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Green Tea Group Limited
綠茶集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 6831)

**TERMS OF REFERENCE
FOR THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE**

Constitution

1. The environmental social and governance (the “**ESG**”) committee (the “**Committee**”) is established pursuant to a resolution passed by the board of directors (the “**Board**”) of Green Tea Group Limited (the “**Company**”) on December 17, 2025.

Membership

2. The members (“**Member(s)**”) of the Committee shall be appointed by the Board.
3. The chairman of the Committee shall be appointed by the Board.
4. Unless otherwise determined by the Board, the minimum number of members of the Committee shall be two. If a member resigns, ceases to be a director or for any other reason ceases to be a member of the Committee resulting in a reduction of the number of members below the minimum, the Board shall, within three months of that event, appoint such number of new members as may be required to make up the minimum.
5. The Board or the Committee shall from time to time appoint any particular member of the Committee or any officer or employee of the Company or its subsidiaries as the secretary of the Committee. In the absence of the secretary of the Committee, the remaining members present shall elect one of themselves or appoint another person as the secretary for that meeting.

Frequency of Meetings

6. The Committee shall meet at least once a year.

Notice of Meetings

7. A meeting of the Committee may be convened by any of its members or the secretary of the Committee.
8. Unless otherwise agreed by all the members of the Committee, notice of each meeting stating the time, date and place of the meeting shall be given to each member of the Committee and any other person invited to attend at least seven days prior to the date of the meeting.

9. Agenda and any supporting documents and papers shall be forwarded to each member of the Committee and any other person invited to attend at least three days prior to the date of the meeting (or such other period as the members may agree).

Proceedings of Meetings and Resolutions

10. No business shall be transacted at any meeting of the Committee unless a quorum is present. The quorum of a meeting shall be two members of the Committee.
11. Only members of the Committee have the right to attend Committee meetings. Other persons including but not limited to any director, management, external advisor or consultant may be invited by the Committee to attend for all or part of any meeting as and when appropriate.
12. Meetings of the Committee may be held either in person or through electronic means of communication or in such other manner as the members may agree.
13. Questions arising at any meeting shall be determined by a majority of votes of the members of the Committee present. Each member of the Committee shall have one vote. In the case of any equality of votes the chairman of the meeting shall have an additional or casting vote.
14. Members must abstain from voting in respect of any resolution which he/she is an interested party.
15. A resolution in writing passed and signed by all members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee. Any such resolution may be contained in a single document or may consist of several documents in like form each signed by one or more of the members of the Committee.
16. Draft and final versions of minutes of the Committee meetings shall be sent to all Committee members for their comment and records respectively within a reasonable time after the meeting.
17. The secretary of the Committee shall cause full minutes with sufficient details to be made in books to be provided for the purpose of the proceedings of all meetings of the Committee and of the attendances thereat and of all business transacted, resolutions passed and orders made at such meetings. Such minutes of meetings of the Committee shall be open for inspection at any reasonable time on reasonable notice by any director. Any such minutes of any meeting, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting of the Committee, shall be sufficient evidence without any further proof of the facts therein stated.
18. Save as otherwise provided herein expressly, proceedings of meetings of the Committee shall be governed by the provision of the articles of association of the Company for regulating the proceedings of meetings of the Board mutatis mutandis.

Authority

19. The Committee is authorized by the Board to discharge its duties within these terms of reference (the “**Terms**”). It is authorized to seek any information it requires from the directors and/or senior management (the “**Senior Management**”) of the Company. All directors and Senior Management are directed to co-operate with the Committee.

20. The Committee is authorised by the Board to seek any information it requires from any employee of the Group on ESG matters to perform its duties.
21. The Committee is authorized by the Board to obtain any independent professional advice, at the Company's expense, from any person if it considers necessary to perform its duties.
22. The Committee is to be provided with sufficient resources to discharge its duties.

Duties and Functions

23. The Committee is responsible for the following duties:
 - (a) recommending and reviewing ESG strategy and policy to the Board;
 - (b) keeping abreast of the latest ESG-related laws and regulations, including the applicable sections of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), keeping the Board informed of any changes in such laws and regulations and updating our ESG policy in accordance with the latest regulatory updates;
 - (c) identifying our Group's key stakeholders based on our business operations and understanding such stakeholders' influences and dependence with respect to ESG matters;
 - (d) assessing ESG-related risks on a regular basis according to the applicable laws, regulations and policies, especially risks in relation to climate change, to ensure we fulfill our responsibilities with respect to ESG matters;
 - (e) monitoring the effectiveness and ensuring the implementation of our ESG Policy and;
 - (f) reporting to our management on an annual basis on the implementation of our ESG policy and preparing the ESG report.

Reporting Procedures

24. The Committee shall report directly to the Board on its findings, decisions and/or recommendations after each of its meetings, unless there are legal or regulatory restrictions on its ability to do so (such as restriction on disclosure due to regulatory requirements). At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings, decisions and/or recommendations of the Committee to the Board. The secretary of the Committee shall also circulate the minutes of meetings, reports and/or written resolutions (if any) of the Committee to all members of the Board.

Annual General Meetings

25. The chairperson of the ESG Committee or (in case of his/her absence) a Member shall attend the annual general meetings of the Company and be prepared to respond to any shareholders' questions on the ESG Committee's activities and responsibilities.

Amendment

26. Subject to the compliance with the articles of association of the Company and the Listing Rules, any amendment to these terms of reference shall be authorized by the Board.

Publication

27. The Committee shall make available these terms of reference by publishing them on the websites of The Stock Exchange of Hong Kong Limited and the Company.

(If there is any inconsistency between the English and Chinese version of these terms of reference, the English version shall prevail.)