
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Green Tea Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

Green Tea Group Limited

綠茶集團有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock code: 6831)

PROPOSED DECLARATION AND PAYMENT OF SPECIAL DIVIDEND AND NOTICE OF EXTRAORDINARY GENERAL MEETING

The notice convening the Extraordinary General Meeting of Green Tea Group Limited to be held at Conference Room 1, 3/F, Building 2, Yunqi Center, No. 369, Qingchuan Street, Xihu District, Hangzhou, Zhejiang, PRC on Monday, 21 July 2025 at 2:00 p.m. is set out in this circular.

A form of proxy for use by the Shareholders at the Extraordinary General Meeting is enclosed with this circular for despatch to the Shareholders. Whether or not you intend to attend the Extraordinary General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event not later than 48 hours before the time for holding the Extraordinary General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof should you so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (www.china-greentea.com.cn).

2 July 2025

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	2
Notice of Extraordinary General Meeting	5

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles of Association”	the second amended and restated memorandum and articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Green Tea Group Limited, an exempted company incorporated in Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extraordinary General Meeting” or “EGM”	the Extraordinary General Meeting of the Company to be held at Conference Room 1, 3/F, Building 2, Yunqi Center, No. 369, Qingchuan Street, Xihu District, Hangzhou, Zhejiang, PRC on Monday, 21 July 2025 at 2:00 p.m., to consider and, if appropriate, to approve the resolution contained in the notice of the meeting which is set out on pages 5 to 6 of this circular, or any adjournment thereof
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	Monday, 30 June 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Share(s)”	ordinary share(s) of nominal value of US\$0.00002 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

Green Tea Group Limited 綠茶集團有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock code: 6831)

Executive Directors:

Mr. Wang Qinsong (*Chairman*)

Ms. Yu Liying

Mr. Wang Jiawei

Non-executive Directors:

Ms. Lu Changmei

Mr. Liu Sheng

Ms. Xu Ruijie

Independent Non-executive Directors:

Mr. Shao Xiaodong

Mr. Bruno Robert Mercier

Mr. Fan Yongkui

Registered Office:

71 Fort Street

PO Box 500

George Town

Grand Cayman

KY1-1106

Cayman Islands

Head Office in PRC:

No. 1 Lingyin Road

Xihu District

Hangzhou

Zhejiang Province

PRC

Principal Place of Business in

Hong Kong:

Room 1918, 19/F, Lee Garden One

33 Hysan Avenue

Causeway Bay

Hong Kong

2 July 2025

To the Shareholders

Dear Sir/Madam,

**PROPOSED DECLARATION AND PAYMENT OF SPECIAL DIVIDEND
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 26 June 2025 in relation to the proposed declaration and payment of special dividend.

The purpose of this circular is to provide you with further information in connection with the proposed declaration and payment of special dividend and the notice of EGM.

LETTER FROM THE BOARD

2. PROPOSED DECLARATION AND PAYMENT OF SPECIAL DIVIDEND

Reference is made to the announcement of the Company dated 26 June 2025, in relation to the proposed declaration and payment of special dividend (the “**Special Dividend**”).

As disclosed in the Company’s prospectus dated 8 May 2025, the Company intends to declare and distribute by December 2025 a special dividend in an amount of no less than RMB180 million to the Shareholders (including the new Shareholders after the listing) based on the distributable retained profits from the subsidiaries of the Company as of 31 December 2024 and share premium of the Group.

At the meeting of the Board held on 26 June 2025, the Board has resolved to propose distribution of Special Dividend of HK\$0.33 per Share. The distribution of Special Dividend is subject to the approval by the Shareholders at the EGM.

As at the Latest Practicable Date, the Company has 673,454,800 Shares in issue. Based on the number of issued Shares as at the date of this announcement, the Special Dividend, if declared and paid, will amount to a total of approximately HK\$222,240,084 (the “**Proposed Dividend**”). Upon approval by the Shareholders, the Special Dividend will be paid in cash on or around Wednesday, 13 August 2025 to the Shareholders whose names appear on the register of members of the Company at the close of business on Tuesday, 29 July 2025.

3. EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Extraordinary General Meeting is set out on pages 5 to 6 of this circular.

For the purpose of determining the Shareholders’ entitlement to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Wednesday, 16 July 2025 to Monday, 21 July 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the Extraordinary General Meeting, the Shareholders must deliver all transfer documents accompanied by the relevant share certificates to the Company’s branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 15 July 2025. The record date for determining the entitlement to attend and vote at the EGM is Monday, 21 July 2025.

If the proposed declaration and payment of the Special Dividend is approved by the Shareholders at the EGM, the register of members of the Company will be closed from Friday, 25 July 2025 to Tuesday, 29 July 2025, both days inclusive, for the purpose of determining the entitlements of the Shareholders to the Special Dividend, during which period no transfer of Shares will be effected. In order to qualify for the proposed Special Dividend, the Shareholders must deliver all transfer documents accompanied by the relevant share certificates to the Company’s branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 24 July 2025. The record date for determining the entitlements of the Shareholders to the Special Dividend is Tuesday, 29 July 2025.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the shareholders at the general meetings must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, the resolution put to vote at the EGM will be taken by way of poll. An announcement on the poll results will be published by the Company

LETTER FROM THE BOARD

after the Extraordinary General Meeting in the manner prescribed under Rule 13.39(5) and 13.39(5A) of the Listing Rules. On a poll, every Shareholder present in person or by proxy or in the case of a Shareholder being a corporation, by its duly authorized representative, shall have one vote for each Share registered in his/her/its name on the register of members. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

A form of proxy for use at the Extraordinary General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.china-greentea.com.cn). Whether or not you intend to attend the Extraordinary General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Extraordinary General Meeting (i.e. not later than 2:00 p.m. on Saturday, 19 July 2025) or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

4. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules 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 herein or this circular misleading.

5. RECOMMENDATION

The Directors consider that the proposed declaration of the Special Dividend is in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the Extraordinary General Meeting.

Yours faithfully,

By order of the Board

Green Tea Group Limited

Mr. Wang Qinsong

Chief Executive Officer, Chairman of the Board and Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING

Green Tea Group Limited 綠茶集團有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock code: 6831)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of Green Tea Group Limited (the “**Company**”) will be held at Conference Room 1, 3/F, Building 2, Yunqi Center, No. 369, Qingchuan Street, Xihu District, Hangzhou, Zhejiang, PRC on Monday, 21 July 2025 at 2:00 p.m. for the following resolution:

ORDINARY RESOLUTION

1. To consider and approve the proposed declaration and payment of Special Dividend.

Yours faithfully,

By order of the Board

Green Tea Group Limited

Mr. Wang Qinsong

Chief Executive Officer, Chairman of the Board and Executive Director

Hong Kong, 2 July 2025

Notes:

- (i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.
- (ii) Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (iii) In order to be valid, the completed form of proxy must be lodged at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting (i.e. before 2:00 p.m. on Saturday, 19 July 2025) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (iv) For the purpose of determining the Shareholders' entitlement to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Wednesday, 16 July 2025 to Monday, 21 July 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the Extraordinary General Meeting, the Shareholders must deliver all transfer documents accompanied by the relevant share certificates to the Company's branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 15 July 2025. The record date for determining the entitlement to attend and vote at the EGM is Monday, 21 July 2025.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (v) If the proposed declaration and payment of the Special Dividend is approved by the Shareholders at the EGM, the register of members of the Company will be closed from Friday, 25 July 2025 to Tuesday, 29 July 2025, both days inclusive, for the purpose of determining the entitlements of the Shareholders to the Special Dividend, during which period no transfer of shares in the Company will be effected. In order to qualify for the proposed Special Dividend, the Shareholders must deliver all transfer documents accompanied by the relevant share certificates to the Company's branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 24 July 2025. The record date for determining the entitlements of the Shareholders to the Special Dividend is Tuesday, 29 July 2025.
- (vi) Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.