武漢有機控股有限公司
WUHAN YOUJI HOLDINGS LTD.

Wuhan Youji Holdings Ltd.
武漢有機控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2881)

Terms of Reference of the Environmental, Social and Governance ("ESG") Committee

Chapter 1 General Provisions

Article 1 The Environmental, Social and Governance ("**ESG**") Committee (the "**Committee**") is established on February 1, 2023 pursuant to a resolution of the Board of Directors (the "**Board**") of Wuhan Youji Holdings Ltd. (hereinafter referred to as "**the Company**") to further enhance the ESG level of the Company.

Article 2 The Committee is a special working organization under the Board, and it is responsible to the Board.

Article 3 These Terms of Reference clearly define the powers and duties of the Committee and serve as an important guideline and basis for the Committee to carry out its work.

Article 4 The Committee shall exercise powers granted by the Board, perform its duties based on these Terms of Reference, and make reports and recommendations to the Board in order to improve the ESG management system and further enhance the ESG level of the Company.

Article 5 The ESG Working Group (the "**Working Group**") shall comprehensively coordinate the ESG management work under the guidance of the Committee, and it shall be composed of the heads of relevant departments of the Company.

Chapter 2 Constitution of the Committee

Article 6 The Committee shall consist of not less than three members who are appointed by the Board.

Article 7 The Committee shall have a Chairman appointed by the Board, who will be responsible for presiding over the work of the Committee, and ensuring the effective operation of the Committee and the performance of its responsibilities.

Article 8 The Committee shall have a Committee Secretary who will assist in the communication between the Committee, the Board, and relevant departments, and be responsible for the preparation, organization or convening of the Committee's meetings.

Article 9 A Committee member may not appoint any alternate. Additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.

Chapter 3 Power of the Committee

Article 10 The Committee, when authorized by the Board, shall have the power to seek any information it requires from any employee of the Company and its subsidiaries and any professional advisers in order to perform its duties, and require any of them to prepare and submit reports, attend Committee meetings, supply information and address the questions raised by the Committee; All personnel of the Company are obligated to cooperate and provide information. Relevant units and departments shall submit the information on time, and shall not refuse, conceal, transfer, or provide false information.

Article 11 The Company shall provide the Committee with sufficient resources to perform its duties. The Committee may obtain, at the Company's expenses, outside legal or other independent professional advice on or assistance to any matters within these Terms of Reference, and to secure the attendance of outsiders with relevant experience and expertise at its meetings if it considers this necessary.

Article 12 The Committee shall review annually these Terms of Reference and their effectiveness in the performance of its duties and to make recommendation to the Board for amendments as it deems necessary.

Article 13 The Committee shall exercise such powers as the Committee may consider necessary and expedient so that their duties can be properly discharged.

Article 14 The Committee may delegate its authority to subordinate working groups when it deems appropriate and in the best interests of the Company.

Chapter 4 Duties of the Committee

Article 15 The Committee shall keep the effectiveness of the ESG management practices (including the management of climate-related matters) of the Company. The Committee shall introduce and propose applicable principles concerning ESG and to review and determine the ESG related policies, so as to enhance and to ensure a high standard of ESG management practices in the Company.

Article 16 The Committee shall develop and review the Company's ESG and climate-related goals, strategies, risks, opportunities, measures, policies, management guidelines, and corporate governance policies, and make recommendations to the Board.

Article 17 The Committee shall oversee the implementation of the Company's ESG and climate-related goals, strategies and policies; the identification of climate-related risks and opportunities; the formulation and execution of climate-related strategies and approaches; and the achievement of the Company's ESG key performance indicators and targets. The Committee shall regularly evaluate the effectiveness of the ESG and climate-related performance and action plans of the Company, and make recommendations to the Board on actions needed to improve relevant performance. The Committee shall also be responsible for approving/reviewing or recommending to the Board for the approval of the Board on the relevant policies of corporate culture of the Company, and encouraging the management to develop effective mechanisms to nurture and maintain a good corporate culture.

Article 18 The Committee shall identify and prioritize the Company's material ESG issues, evaluate major ESG and climate-related matters and make recommendations to the Board.

Article 19 The Committee shall review major ESG trends and ESG-related risks and opportunities (including climate-related risks and opportunities), and assess the adequacy and effectiveness of the Company's ESG governance structure and management approach accordingly.

Article 20 The Committee shall review the Company's compliance with the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, and the Environmental, Social and Governance Reporting Code as set out in Appendix C2 to the Listing Rules, and review, assess and verify the disclosure in the Corporate Governance Report and the ESG Report for the Board's consideration and approval. The Committee shall also review other ESG and climate-related disclosures of the Company and provide recommendations to the Board to maintain the integrity of ESG and climate-related disclosures.

Article 21 The Committee shall review and monitor the Company's disclosure process, including assessment and verification of the ESG and corporate governance-related disclosures in the annual and interim reports, the accuracy and materiality of price-sensitive information, determine the form and content of any required disclosure and ensure compliance with relevant requirements under the Listing Rules or the rules of any other stock exchange in respect of which the securities of the Company are listed or quoted, or other laws, regulations, rules and codes as may be applicable to the Company (the "**Applicable Laws**").

Article 22 The Committee shall make sure that the Company has appropriate and effective ESG and climate-related risk management and internal control systems, and provide recommendations to the Board on strategies for addressing ESG and climate-related risks.

Article 23 The Committee shall monitor each of the remuneration committee, nomination committee and audit committee of the Board and ensure each of them has duly discharged their respective duties and obligations in accordance with their respective terms of reference, the Listing Rules and any Applicable Laws.

Article 24 The Committee shall develop and formalize the functions reserved to the Board and those to be delegated by the Board to the management of the Company, and to review those arrangements on a periodic basis to ensure that they remain appropriate to the needs of the Company.

Article 25 The Committee shall review and monitor the Company's communication policy with its shareholders to ensure a high degree of transparency and that the shareholders are informed of relevant information on a regular basis thus allowing them to evaluate the Company's performance and prospects, and to formulate and conduct research on the policies to protect the rights and interests of minority shareholders and stakeholders in accordance with the relevant laws and regulations when the Company conducts external mergers and acquisitions, and put forward suggestions.

Article 26 The Committee shall evaluate the channels and methods of the Company's communication with its stakeholders and ensure that relevant policies have been formulated to effectively promote the Company's relationship with its stakeholders and protect the Company's reputation.

Article 27 The Committee shall evaluate and review the Company's policies and practices regarding compliance with Applicable Laws, including reviewing and evaluating the Company's strict compliance with various anti-discrimination statutes and regulations, respect for diverse employee backgrounds, and adherence to the principle of fairness and openness in all aspects of the Company's businesses (including but not limited to, the hiring of employees and their performance benefits).

Article 28 The Committee shall review and monitor the Company's policies and practices on compliance with any requirement, direction and regulation that may be prescribed by the Board or contained in any constitutional documents of the Company or imposed by the Listing Rules, the Applicable Laws and other applicable ESG and corporate governance standards.

Article 29 The Committee shall study and make suggestions on the Company's sustainable development areas, review the amendments of the relevant strategies regularly and monitor the implementation of strategies to ensure that the Company's stance and performance on issues related to global sustainable development are consistent with the contemporary and international standards.

Article 30 The Committee shall formulate sustainability-related trainings and professional development programs (including ESG and climate-related trainings and corporate governance related trainings) for the Company's Directors and senior management, and conduct regular assessments to ensure Directors and senior management possess the appropriate skills and competencies to oversee ESG matters, including the strategies responding to climate-related risks and opportunities.

Article 31 The Committee shall develop, review and monitor the Code of Conduct and the Compliance Manual (in respect of ESG and corporate governance action) (if any) applicable to the employees and Directors of the Company.

Article 32 The Committee shall evaluate and assess the effectiveness of the Committee and the adequacy of its terms of reference on an annual basis and make recommendations to the Board when necessary.

Article 33 The Committee shall take relevant actions to ensure that the Committee can fulfill the duties as directed by the Board from time to time.

Article 34 The Committee shall fulfill other ESG-related duties as delegated by the Board.

Article 35 The Committee shall report to the Board on the matters set out above.

Chapter 5 Duties of the Working Group

Article 36 The Working Group shall develop and implement specific work plans for all aspects of ESG in accordance with the Company's ESG and climate-related management policies, strategies, and overall objectives, including the costs and resources required for managing and executing the relevant initiatives.

Article 37 The Working Group shall identify ESG material issues of the Company and analyze how the identified ESG material issues relate to the Company's strategies, vision, values and businesses.

Article 38 The Working Group shall identify ESG risks and opportunities (including climate-related risks and opportunities), analyze their impact on the Company's strategy and business as well as their connection with the Company's overall risk management system, and provide recommendations on corresponding strategies and measures.

Article 39 The Working Group shall coordinate ESG and climate-related work across departments to facilitate effective collaboration. The Working Group shall also maintain effective data management systems, regularly collect and analyze ESG-related data and submit them to the Committee for review so that it can understand the progress of achieving the Company's ESG management performance objectives.

Article 40 The Working Group shall develop ESG and climate-related policies for the Company, regularly review and update them, and submit them to the Committee for review.

Article 41 The Working Group shall assist in preparing the Company's annual ESG report, and submit it to the Committee and the Board for review and approval for disclosure.

Article 42 The Working Group shall discharge other duties as authorized by the Committee.

Chapter 6 Meeting Notices and Reporting Procedures

Article 43 Unless agreed by all members of the Committee, a notice of any meeting shall be given at least 7 days before the date of the meeting. Such notice shall be sent to each member of the Committee, and to any other person invited to attend.

Article 44 A member of the Committee or the Committee Secretary (at the request of the Directors) may summon a meeting at any time. Notice of meeting shall be given to each member of the Committee in person orally or in writing or by telephone or by email or by facsimile transmission (at the telephone or facsimile number, or address or email address last notified to the Committee Secretary by such member). Any notice given orally shall be confirmed in writing as soon as practicable (and before the meeting).

Article 45 The notice of meeting shall state the purpose, time and place of the meeting. An agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting should generally be delivered to all Committee members 7 days (and in any event not less than 3 days) before the intended date of the Committee meeting (or such other period as all the Committee members may agree).

Article 46 The quorum of the Committee meeting shall be three members of the Committee. The Committee meetings shall be held at least once a year or more frequently if circumstances require.

Article 47 Meetings may be held in person, or by means of such telephone, electronic or other communication facilities as may be permitted for all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

Article 48 A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more members of the Committee.

Article 49 The Working Group under the Committee shall report to the Committee at regular intervals.

Article 50 The Committee shall report the results of each meeting and make recommendations to the Board after each meeting of the Committee.

Chapter 7 Minutes of Meetings

Article 51 The Secretary of the Committee shall, at the beginning of each meeting, ascertain and record the existence of any conflicts of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he must abstain from voting on any resolution of the Committee in which he or any of his associates has a material interest, unless the exceptions set out in Rule 13.44 of the Listing Rules and Article 107 of the Articles of Association of the Company (the "**Articles of Association**") apply.

Article 52 The minutes of the meetings of the Committee shall record in sufficient detail the matters considered and decisions reached by the members of the Committee, including any concerns raised and dissenting views expressed by the members of the Committee. The members attending the meeting shall be subject to an obligation of confidentiality in respect of the proceedings of the meeting.

Article 53 The Secretary of the Committee shall keep minutes of all meetings of the Committee. Draft and final versions of minutes of the Committee meeting should be sent to all Committee members for their comment and records within a reasonable time after the meeting (generally, meaning within 14 days after the meeting). Once the minutes are signed, the Secretary of the Committee shall circulate the minutes and reports of the Committee to all members of the Board. The committee secretary and those reviewing the meeting minutes are under a confidentiality obligation regarding the matters discussed.

Article 54 The members of the Committee present at the meetings and the persons attending the meetings (if any) shall be subject to an obligation of confidentiality regarding the proceedings of the meetings and shall not disclose the relevant information without authorization.

Article 55 If a member of the Committee fails to attend two consecutive meetings of the Committee in person, the Board shall have the right to appoint another individual to replace him/her as a member of the Committee, unless such absence has been approved by the Board.

Chapter 8 Powers of the Board

Article 56 The Board may, subject to compliance with the Articles of Association and the Listing Rules (including the Corporate Governance Code set out in Appendix C1 to the Listing Rules or the Company's own Code of Corporate Governance practices if adopted by the Company), amend, supplement and revoke any rule of these Terms of Reference and any resolution passed by the Committee provided that no amendments, supplements or revocations will invalidate any prior act and resolution of the Committee which would have been valid if such Terms of Reference or resolution had not been amended, supplemented or revoked.

Article 57 For any discrepancy between all rules of these Terms of Reference and any Applicable Laws and/or the Articles of Association (as amended from time to time), any Applicable Laws and/or the Articles of Association shall prevail. In such case, all rules of these Terms of Reference shall be amended within a reasonable time and the proposed amendments shall be submitted to the Board for review and approval. In case of any discrepancy between the Chinese and English versions of these Terms of Reference, the Chinese version shall prevail.

Article 58 For the publication of these Terms of Reference of the Committee, the Committee shall make available its Terms of Reference, explaining its role and the authority delegated to it by the Board by including them on the website of the Company and on the website of the Stock Exchange of Hong Kong.

Chapter 9 Miscellaneous

Article 59 These Terms of Reference shall be implemented after being approved by the Board.

Article 60 In the event of any matters not covered in these Terms of Reference or in case of any discrepancy between these Terms of Reference with the provisions of newly developed or amended laws, regulations, normative documents, applicable Listing Rules, or the Articles of Association of the Company after the effective date of these Terms of Reference, the provisions of such laws, regulations, normative documents, applicable Listing Rules or the Articles of Association of the Company shall prevail.

Article 61 The right to interpret and amend these Terms of Reference shall be vested in the Board.

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