adjust its profit distribution policy, the adjusted profit distribution policy shall not violate the relevant requirements of the China Securities Regulatory Commission and the stock exchange. The proposal regarding adjustment of the profit distribution policy shall be considered and approved by the Board and then submitted to the shareholders' general meeting of the Company for approval.

Amendments to the Company's profit distribution policy shall be proposed by the Board to the shareholders' general meeting. The profit distribution policy proposed by the Board shall be approved by more than half of the members of the Board. Independent directors may solicit opinions from minority shareholders, put forward dividend proposals and directly submit them to the Board for consideration. Amendments to the Company's profit distribution policy shall be submitted to the shareholders' general meeting of the Company for consideration, and shall be approved by more than two-thirds of the voting rights represented by shareholders, including proxies of shareholders, attending the shareholders' general meeting. The Company shall also make arrangements to provide convenience for minority investors to participate in the shareholders' general meeting through the trading system of the stock exchange, online voting system and other means.

V. Decision-making and implementation of profit distribution proposals

When formulating specific proposals for profit distribution in cash, the Board shall carefully study and verify matters including the timing, conditions and minimum proportion of the Company's profit distribution in cash, the conditions for adjustment and the requirements of the relevant decision-making procedures, and fully listen to the opinions of independent directors. Independent directors may solicit opinions from minority shareholders, put forward dividend proposals and directly submit them to the Board for consideration. After the shareholders' general meeting of the Company has passed a resolution on the profit distribution proposal, the Board shall complete the distribution of dividends or shares within 2 months after the shareholders' general meeting is held.

APPENDIX I PROFIT DISTRIBUTION AND RETURN PLAN FOR THE NEXT THREE YEARS OF EASTROC BEVERAGE (GROUP) CO., LTD. (YEAR 2026–2028)

VI. Mechanism for protection of shareholders' interests

During the decision-making and discussion process in respect of profit distribution policies, the Board and the shareholders' general meeting of the Company shall fully listen to the opinions of independent directors and minority shareholders.

Where the Company realised profits in the previous accounting year but the Board did not propose an annual proposal for profit distribution in cash, the Board shall disclose in the annual report the reasons for not distributing cash dividends and the use of the funds retained by the Company which have not been used for the distribution of cash dividends. When the Company distributes profits in cash, if there is any misappropriation of the funds of the listed company by any shareholder, the Company shall deduct the cash dividends allocated to such shareholder in order to repay the amount of funds misappropriated by such shareholder.

VII. Supplementary provisions

Any matters not covered in the Plan shall be implemented in accordance with the relevant laws, regulations, regulatory documents and the Articles of Association. The Plan shall be interpreted by the Board and shall become effective from the date on which it is considered and approved at the shareholders' general meeting of the Company.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE OF H SHARES

In accordance with the Listing Rules, this appendix serves as the explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolution to be proposed at the EGM for the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 734,199,310 Shares in issue, comprising 676,016,900 A Shares (including 7,122,551 treasury A Shares held in the Company's repurchase securities account) and 58,182,410 H Shares.

The full exercise of the Repurchase Mandate (on the basis of 58,182,410 H Shares in issue as at the Latest Practicable Date, and assuming no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the EGM) would result in the maximum of 5,818,241 H Shares being repurchased by the Company during the proposed repurchase period, being the maximum of 10% of the total H Shares in issue (excluding any treasury H Shares) as at the date of passing the relevant special resolution.

2. REASONS FOR THE PROPOSED REPURCHASE

The Directors considered that repurchase of H Shares can safeguard the Company's value and Shareholders' interests, enhance the Company's capital structure and increase return for Shareholders. Such repurchases will only be made when the Board believes that such repurchases will benefit the Company and its Shareholders as a whole.

3. SOURCE OF FUNDS OF THE PROPOSED REPURCHASE AND REPURCHASE PRICE

In repurchasing its H Shares, the Company intends to apply its own funds, the aggregate amount used for the repurchase shall not affect the Company's production and operation in its normal course, investment in research and development and ability to pay debts. The Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of the PRC.

The price for repurchasing H shares shall comply with the Listing Rules and other relevant regulatory requirements and market practices. In principle, the repurchase price shall not exceed 5% above the average closing price for the five trading days immediately prior to the actual repurchase date. The specific repurchase price shall be determined by the Board of Directors (or by the Chairman of the Company and his authorized persons as delegated by the Board) based on market conditions and the Company's actual circumstances.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE OF H SHARES

4. MARKET PRICES OF H SHARES

The monthly highest and lowest prices per Share at which the H Shares of the Company have traded on the Hong Kong Stock Exchange and the monthly highest and lowest price per Share at which the A Shares of the Company have traded on the Shanghai Stock Exchange during the 12 months immediately preceding the Latest Practicable Date were as follows:

Month	H Shares highest (HKD)	H Shares lowest (HKD)	A Shares highest (RMB)	A Shares lowest (RMB)
August 2025	N/A ^{Note}	N/A ^{Note}	312.9	280.0
September 2025	N/A ^{Note}	N/A ^{Note}	317.0	279.2
October 2025	N/A ^{Note}	N/A ^{Note}	313.4	277.6
November 2025	N/A ^{Note}	N/A ^{Note}	283.5	254.5
December 2025	N/A ^{Note}	N/A ^{Note}	279.0	255.5
January 2026	N/A ^{Note}	N/A ^{Note}	281.5	245.0
February 2026	296.0	245.6	279.0	238.1
March 2026	248.0	200.0	245.0	205.2
April 2026	226.0	190.2	217.3	188.0
May 2026	212.8	124.5	206.2	137.3
June 2026	147.3	100.1	154.9	108.8
July 2026	131.3	104.0	145.9	117.1
August 2026 (up to the Latest Practicable Date)	125.9	111.7	134.8	120.0

Note: The Company's H Shares were listed on February 3, 2026.

5. TAKEOVERS CODE

If as a result of a repurchase of H Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE OF H SHARES

Save as the above, the Directors are not aware of any consequences of such repurchases of H Shares which would arise under either or both the Takeovers Code and any similar applicable law as a result of any repurchase made under the Repurchase Mandate.

6. REPURCHASE OF SHARES MADE BY THE COMPANY

Details of the repurchase made by the Company during the previous six months preceding the Latest Practicable Date were as follows:

Date of repurchase	Number of Shares repurchased (A Shares)	Highest price (RMB)	Lowest price (RMB)
May 18, 2026	709,151	142.30	138.64
May 19, 2026	682,160	149.95	142.65
May 20, 2026	670,437	150.00	146.07
May 21, 2026	657,470	153.97	148.53
May 22, 2026	668,370	150.00	147.84
May 25, 2026	683,195	148.90	142.07
May 26, 2026	625,600	143.31	139.30
May 28, 2026	1,398,268	145.00	137.40
June 2, 2026	660,020	154.90	149.28
June 8, 2026	367,880	136.80	134.20

Save as disclosed above, the Company had not purchased any shares of its own (whether on the Shanghai Stock Exchange, the Hong Kong Stock Exchange or by other means) during the six months immediately preceding the Latest Practicable Date.

7. GENERAL INFORMATION

The Directors consider that there would not be a material adverse impact on the working capital or on the gearing position of the Company (as compared with those disclosed in the audited consolidated accounts as set out in the annual report of the Company for the year ended December 31, 2025) in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period as permitted by laws and regulations. In addition, the Board will not exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing position of the Company in the opinion of the Board.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE OF H SHARES

The Board and relevant authorized persons will determine the number of H Shares to be repurchased, as well as the price and other terms for the repurchase of H Shares in accordance with relevant laws and regulations and the volatility and changes in the capital market and the stock price of the H Shares, in the best interests of the Company and the Shareholders as a whole.

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company.

The Board will exercise the power of the Company to make repurchase of H Shares prudently pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

In addition, the Board will not repurchase any H Shares if such repurchase would result in non-compliance with the minimum public float requirement imposed on the Company pursuant to a waiver granted by the Stock Exchange from strict compliance with the requirements of Rules 8.08(1)(b) and 19A.13A of the Listing Rules.

Neither the explanatory statement nor the proposed repurchase of H Shares has any unusual features.

Subject to the applicable requirements under the Listing Rules, the Company intends to cancel the repurchased H Shares following settlement of any such repurchase and/or hold them as treasury H Shares, subject to, for example, market conditions and its capital management needs at the relevant time of the repurchase.

For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as the treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements (relevant rights or entitlements would otherwise be suspended under the applicable laws if those Shares were registered in its own name as the treasury shares).



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 THE 2026 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 second extraordinary general meeting (the “**EGM**”) of Eastroc Beverage (Group) Co., Ltd. (the “**Company**”) will be held on Monday, August 31, 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 resolutions:

1. To consider and approve 2026 interim profit distribution plan;
2. To consider and approve the profit distribution and return plan for the next three years (2026–2028) of the Company;

By way of special resolutions:

3. To consider and approve proposed amendments to the articles of association of the Company; and
4. To consider and approve:

“THAT:

- (a) subject to market conditions and the needs of the Company and in compliance with relevant laws and regulations, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase its H Shares up to a maximum of 10% of the total number of the H Shares (excluding any treasury H Shares) in issue of the Company as at the date of this resolution being considered and approved at the EGM;

NOTICE OF THE 2026 SECOND EXTRAORDINARY GENERAL MEETING

- (b) the general mandate in paragraph (a) above shall authorize the Directors during the Relevant Period to approve, sign and execute or cause to be signed and executed all documents, deeds and matters that they deem related to the exercise of such powers; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until the earliest of: (i) the date of the conclusion of the 2026 annual general meeting of the Shareholders to be held in 2027; and (ii) the revocation or variation of the authority given to the Directors of the Company under this resolution by passing of a special resolution of the Company at any general meeting.”

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, August 13, 2026

Notes:

1. The Register of Members will be closed during the following periods and during these periods, no transfer of H Shares will be registered.

- (a) To attend and vote at the EGM:

In order to determine the H Shareholders' entitlement to attend the EGM, the Register of Members of the Company will be closed from Wednesday, August 26, 2026 to Monday, August 31, 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 August 31, 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 Tuesday, August 25, 2026.

- (b) To qualify for the proposed 2026 interim dividend

For the purpose of determining the H Shareholders' entitlement to the proposed 2026 interim dividend, the Register of Members of the Company will be closed from Thursday, September 10, 2026 to Thursday, September 17, 2026 (both days inclusive), during which period no transfer of H Shares will be registered. The record date for determining the H Shareholders' entitlement to receive the proposed 2026 interim dividend will be Thursday, September 17, 2026. In order to qualify for the proposed 2026 interim dividend, the H Shareholders whose transfers of Shares have not been registered 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, September 9, 2026.

NOTICE OF THE 2026 SECOND EXTRAORDINARY GENERAL MEETING

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 Floor, 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.