

**Eastroc Beverage (Group) Co., Ltd.**

**Terms of Reference of the Strategy and ESG Committee  
of the Board of Directors**



**东鹏饮料**

**(Applicable upon issuance and listing of H Shares)**

**July 2025**

**Eastroc Beverage (Group) Co., Ltd.**  
**Terms of Reference of the Strategy and ESG Committee**  
**of the Board of Directors**  
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**Chapter 1 General Provisions**

**Article 1** In order to cater to the needs of strategic development of the Company, enhance its core competitiveness, determine its development plans, strengthen the scientific nature of strategic decision-making, improve the effectiveness and quality of major investment decisions, improve the Company's environmental, social, and corporate governance (ESG) management and operational standards, as well as promote its sustainable and high-quality development, the Company has established a strategy and ESG committee of the Board of Directors (hereinafter referred to as the **"Strategy and ESG Committee"**) and formulated these terms of reference, in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the **"Company Law"**), the provisions of the relevant regulatory rules of the stock exchanges where the shares of the Company are listed (including the Shanghai Stock Exchange and The Stock Exchange of Hong Kong Limited, hereinafter collectively referred to as the **"Stock Exchanges"**), and the Articles of Association of Eastroc Beverage (Group) Co., Ltd. (hereinafter referred to as the **"Articles of Association"**).

**Article 2** As a specific working body set up by the Board of Directors, the Strategy and ESG Committee shall be primarily responsible for studying and proposing recommendations on the Company's long-term development strategies, major investment decisions, and sustainable development, as well as reporting its work and being accountable to the Board of Directors.

**Chapter 2 Composition**

**Article 3** The Strategy and ESG Committee shall consist of five Directors, with at least one independent non-executive Director.

**Article 4** Members of the Strategy and ESG Committee shall be nominated by the chairman of the Board of Directors, more than half of the independent non-executive Directors or more than one-third of all Directors for election by the Board of Directors of the Company.

**Article 5** The Strategy and ESG Committee shall be chaired by a member who shall be responsible for presiding over the work of the committee. The chairperson shall be directly elected by the Board of Directors from among the committee members.

**Article 6** The term of office of the members of the Strategy and ESG Committee shall be the same as the Directors of the same session of the Board of Directors. A member shall be eligible for re-election upon the expiry of his/her term of office. No members shall, before the expiry of his/her term of office, be removed from office without reason except for the circumstances that prevent such member from holding office as stipulated in the Company Law, the Articles of Association or the laws and regulations of the place where the shares are listed. If any member no longer holds the position as a Director of the Company during his/her term of office, he/she shall automatically lose his/her position as a member, and the vacancy shall be filled by the Strategy and ESG Committee in accordance with the provisions of Articles 3 to 5 above.

**Article 7** The Strategy and ESG Committee shall set up an investment review panel and environmental, social, and corporate governance management committee (hereinafter referred to as the “**ESG Management Committee**”), which is a daily working body of the Strategy and ESG Committee.

**Article 8** The provisions of the Company Law, the laws and regulations of the place where the shares are listed, and the Articles of Association regarding the duties of Directors apply to members of the Strategy and ESG Committee.

### **Chapter 3 Duties and Authorities**

**Article 9** The principal duties and authorities of the Strategy and ESG Committee are as follows:

- (I) to conduct research and propose recommendations on long-term development plans, operational objectives and development policies of the Company;
- (II) to conduct research and propose recommendations on business strategies of the Company, including but not limited to product strategy, market strategy, marketing strategy, research and development strategy, and talent strategy;
- (III) to conduct research and propose recommendations on the major strategic investments and financing plans of the Company;
- (IV) to conduct research and propose recommendations on significant capital operation, asset operational projects of the Company;
- (V) to conduct research and propose recommendations on other significant issues that may affect the development of the Company;

- (VI) to conduct research and propose recommendations on sustainable development (ESG) strategic planning, expected goals, and policy guidelines of the Company, which include but are not limited to environmental strategy, social strategy, and governance strategy;
- (VII) to review and propose recommendations on the annual Environmental, Social, and Corporate Governance (ESG) Report and other sustainability or ESG-related disclosures;
- (VIII) to track and inspect the implementation of the above items;
- (IX) to propose recommendations on other matters as authorized by the Board of Directors of the Company.

**Article 10** The exercise of its functions and powers by the Strategy and ESG Committee must comply with the Company Law, the laws and regulations of the place where the shares are listed, and the relevant provisions of the Articles of Association and these terms of reference, and shall not prejudice the interests of the Company and its Shareholders.

**Article 11** The Strategy and ESG Committee may make resolutions on the relevant matters set forth in Article 9 of these terms of reference during the recess of the Board of Directors of the Company in accordance with the authorization of the Board of Directors. If any such resolutions require consideration by the Shareholders' meeting and the Board of Directors, or approval by the chairman, they shall be submitted to the Shareholders' meeting and the Board of Directors for consideration, or the chairman for approval in accordance with the relevant procedures.

**Article 12** When performing its duties, the Strategy and ESG Committee shall be assisted by the relevant departments of the Company. The Strategy and ESG Committee may engage intermediary institutions to provide professional opinions for its decision-making if necessary, and the costs incurred shall be borne by the Company.

## **Chapter 4 Decision-making Procedures**

**Article 13** The investment review panel and the ESG Management Committee shall be responsible for the preliminary preparation for decision-making of the Strategy and ESG Committee and the work procedures are mainly as follows:

- (I) The responsible person of the relevant departments, branches, controlled subsidiaries, jointly controlled entities or investee companies of the Company shall report the particulars about development plans, business goals, operating strategies, major investment and financing, capital operation, the intention of projects such as assets operation, the preliminary feasibility report, basic conditions of the cooperating parties, as well as the plan and achievement of ESG work;

- (II) The investment review panel or the ESG Management Committee shall carry out a preliminary review, and sign and issue a written opinion on approval of project proposal, which shall be submitted to the Strategy and ESG Committee for filing;
- (III) The relevant departments, branches, controlled subsidiaries, jointly controlled entities or investee companies of the Company shall discuss with the external parties on matters relating to agreements, contracts, articles of association and feasibility reports, and shall report the particulars of discussions to the investment review panel or the ESG Management Committee;
- (IV) The investment review panel or the ESG Management Committee shall perform evaluation, sign and issue a written opinion, and shall submit a formal proposal to the Strategy and ESG Committee.

**Article 14** On the basis of the proposal submitted by the investment review panel or the ESG Management Committee, the Strategy and ESG Committee shall convene a meeting for discussion. The result of such discussion shall be submitted to the Board of Directors for consideration or to the chairman for approval and feedback shall be given to the investment review panel or the ESG Management Committee in accordance with the relevant procedures.

## **Chapter 5 Rules of Procedures**

**Article 15** The Strategic and ESG Committee shall be convened by the chairperson of the committee. In principle, meeting notices and relevant materials and information shall be delivered to all committee members and relevant persons invited to attend the meeting at least three days prior to the committee meeting. However, the aforementioned notice period limit may be waived in case of special urgency. When there are more than half of the members proposing, a meeting of the Strategic and ESG Committee must be convened. Such meeting shall be presided over by the chairperson. When the chairperson is unable to attend the meeting, he/she may delegate another member, who is an independent Director, to preside over the meeting on his/her behalf.

**Article 16** A meeting of the Strategy and ESG Committee shall be held only when more than two-thirds of the members are present; each member shall have one vote; resolutions made at the meeting must be passed by a majority of all members.

**Article 17** Members of the Strategy and ESG Committee may attend the meeting in person or delegate other members to attend the meeting and exercise voting rights on their behalf. If a member of the Strategy and ESG Committee delegates another member to attend the meeting and exercise voting rights on his/her behalf, he/she shall submit a power of attorney to the presiding officer of the meeting. The power of attorney shall be submitted to the presiding officer of the meeting no later than the voting time of the meeting.

**Article 18** In principle, meetings of the Strategy and ESG Committee shall be held in person. Where all participating Directors are guaranteed to be able to communicate fully and express their views, meetings may also be held via video, telephone, or other means in accordance with the procedures when necessary.

**Article 19** The leader and deputy leader of the investment review panel and the ESG Management Committee may attend meetings of the Strategy and ESG Committee. The Directors and other senior management members of the Company may be invited to attend the meeting, and other persons relating to the meeting resolutions may be called to sit in on the meetings to give briefings or express their opinions, when necessary. However, those who are not members of the Strategy and ESG Committee shall have no voting right over the resolutions.

**Article 20** The convening procedures and voting methods of the meetings of the Strategy and ESG Committee and the resolutions passed at the meetings shall comply with the requirements under relevant laws and regulations of the place where the shares are listed, the Articles of Association and these terms of reference.

**Article 21** Minutes shall be kept for the meetings of the Strategy and ESG Committee, and the members attending the meeting shall sign the minutes; the opinions of the independent Directors shall be stated in the minutes, which shall be kept by the secretary of the Board of Directors and for at least ten years during the existence of the Company.

**Article 22** The resolutions and poll results passed at the meetings of the Strategy and ESG Committee shall be reported to the Board of Directors of the Company in writing.

**Article 23** Committee members present at the meeting and persons attending the meeting shall be obligated to keep the matters discussed thereat confidential and shall not disclose relevant information without authorization.

## **Chapter 6 Supplementary Provisions**

**Article 24** These terms of reference have been reviewed and approved by the Board of Directors of the Company and shall take effect and be implemented from the date when the H shares issued by the Company are filed with the China Securities Regulatory Commission and listed on The Stock Exchange of Hong Kong Limited. The original Terms of Reference for the Strategy and ESG Committee of the Board of Directors shall become invalid automatically from the date on which these rules of procedures come into effect.

**Article 25** For matters not provided in these terms of reference, the relevant provisions of normative documents including the laws and regulations of the place where the shares are listed, the rules of the Stock Exchanges, and the Articles of Association shall apply. In the event of any inconsistency between these terms of reference and any future laws and regulations of the place where the shares are listed, rules of the Stock Exchanges, and the Articles of Association as legally amended, such laws and regulations of the place where the shares are listed, rules of the Stock Exchanges, and the Articles of Association shall prevail, and these terms of reference shall be amended immediately and submitted to the Board of Directors of the Company for consideration and approval.

**Article 26** The terms “over”, “within” and “under” in these terms of reference shall include the stated number, while “other than”, “lower than” and “more than” shall exclude the stated number.

**Article 27** The right to amend and interpret these terms of reference shall be vested in the Board of Directors of the Company.

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