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八马茶业
BAMA TEA

BAMA TEA CO., LTD.
八馬茶業股份有限公司

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

(Stock Code: 6980)

CONTINUING CONNECTED TRANSACTIONS
THE FRAMEWORK AGREEMENT FOR THE SALE AND PURCHASE OF TEA AND OTHER TEA PRODUCTS

THE FRAMEWORK AGREEMENT FOR THE SALE AND PURCHASE OF TEA AND OTHER TEA PRODUCTS

The Board is pleased to announce that on November 4, 2026 (after trading hours), the Company entered into the Framework Agreement for the Sale and Purchase of Tea and Other Tea Products with Wangxinji (a connected subsidiary of the Company), pursuant to which the Supplier Group will supply tea leaves and other tea products to Wangxinji and/or its subsidiary(ies) from time to time during the term of the Framework Agreement for the Sale and Purchase of Tea and Other Tea Products, which will commence on January 1, 2027, and continue until December 31, 2029.

LISTING RULES IMPLICATIONS

Wangxinji is owned as to 70% by Qixin, a wholly-owned subsidiary of the Company, and 30% by Jialin Yongheng, a limited partnership established in the PRC on March 3, 2026. Jialin Yongheng is managed by Ms. Wang Jialin (王佳琳) as its general partner, and its partnership interests are held as to 90% by Ms. Wang Jialin and 10% by Ms. Su Meiman (蘇美滿), an Independent Third Party, as a limited partner. Ms. Wang Jialin is the daughter of Mr. Wang Wenbin (王文彬), a non-executive Director, and is therefore an associate of Mr. Wang Wenbin and a connected person at the issuer level under Chapter 14A of the Listing Rules. As the sole general partner of Jialin Yongheng, Ms. Wang Jialin is entitled to control the voting power held by Jialin Yongheng at the general meeting of Wangxinji, amounting to 30%. Accordingly, Wangxinji is a connected subsidiary of the Company under Rule 14A.16(1) and therefore a connected person of the Company under Rule 14A.07(5) of the Listing Rules. As a result, the transactions under the Framework Agreement for the Sale and Purchase of Tea and Other Tea Products constitute continuing connected transactions under Chapter 14A of the Listing Rules.

Given that the highest applicable percentage ratio for the transactions contemplated under the Framework Agreement for the Sale and Purchase of Tea and Other Tea Products exceeds 0.1% but is less than 5%, the transactions contemplated thereunder are subject to the reporting, annual review and announcement requirements but exempt from the circular (including advice from an independent financial adviser) and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

INTRODUCTION

On November 4, 2026 (after trading hours), the Company entered into the Framework Agreement for the Sale and Purchase of Tea and Other Tea Products with Wangxinji, pursuant to which the Supplier Group will supply tea leaves and other tea products to Wangxinji and/or its subsidiary(ies) from time to time during the term of the Framework Agreement for the Sale and Purchase of Tea and Other Tea Products.

The Framework Agreement for the Sale and Purchase of Tea and Other Tea Products

The principal terms of the Framework Agreement for the Sale and Purchase of Tea and Other Tea Products are set out as follows:

Date: November 4, 2026

Parties: (i) The Company; and

(ii) Wangxinji

Term: From January 1, 2027 to December 31, 2029

Nature of Transactions: Under the Framework Agreement for the Sale and Purchase of Tea and Other Tea Products, the Supplier Group will supply tea leaves and other tea products to Wangxinji and/or its subsidiary(ies) in accordance with the terms set out in the separate agreement(s).

The Framework Agreement for the Sale and Purchase of Tea and Other Tea Products is a framework agreement setting out the principles, mechanisms and terms for the contemplated transactions. During the term of the Framework Agreement for the Sale and Purchase of Tea and Other Tea Products, the Supplier Group and Wangxinji and/or its subsidiary(ies) may enter into separate purchase and sale agreements for individual transactions, specifying detailed contractual terms. Such separate agreements shall be governed by the overarching terms and conditions of the Framework Agreement for the Sale and Purchase of Tea and Other Tea Products.

Pricing Basis: The prices for each transaction under the Framework Agreement for the Sale and Purchase of Tea and Other Tea Products will be determined in the ordinary and usual course of business, on normal commercial terms or terms more favourable to the Group which shall be fair, reasonable and in the interest of the Company and its Shareholders as a whole, and negotiated on an arm's length basis.

The pricing will be determined on a cost-plus basis with reference to the following factors, among others: (i) the Group's procurement and production costs for tea leaves and other tea products; and (ii) a reasonable gross profit margin as mutually agreed between the parties on an arm's-length and equitable basis.

Termination: The Framework Agreement for the Sale and Purchase of Tea and Other Tea Products shall remain in force until (i) its expiry; or (ii) its termination following a material breach by one party, where the non-breaching party issues a written notice and the breaching party fails to remedy the breach within a reasonable time, in which case the non-breaching party may terminate the agreement before its expiry. The Framework Agreement for the Sale and Purchase of Tea and Other Tea Products may be renewed by mutual consent of the parties with a term not exceeding three years, subject to compliance with the Listing Rules.

Payment Terms: All payments for the supply of tea leaves and other tea products under the Framework Agreement for the Sale and Purchase of Tea and Other Tea Products will be made in accordance with the separate agreements to be entered into for each transaction.

Historical Amount

During the two months ended October 31, 2026, Wangxinji purchased tea leaves on an *ad hoc* basis from the Group with an aggregate transaction amount of approximately RMB1.1 million. Aside from the above, as of the date of this announcement, there have been no other sales of tea leaves or other tea products from the Group to Wangxinji. In 2026, Wangxinji was still in the preliminary phase of exploring its business opportunities, and its procurement of tea leaves from the Group primarily facilitated its business operational needs during the preliminary phase, during which the parties had not established a regular cooperation mechanism. Consequently, such historical transactions were isolated in nature. Such historical transactions were fully exempt from all of the reporting, annual review, announcement, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules pursuant to Rule 14A.76(1) of the Listing Rules. The Company does not expect to conduct any further transactions with Wangxinji and/or its subsidiary(ies) during the remaining period of the financial year ending December 31, 2026. The Framework Agreement for the Sale and Purchase of Tea and Other Tea Products was entered into by the Company and Wangxinji to govern the anticipated recurring transactions from January 1, 2027 to December 31, 2029.

Annual Caps and Basis for Determination

Under the Framework Agreement for the Sale and Purchase of Tea and Other Tea Products, the Annual Caps for the supply of tea leaves and other tea products are as follows:

Fiscal year	**Annual Caps** *(RMB'000)*
For the year ending December 31, 2027	3,000
For the year ending December 31, 2028	5,000
For the year ending December 31, 2029	8,000

Given that the transactions in 2026 occurred during the preliminary operational phase of Wangxinji with relatively limited transaction volume, and considering that the business of Wangxinji is expected to expand in 2027, the Board believes that the procurement volume of Wangxinji in 2027 will increase as compared to that in 2026. Therefore, determining the Annual Caps based on the small amount of isolated transactions in 2026 will likely result in an inaccurate estimation. The Annual Caps are instead determined with reference to, among others: (i) the projected growth rate of the market size for premium tea leaves and other tea products over the next three years and the anticipated demand for premium tea leaves and other tea products; (ii) the store-opening plan of Wangxinji and its anticipated sales volume; and (iii) the Supplier Group's ability to stably supply and deliver the products to Wangxinji and/or its subsidiary(ies), ensuring the product quality and facilitating the continuous product supply.

INTERNAL CONTROL MEASURES

In order to ensure that the terms for the purchase and sale of tea leaves and other tea products under the Framework Agreement for the Sale and Purchase of Tea and Other Tea Products are not less favourable to the Group comparing with transactions between the Group and Independent Third Parties, the Company has adopted the following measures:

(1) the finance department and the Board office (董事會辦公室) will track and monitor ongoing transactions contemplated thereunder to ensure compliance with the Annual Caps. Additionally, the business and finance departments will regularly assess product pricing, raw material costs, and profit margins to ensure they remain reasonable;

(2) all separate agreements to be entered into under the Framework Agreement for the Sale and Purchase of Tea and Other Tea Products will undergo an internal review and approval process, involving key departments, including the initiating department, the production department, the general manager, the legal and risk control department, the finance department, and the Board office, to ensure compliance with the agreed pricing policies and terms under the Framework Agreement for the Sale and Purchase of Tea and Other Tea Products;

(3) the Board office will periodically report to the audit committee of the Board on the status of continuing connected transactions, pricing strategies and the review process during the year. The Company's auditors will review and report on, among others, the pricing and annual caps of continuing connected transactions during the year to ensure compliance with established terms and with Rule 14A.56 of the Listing Rules;

(4) the Board, with the assistance of the internal control department, will annually review and assess the internal control procedures for connected transactions during the year; and

(5) the independent non-executive Directors will conduct an annual review of continuing connected transactions in accordance with Rule 14A.55 of the Listing Rules and confirm in the annual report that the relevant transactions during the year have been entered into in the ordinary and usual course of business, on normal or more favourable commercial terms, and in accordance with the Framework Agreement for the Sale and Purchase of Tea and Other Tea Products on terms that are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

REASONS FOR AND BENEFITS OF ENTERING INTO THE FRAMEWORK AGREEMENT FOR THE SALE AND PURCHASE OF TEA AND OTHER TEA PRODUCTS

The Board (including the independent non-executive Directors) believes that the terms of the Framework Agreement for the Sale and Purchase of Tea and Other Tea Products are fair and reasonable, on normal or more favourable commercial terms, entered into in the ordinary and usual course of business of the Group and in the interests of the Company and its Shareholders as a whole. Wangxinji is positioned at premium tea leaves market targeting high-net-worth customers. The transactions contemplated thereunder will support the Group's expansion in this market and creating additional growth opportunities. This collaboration represents a proactive expansion of the Group's business, contributing to incremental performance and enhancing the Group's overall operational resilience. It supports the long-term, stable development of the Group's business. The Board also considers that the Annual Caps under the Framework Agreement for the Sale and Purchase of Tea and Other Tea Products are fair and reasonable. As Ms. Wang Jialin (the general partner of Jialin Yongheng) is a family member or relative of each of Mr. Wang Wenbin, Mr. Wang Wenli, Mr. Wu Qingbiao, Mr. Wang Kunheng, Mr. Wang Wenchao and Mr. Wang Wenlong (each being a Director), each of Mr. Wang Wenbin, Mr. Wang Wenli, Mr. Wu Qingbiao, Mr. Wang Kunheng, Mr. Wang Wenchao and Mr. Wang Wenlong is considered to have material interests in the transactions under the Framework Agreement for the Sale and Purchase of Tea and Other Tea Products and therefore has abstained from voting on the relevant Board resolution. Save as disclosed above, none of the Directors have a material interest in the transactions under the Framework Agreement for the Sale and Purchase of Tea and Other Tea Products and hence no other Director is required to abstain from voting on the relevant Board resolution.

INFORMATION ON THE COMPANY AND THE GROUP

The Company is a limited liability company established in the PRC on July 28, 1997, and was converted into a joint stock limited liability company on September 10, 2014. BAMA is a leading and well-known tea brand in China. The Group is committed to introducing the wellbeing and joy brought by tea to people around the world. Through the Group's nationwide offline store network and comprehensive online sales platforms, the Group offers high-quality Chinese tea across a product portfolio that includes all major tea leaf categories in China, such as Oolong tea, dark tea, black tea, green tea, white tea, and yellow tea. In addition, the Group offers non-tea-leaf products, including tea ware, tea snacks, and tea beverages.

INFORMATION ON WANGXINJI

Wangxinji is a 70%-owned subsidiary of the Company held through Qixin, a wholly-owned subsidiary of the Company. It was established as a limited liability company in the PRC on March 31, 2026 and is principally engaged in the sales of premium tea leaves and other tea products.

LISTING RULES IMPLICATIONS

Wangxinji is owned as to 70% by Qixin, a wholly-owned subsidiary of the Company, and 30% by Jialin Yongheng, a limited partnership established in the PRC on March 3, 2026. Jialin Yongheng is managed by Ms. Wang Jialin (王佳琳) as its general partner, and its partnership interests are held as to 90% by Ms. Wang Jialin and 10% by Ms. Su Meiman (蘇美滿), and Independent Third Party, as a limited partner. Ms. Wang Jialin is the daughter of Mr. Wang Wenbin (王文彬), a non-executive Director, and is therefore an associate of Mr. Wang Wenbin and a connected person at the issuer level under Chapter 14A of the Listing Rules. As the sole general partner of Jialin Yongheng, Ms. Wang Jialin is entitled to control the voting power held by Jialin Yongsheng at the general meeting of Wangxinji, amounting to 30%. Accordingly, Wangxinji is a connected subsidiary of the Company under Rule 14A.16(1) and therefore a connected person of the Company under Rule 14A.07(5) of the Listing Rules. As a result, the transactions under the Framework Agreement for the Sale and Purchase of Tea and Other Tea Products constitute continuing connected transactions under Chapter 14A of the Listing Rules.

Given that the highest applicable percentage ratio for the transactions contemplated under the Framework Agreement for the Sale and Purchase of Tea and Other Tea Products exceeds 0.1% but is less than 5%, the transactions contemplated thereunder are subject to the reporting, annual review and announcement requirements but exempt from the circular (including advice from an independent financial adviser) and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

DEFINITIONS

"Annual Caps"	the proposed annual caps under the Framework Agreement for the Sale and Purchase of Tea and Other Tea Products, being RMB3.0 million, RMB5.0 million and RMB8.0 million, respectively, for the years ending December 31, 2027, 2028 and 2029
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors of the Company as constituted from time to time, or, as the context requires, the majority of Directors present and voting at a meeting of the Directors at which a quorum is present
"China" or "PRC"	the People's Republic of China, excluding, for the purpose of this announcement, Hong Kong, Macau and Taiwan
"Company"	Bama Tea Co., Ltd. (八馬茶業股份有限公司), a limited liability company established in the PRC on July 28, 1997 and was converted into a joint stock limited liability company on September 10, 2014. It is a public company listed on the Stock Exchange (stock code: 6980)

"connected transactions"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	director(s) of the Company
"Framework Agreement for the Sale and Purchase of Tea and Other Tea Products"	an agreement dated November 4, 2026 entered into between the Company and Wangxinji in relation to the supply of tea leaves and other tea products by the Supplier Group to Wangxinji and/or its subsidiary(ies), with effect from January 1, 2027 to December 31, 2029
"Group"	collectively, the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Third Party(ies)"	individual(s) or company(ies) not connected with (within the meaning of the Listing Rules) any Director, chief executive or substantial shareholder of the Company or any of its subsidiaries or any of their respective associates
"Jialin Yongheng"	Shenzhen Jialin Yongheng Investment Partnership (Limited Partnership) (深圳市佳林永恒投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on March 3, 2026. Its sole general partner is Ms. Wang Jialin (王佳琳) holding 90% partnership interest, and its sole limited partner is Ms. Su Meiman (蘇美滿) holding 10% partnership interest
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Qixin"	Shenzhen Qixin Investment Co., Ltd. (深圳市啓新投資有限責任公司), a limited liability company established under the laws of the PRC on January 29, 2026, and a wholly-owned subsidiary of the Company
"RMB"	Renminbi, the lawful currency of the PRC
"Shareholder(s)"	the shareholder(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning ascribed to it under the Listing Rules
"Supplier Group"	the Company and/or its wholly-owned subsidiaries

"tea leaves and other tea products"	tea leaves and tea-derived products supplied by the Group, including tea ware and tea snacks
"Wangxinji"	Shenzhen Wangxinji Tea Co., Ltd. (深圳市王信記茶業有限公司), a limited liability company established under the laws of the PRC on March 31, 2026, and held as to 70% by Qixin and 30% by Jialin Yongheng
"wholly-owned subsidiary(ies)"	has the meaning ascribed to it under the Listing Rules
"%"	per cent

By order of the Board
Bama Tea Co., Ltd.
Mr. Wang Wenli
Chairman of the Board and Executive Director

Hong Kong, November 4, 2026

As at the date of this announcement, the Board comprises: (i) Mr. Wang Wenli, Mr. Wu Qingbiao, Mr. Wang Kunheng, Mr. Wang Wenchao and Mr. Wang Wenlong as executive Directors; (ii) Mr. Wang Wenbin as non-executive Director; and (iii) Ms. Chiu Mun Wai, Ms. Tong Naqiong and Mr. Wang Yuefei as independent non-executive Directors.