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 Wuhan Youji Holdings Ltd., 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.

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This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

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)

(1) DISCLOSEABLE AND NON-EXEMPT CONTINUING CONNECTED TRANSACTION IN RELATION TO PROCUREMENT OF EQUIPMENT PRODUCTION, INSTALLATION AND MAINTENANCE SERVICES FROM XINKANG CHEMICAL
(2) PROPOSED CHANGE OF COMPANY NAME AND PROPOSED ADOPTION OF THE NEW MEMORANDUM AND NEW ARTICLES
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

The notice convening the Extraordinary General Meeting ("**EGM**") of Wuhan Youji Holdings Ltd. to be held at Meeting Room, 4/F, No. 1, Chemical Second Road, Wuhan Chemical Industrial Park, Qingshan District, Wuhan, Hubei, China on Wednesday, 20 May 2026 at 3:00 p.m. (or immediately after the conclusion of annual general meeting of the Company to be held at the same venue on the same date, or any adjournment thereof) is set out in this circular.

Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy for use at the EGM in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, 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 EGM (i.e. not later than 3:00 p.m. on Monday, 18 May 2026 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the EGM if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.chinaorganic.com).

30 April 2026

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NOTICE OF EGM EGM-1

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

"Articles"	the articles of association of the Company
"associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Board"	the board of Directors
"Company"	Wuhan Youji Holdings Ltd. (武漢有機控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability, whose shares are listed on the Main Board of the Stock Exchange (stock code: 2881)
"Director(s)"	the director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be held at Meeting Room, 4/F, No. 1, Chemical Second Road, Wuhan Chemical Industrial Park, Qingshan District, Wuhan, Hubei, China on Wednesday, 20 May 2026 at 3:00 p.m. (or immediately after the conclusion of annual general meeting of the Company to be held at the same venue on the same date, or any adjournment thereof) or any adjournment or postponement thereof
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hubei Xinxuanhong Production Plant"	a wholly owned project of the Group for construction and eventual operation of a manufacturing facility designed to produce toluene chlorination derivative products and other fine chemical products, the details of which are set out in the Prospectus
"Independent Board Committee"	an independent board committee of the Board, comprising all independent non-executive Directors, formed to advise the Independent Shareholders in respect of the Transactions

"Independent Financial Adviser"	SBI China Capital Hong Kong Securities Limited, the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Transactions
"Independent Shareholders"	the Shareholders other than Mr. Gao Lei and his associates
"independent third party(ies)"	has the meaning ascribed to it under the Listing Rules
"Latest Practicable Date"	29 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
"New Memorandum and New Articles"	the second amended and restated memorandum and articles of association of the Company proposed to be adopted by the Shareholders at the EGM
"PRC"	the People's Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
"Prospectus"	the prospectus of the Company dated 7 June 2024
"Share(s)"	ordinary share(s) in the capital of our Company of a par value of US$0.0001 each
"Shareholder(s)" or "member(s)"	the shareholder(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Transactions"	the transactions contemplated under the 2026 Xinkang Framework Agreement

"Wuhan Youji"	Wuhan Youji Industries Co., Ltd. (武漢有機實業有限公司) (formerly known as Wuhan Youji Synthetic Chemical Plant (武漢有機合成化工廠), Wuhan City Wuhan Youji Synthetic Chemical Plant (武漢市武漢有機合成化工廠), and Wuhan Youji Industries Joint Stock Co., Ltd. (武漢有機實業股份有限公司)), a limited liability company established under the laws of the PRC on 12 January 1990 and a wholly-owned subsidiary of the Company
"Xinkang Chemical"	Wuhan Xinkang Chemical Equipment Co., Ltd. (武漢新康化工設備有限公司), a company incorporated in the PRC with limited liability
"2024 Xinkang Framework Agreement"	a framework agreement entered into between Xinkang Chemical and the Company dated 21 May 2024 as disclosed in the section "Continuing Connected Transactions — 5. Provision of Equipment Production, Installation and Maintenance Services from Xinkang Chemical" in the Prospectus
"2026 Xinkang Framework Agreement"	a framework agreement entered into between Xinkang Chemical and the Company dated 10 February 2026 in respect of the Transactions for a term of three years commencing from 1 January 2026 to 31 December 2028
"%"	per cent

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)

Executive Directors:
Mr. Zou Xiaohong *(Chairman)*
Mr. Chen Ping

Non-executive Directors:
Mr. Gao Lei
Mr. Shen Yingming
Ms. Li Deye

Independent Non-executive Directors:
Dr. Liu Zhongdong
Dr. Yuan Kang
Mr. Liu Kai Yu Kenneth

Registered Office:
International Corporation Services Ltd.
PO Box 472, 2nd Floor, Harbour Place
103 South Church Street, George Town
Grand Cayman KY1-1106
Cayman Islands

Head Office and Principal Place of Business in the PRC:
No. 1, Chemical Second Road
Wuhan Chemical Industrial Park
Qingshan District, Wuhan
Hubei, China

Principal Place of Business in Hong Kong:
Room 1922, 19/F, Lee Garden One
33 Hysan Avenue
Causeway Bay, Hong Kong

30 April 2026

Dear Shareholder(s),

(1) DISCLOSEABLE AND NON-EXEMPT CONTINUING CONNECTED TRANSACTION IN RELATION TO PROCUREMENT OF EQUIPMENT PRODUCTION, INSTALLATION AND MAINTENANCE SERVICES FROM XINKANG CHEMICAL
AND
(2) PROPOSED CHANGE OF COMPANY NAME AND PROPOSED ADOPTION OF THE NEW MEMORANDUM AND NEW ARTICLES

1. INTRODUCTION

References are made to (i) the announcement of the Company dated 10 February 2026 in relation to the 2026 Xinkang Framework Agreement and the Transactions contemplated thereunder, and (ii) the announcement of the Company dated 27 April 2026 in relation to the proposed change of Company name and proposed adoption of the New Memorandum and New Articles. The purpose of this circular is to provide you with, among other things, (i) further details of the 2026 Xinkang Framework Agreement and the Transactions; (ii) the recommendation from the Independent Board Committee to the Independent Shareholders; (iii) the advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; (iv) the proposed amendments to the existing Memorandum and Articles of Association; and (v) a notice convening the EGM.

2. 2026 XINKANG FRAMEWORK AGREEMENT

On 10 February 2026 (after trading hours), the Company and Xinkang Chemical agreed to terminate the 2024 Xinkang Framework Agreement and entered into the 2026 Xinkang Framework Agreement for the purpose of, among others, (i) revising the annual cap for the year ending 31 December 2026 and (ii) setting annual caps for the years ending 31 December 2027 and 2028. The 2024 Xinkang Framework Agreement will be terminated upon the 2026 Xinkang Framework Agreement becoming effective, which is conditional upon the approval of the Independent Shareholders at the EGM.

Date	:	10 February 2026
Parties	:	(i) the Company (as purchaser); and (ii) Xinkang Chemical (as supplier).
Term	:	1 January 2026 to 31 December 2028
Subject matter	:	Xinkang Chemical shall supply to the Group equipment, pipes and fittings (including, without limitation, stainless steel and carbon steel vessels, condensers and heat exchangers) and provide relevant installation and maintenance services.

Pricing policy : The service fees payable by the Group for the provision of equipment production, installation and maintenance services will be determined in accordance with a pre-established pricing policy to ensure that such fees are on normal commercial terms or better, fair and reasonable and in the interests of the Company and its Shareholders as a whole.

Pursuant to such policy, in addition to obtaining a quotation from Xinkang Chemical, the Group will obtain quotations from at least two independent third-party service providers for comparable equipment production, installation and maintenance services of similar scope and scale, for the purpose of determining the prevailing market rates.

In assessing the quotations obtained, the Group will take into account, among others, (i) the price and other terms of the quotations, including the service scope and delivery schedule; (ii) the background, qualifications and financial position of the service providers; (iii) the Group's past experience and business relationship with the service providers; and (iv) the Group's budget and cost requirements.

Prior to entering into any agreement, the responsible personnel of the Group will review the prevailing market rates for similar services and compare the quotation offered by Xinkang Chemical against those provided by independent third parties. The relevant management will only approve the transaction upon being satisfied that (i) the terms are no less favourable to the Group than those offered by independent third parties; (ii) the service fees are within the range of the prevailing market rates; and (iii) the transaction is conducted on normal commercial terms or better.

To ensure that the above pricing policy is properly implemented, the Group has adopted the following internal control measures:

(i) any Directors or employees with a material interest in the relevant transactions will abstain from participating in the evaluation and approval process;

(ii) prior to entering into any continuing connected transaction, the Group's engineering project department and/or equipment departments of respective plants will obtain quotations from Xinkang Chemical and independent third-party service providers, and, together with the audit department and the securities department, will review the quotations obtained and ascertain that the pricing is fair and reasonable. Where the contract amount exceeds RMB1.0 million or where the relevant departments consider it necessary, the legal department will conduct a comprehensive review of the contractual terms;

(iii) the Group's finance department, audit department and securities department will be primarily responsible for reviewing and monitoring the continuing connected transactions;

(iv) the audit department, will prepare an annual report on the continuing connected transactions, which will be reviewed by the auditor and confirmed by the person in charge of finance and submitted to the independent non-executive Directors for review.

Annual caps : The annual caps for the 2026 Xinkang Framework Agreement for the three years ending 31 December 2026, 2027 and 2028 be as follows:

	For the year ending 31 December		
	2026	**2027**	**2028**
	(RMB million)	*(RMB million)*	*(RMB million)*
	110	110	110

As disclosed in the Prospectus, the existing annual cap for the year ending 31 December 2026 under the 2024 Xinkang Framework Agreement was RMB63.4 million, and accordingly such annual cap is proposed to be revised to RMB110 million.

Payment terms : The actual settlement price and payment terms shall be determined in accordance with the specific underlying agreements to be entered into between the parties on a case-by-case basis.

For equipment production projects, Xinkang Chemical requires a deposit of approximately 20% to 50% of the total contract sum, with the remaining balance to be settled by instalments and/or in a lump sum subject to the specific terms of each order.

For installation and maintenance services, Xinkang Chemical requires payment upon completion of the relevant project and acceptance by the Group, and the Group will retain approximately 5% of the total contract sum as retention money for quality assurance purposes.

The actual payment terms shall be conducted on terms no less favourable to the Group than those offered by independent third-party suppliers under prevailing market conditions.

The Board considers that such payment arrangement is fair and reasonable and on normal commercial terms, having taken into account that (i) it is consistent with standard industry practice whereby payment schedules are determined in individual project agreements; and (ii) the payment terms are no less favourable than those offered by independent third parties.

Historical Transaction Amounts

The historical amounts of service fees paid/payable by the Group to Xinkang Chemical for the three years ended 31 December 2023, 2024 and 2025 were as follows:

For the year ended 31 December		
2023	**2024**	**2025**
(RMB million)	*(RMB million)*	*(RMB million)*
25.7	59.6	62.3

For the three years ended 31 December 2025, the historical annual caps and utilisation rates in respect of the relevant transactions are set out below:

(i) for the year ended 31 December 2023, no annual cap was set;

(ii) for the year ended 31 December 2024, the annual cap was RMB63.4 million and the utilisation rate was approximately 94%; and

(iii) for the year ended 31 December 2025, the annual cap was RMB63.4 million and the utilisation rate was approximately 98.3%.

The proposed annual caps under the 2026 Xinkang Framework Agreement for the three financial years ending 31 December 2028 were determined primarily on a project-by-project basis with reference to identified existing and newly launched projects and the anticipated demand for equipment production, installation and maintenance services for each year. In respect of routine maintenance, miscellaneous repair works and supporting projects at existing production sites, the estimated amounts were made with reference to the actual expenditures over the past two years, taking into account equipment service life and expected maintenance demand.

From 1 January 2026 to the Latest Practicable Date, the transaction amount incurred under the 2024 Xinkang Framework Agreement was RMB19.2 million, representing a utilisation rate of approximately 30.3% of the existing annual cap of RMB63.4 million for the year ending 31 December 2026. The Company will ensure that the transaction amount incurred under the 2024 Xinkang Framework Agreement for the year ending 31 December 2026 will not exceed the existing annual cap thereunder prior to the effectiveness of the 2026 Xinkang Framework Agreement.

Basis For Determining the Annual Caps

In determining the annual caps under the 2026 Xinkang Framework Agreement, the Directors have taken into account, among other things, the Group's expected business development and anticipated capital expenditure for the three years ending 31 December 2026, 2027 and 2028, which are primarily attributable to a number of newly launched construction projects to be undertaken by the Group during the relevant period, including but not limited to:

(i) large-scale new construction and expansion projects involving equipment production and installation on a turnkey basis, such as Phase II and follow-up construction projects of certain production facilities within the Group (including but not limited to Hubei Xinxuanhong Production Plant), as well as new production facility projects to be commissioned during the relevant period;

(ii) overseas expansion projects, including manufacturing of specialised equipment for overseas production facilities;

(iii) routine maintenance, miscellaneous repair works and supporting projects at existing production sites, including pipe fabrication, equipment manufacturing and on-site installation services.

The Company determined the proposed annual caps under the 2026 Xinkang Framework Agreement on a bottom-up basis by aggregating the estimated transaction amounts attributable to specific projects and works falling within the three categories described above. Based on the Group's current project budget and implementation schedule, the estimated transaction amounts underlying the Proposed Annual Caps are as follows:

Category	2026	2027	2028
		(RMB million)	
(i) Large-scale new construction and expansion/new production facility projects			
Xinxuanhong Phase II construction project	73.0	—	—
Kangxin Biotechnology Phase I project	8.0	—	—
Photochemical reaction project	5.0	8.0	—
Xinxuanhong Phase III construction project	—	68.0	—
Kangxin Biotechnology Phase II project	—	8.0	—
Xinlianhong Phase I project	—	—	84.0
Total	**86.0**	**84.0**	**84.0**
(ii) Overseas expansion projects			
Malaysia expansion project	8.0	10.0	—
Total	**8.0**	**10.0**	**—**
(iii) Routine maintenance, miscellaneous repair works and supporting projects			
Minor repairs and ongoing construction projects for pipeline and equipment manufacturing	8.0	8.0	10.0
Minor repairs and ongoing construction projects for pipeline installation	7.0	7.0	14.0
Total	**15.0**	**15.0**	**24.0**
(iv) Buffer	**1.0**	**1.0**	**2.0**
Total	**110.0**	**110.0**	**110.0**

The Board considers the proposed annual caps to be fair and reasonable as they were determined on a project-by-project basis with reference to the scope, implementation timetable and estimated demand for equipment production, installation and maintenance services for specific projects currently identified by the Group, together with its anticipated routine maintenance needs during the relevant period with reference to the historical amount incurred.

The Group will pay the consideration for the continuing connected transactions under the 2026 Xinkang Framework Agreement with its own funds.

Reasons For and Benefits of the Transactions

Xinkang Chemical is a professional manufacturer of pressure vessels holding the requisite national special equipment manufacturing permits and is located in the core production area of the Wuhan Linuo Industrial Zone. Throughout the years, Xinkang Chemical has maintained a close and long-term cooperative relationship with the Group and has been providing the Group with a wide range of standardised and customised pressure vessels, as well as engaging in the development and supply of related ancillary equipment, process piping systems and specialised fittings.

Owing to the geographical proximity between Xinkang Chemical's production facilities and the Group's production sites and Xinkang Chemical's thorough understanding of the Group's business through years of co-operation, the parties are able to maintain efficient and direct communication in relation to equipment specifications and technical issues, and to facilitate coordinated delivery, installation and commissioning of equipment. Such proximity also enables Xinkang Chemical to provide timely maintenance and repair services to the Group when required.

The Directors consider that this cooperation model offers significant advantages to the Group, because, among other things, (i) based on the parties' accumulated cooperation experience in recent years, Xinkang Chemical has developed a good understanding of the Group's specific requirements in respect of equipment materials, pressure parameters and safety standards at different stages of production, and is able to provide targeted solutions and preventive maintenance support; (ii) the long-term framework arrangement allows the Group to streamline procurement and coordination processes, reduce administrative and communication costs, and avoid repetitive technical alignment, commercial negotiations and contract execution that would otherwise be required when engaging other suppliers and (iii) Xinkang Chemical has long served as the manufacturer of the Group's core equipment and has been deeply involved in the design and fabrication processes of such core equipment. Under the existing cooperation framework and confidentiality arrangements, Xinkang Chemical plays an important role in safeguarding the Group's core commercial and technical confidential information, and past cooperation experience has demonstrated the effectiveness of such arrangements.

In addition, in line with the Group's development strategy in recent years, the commencement of new construction projects is expected to increase the Group's demand for equipment production, installation and maintenance services, thereby necessitating an upward revision of the previously approved annual cap.

The 2026 Xinkang Framework Agreement is non-exclusive in nature, and the Group is not obliged to source the relevant equipment, pipes and fittings from Xinkang Chemical only. Nevertheless, taking into account Xinkang Chemical's technical capabilities and service efficiency, it remains one of the Group's core suppliers in respect of pressure vessels.

Based on the foregoing, the Directors are of the view that the 2026 Xinkang Framework Agreement was entered into in the ordinary and usual course of business of the Group and under normal commercial terms or better to the Group, and the terms of the 2026 Xinkang Framework Agreement and the proposed annual caps are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Each of Mr. Gao Lei and Mr. Shen Yingming has abstained from voting on the Board resolution approving the 2026 Xinkang Framework Agreement. Mr. Shen Yingming currently holds 16.72% of Xinkang Chemical. Save as disclosed above, to the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, as of the Latest Practicable Date, none of the other Directors has any material interests in the 2026 Xinkang Framework Agreement and shall abstain from voting in respect of the relevant resolution(s).

Information of the Parties

The Company is incorporated under the laws of the Cayman Islands with limited liability and the Group is principally engaged in manufacture of toluene oxidation and chlorination products, benzoic acid ammonification products and other fine chemical products through organic synthesis process.

Xinkang Chemical is principally engaged in the manufacture and supply of chemical equipment (including pressure vessels) and the provision of related installation and maintenance services. The ultimate beneficial owner of Xinkang Chemical is Mr. Gao Lei, who is interested in approximately 66.86% of the equity interests in Xinkang Chemical.

Listing Rules Implications

Xinkang Chemical is indirectly held by Mr. Gao Lei (a non-executive Director and controlling shareholder of the Company) as to 66.86%. Accordingly, Xinkang Chemical is an associate of Mr. Gao Lei and a connected person of the Company under the Listing Rules. Therefore, the Transactions constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the annual caps under the 2026 Xinkang Framework Agreement exceed 5%, the Transactions constitute non-exempt continuing connected transactions of the Company under Chapter 14A of the Listing Rules and are therefore subject to the reporting, announcement, annual review, circular and Independent Shareholders' approval requirements.

The Transactions constitute discloseable transaction of the Company under Chapter 14 of the Listing Rules. As one of the applicable percentage ratios (as calculated in accordance with Rule 14.07 of the Listing Rules) in respect of the annual caps under the 2026 Xinkang Framework Agreement exceeds 5% but all the percentage ratios are less than 25%, the Transactions constitute discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the announcement requirements under the Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, save for Mr. Gao Lei and Mr. Shen Yingming and their respective associates, who are considered to have material interests in the Transactions contemplated under the 2026 Xinkang Framework Agreement and will abstain from voting on the resolution(s) in respect of the 2026 Xinkang Framework Agreement, none of the other Shareholders will be required to abstain from voting on the resolutions to be proposed at the EGM.

3. PROPOSED CHANGE OF COMPANY NAME AND PROPOSED ADOPTION OF THE NEW MEMORANDUM AND NEW ARTICLES

References are made to the Company's circular dated 28 November 2025 and its announcements dated 22 December 2025 in relation to the proposed Change of Domicile and proposed Adoption of the New Articles (each as defined in the circular) and 27 April 2026 in relation to the proposed change of Company name and proposed adoption of the New Memorandum and New Articles.

Reasons for the proposed change of Company name

After the proposed Change of Domicile becomes effective, the Company will become a Hong Kong limited company under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). As such, the last word of the Company name is required to be "Limited". As disclosed in the Company's announcement dated 27 April 2026, the Board proposes to change the English name of the Company from "Wuhan Youji Holdings Ltd." to "Wuhan Youji Holdings Limited", while the Chinese name of the Company will remain unchanged.

Conditions for the proposed change of Company name

The proposed change of Company name is subject to the following conditions:

(i) the passing of a special resolution by the Shareholders at the EGM approving the proposed change of Company name; and

(ii) the Registrar of Companies in the Cayman Islands approving the proposed change of Company name.

Subject to the satisfaction of the above conditions, the proposed change of Company name will take effect on the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing of registration procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

The proposed name change will not result in any change to the Company's stock short name. The proposed change of Company name will not, of itself, affect any of the rights of the existing Shareholders or the Company's daily business operation and its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the proposed change of Company name becoming effective, continue to be evidence of title to the Shares and will be valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. As soon as the proposed change of Company name has become effective, any new issue of share certificates will be issued in the new name of the Company and the Shares will be traded on the Stock Exchange under the new name of the Company. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

Reasons for the proposed adoption of the New Memorandum and New Articles

The Board proposed to adopt the New Memorandum and New Articles to incorporate amendments to the Company's existing memorandum of association and articles of association to reflect the change to the Company's name.

The adoption of the New Memorandum and New Articles in substitution for, and to the exclusion of, the Company's existing memorandum of association and articles of association is subject to the approval of the Shareholders by way of a special resolution to be proposed at the EGM, and shall take effect upon the Proposed Change of Company Name becoming effective. Until the New Memorandum and New Articles become effective, the Company's existing memorandum of association and articles of association shall remain in full force and effect.

Details of the proposed amendments to the Company's existing memorandum of association and articles of association are set out in Appendix II to this circular.

The Company has received a confirmation from its legal adviser to Hong Kong laws confirming that the proposed amendments to the Company's existing memorandum of association and articles of association conform with the applicable provisions under the Listing Rules. The Company has also received a confirmation from its legal adviser to Cayman Islands laws confirming that the proposed amendments to the Company's existing memorandum of association and articles of association do not violate the applicable laws of the Cayman Islands.

4. THE EGM

The notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular.

Pursuant to the Listing Rules and the Articles, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.chinaorganic.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 at the Company's branch share registrar 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 EGM (i.e. not later than 3:00 p.m. (or immediately after the conclusion of annual general meeting of the Company to be held at the same venue on the same date, or any adjournment thereof) on Monday, 18 May 2026 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.

5. RECOMMENDATION

The Board (including the members of the Independent Board Committee, whose views are set out in the letter from the Independent Board Committee contained in this circular) considers that the terms of the Transactions are on normal commercial terms, are fair and reasonable, and are in the interests of the Company and the Shareholders as a whole.

The Independent Board Committee, having taken into account the advice of the Independent Financial Adviser, considers that the Transactions are fair and reasonable and are in the interests of the Company and the Independent Shareholders as a whole and recommends the Independent Shareholders to vote in favour of the relevant resolution(s) to be proposed at the EGM.

Accordingly, the Board recommends the Independent Shareholders to vote in favour of the relevant resolution(s) to be proposed at the EGM.

The Board considers that the proposed change of Company name and proposed adoption of the New Memorandum and New Articles are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

6. FURTHER INFORMATION

Your attention is drawn to (i) the letter from the Independent Board Committee; (ii) the letter from the Independent Financial Adviser; and (iii) the additional information set out in the appendices to this circular.

Yours faithfully,
By order of the Board
ZOU Xiaohong
Chairman of the Board and
Executive Director

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)

DISCLOSEABLE AND NON-EXEMPT CONTINUING CONNECTED TRANSACTION IN RELATION TO PROCUREMENT OF EQUIPMENT PRODUCTION, INSTALLATION AND MAINTENANCE SERVICES FROM XINKANG CHEMICAL

30 April 2026

To the independent Shareholders

Dear Sir or Madam,

We refer to the circular dated 30 April 2026 of the Company to all Shareholders (the "**Circular**"), of which this letter forms part. Terms used in this letter shall have the same meanings as those defined in the Circular unless the context otherwise requires.

We have been appointed as the Independent Board Committee under the Listing Rules to advise the Independent Shareholders as to whether, in our opinion, the Transactions are conducted in the ordinary and usual course of business of the Group on normal commercial terms or better, and the terms of the Transactions are fair and reasonable and in the interests of the Company and the Shareholders as a whole, and to advise the Independent Shareholders as to voting at the EGM.

We wish to draw your attention to the letter from the Independent Financial Adviser as set out in this Circular which contains its advice and recommendation to us and the Independent Shareholders in respect of the Transactions, and the letter from the Board as set out in this Circular.

Having taken into account the advice of the Independent Financial Adviser and the principal factors and reasons considered by it, we are of the opinion that the Transactions are conducted in the ordinary and usual course of business of the Group on normal commercial terms or better, and

the terms of the Transactions are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the relevant resolution(s) to be proposed at the EGM to approve the Transactions.

The letter from the Independent Financial Adviser containing its recommendations to us and the Independent Shareholders, and the principal factors and reasons taken into account by the Independent Financial Adviser in arriving at such recommendations is set out on pages 20 to 42 of the Circular.

Yours faithfully,
For and on behalf of
Independent Board Committee

Mr. Liu Kai Yu Kenneth	**Dr. Liu Zhongdong**	**Dr. Yuan Kang**
Independent Non-executive Director	*Independent Non-executive Director*	*Independent Non-executive Director*

Set out below is the full text of a letter of advice from SBI China Capital Hong Kong Securities Limited, the independent financial adviser to the Independent Board Committee and the Independent Shareholders, which has been prepared for inclusion in this circular.



軟庫中華
SBI China Capital

30 April 2026

To: The Independent Board Committee and the Independent Shareholders of Wuhan Youji Holdings Ltd.

Dear Sir or Madam,

DISCLOSEABLE AND NON-EXEMPT CONTINUING CONNECTED TRANSACTION IN RELATION TO PROCUREMENT OF EQUIPMENT PRODUCTION, INSTALLATION AND MAINTENANCE SERVICES FROM XINKANG CHEMICAL

INTRODUCTION

We refer to our appointment as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders as to whether the entering into of the transactions contemplated under the 2026 Xinkang Framework Agreement (the "**Transactions**") is in the ordinary and usual course of business of the Company and are in the interests of the Company and the Shareholders as a whole and the terms of the Transactions are on normal commercial terms and, including the relevant annual caps for the three years ending 31 December 2026, 2027 and 2028, are fair and reasonable so far as the Company and the Shareholders are concerned. Details of which are set out in the letter from the Board (the "**Letter from the Board**") contained in the circular of the Company to the Shareholders dated 30 April 2026 (the "**Circular**"), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in the Circular unless the context otherwise requires.

Reference is made to the section headed "Continuing Connected Transactions" in the prospectus of the Company dated 7 June 2024 (the "**Prospectus**") in relation to, among other things, the Company entered into the 2024 Xinkang Framework Agreement with Xinkang Chemical on 21 May 2024. The 2024 Xinkang Framework Agreement is effective for the years ended 31

December 2024 and 2025 and the year ending 31 December 2026. and has not yet expired. In light of the recent business developments of the Group, it is expected that the Group's demand for equipment, production, installation and maintenance services from Xinkang Chemical will exceed the existing annual cap for the year ending 31 December 2026. Accordingly, the Company and Xinkang Chemical agreed to terminate the 2024 Xinkang Framework Agreement and enter into the 2026 Xinkang Framework Agreement for the purpose of, among others, (i) revising the annual cap for the year ending 31 December 2026 and (ii) setting annual caps for the years ending 31 December 2027 and 2028 (collectively, the "**Annual Caps**").

Xinkang Chemical is indirectly held by Mr. Gao Lei (a non-executive Director and controlling shareholder of the Company) as to 66.86%. Accordingly, Xinkang Chemical is an associate of Mr. Gao Lei and a connected person of the Company under the Listing Rules. Therefore, the Transactions constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios in respect of the annual caps under the 2026 Xinkang Framework Agreement exceed 5%, the Transactions constitute non-exempt continuing connected transactions of the Company under Chapter 14A of the Listing Rules and are therefore subject to the reporting, announcement, annual review, circular and Independent Shareholders' approval requirements. The Transactions constitute discloseable transaction of the Company under Chapter 14 of the Listing Rules. As one of the applicable percentage ratios (as calculated in accordance with Rule 14.07 of the Listing Rules) in respect of the annual caps under the 2026 Xinkang Framework Agreement exceeds 5% but all the percentage ratios are less than 25%, the Transactions constitute discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the announcement requirements under the Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, save for Mr. Gao Lei and Mr. Shen Yingming and their respective associates, who are considered to have material interests in the Transactions contemplated under the 2026 Xinkang Framework Agreement and will abstain from voting on the resolution(s) in respect of the 2026 Xinkang Framework Agreement, none of the other Shareholders will be required to abstain from voting on the resolutions to be proposed at the EGM.

An Independent Board Committee, comprising all the independent non-executive Directors, namely Mr. Liu Kai Yu Kenneth, Dr. Liu Zhongdong, and Dr. Yuan Kang has been established to make recommendation to the Independent Shareholders as to whether the entering into of the transactions contemplated under the 2026 Xinkang Framework Agreement is in the ordinary and usual course of business of the Company and are in the interests of the Company and the Shareholders as a whole and the terms of the transactions contemplated under the 2026 Xinkang Framework Agreement are on normal commercial terms and, including the respective annual caps

of the Transactions, are fair and reasonable so far as the Company and the Shareholders are concerned. In our capacity as the independent financial adviser to the Independent Board Committee and the Independent Shareholders, our role is to give an independent opinion in this regard.

During the past two years, save for our engagement as the independent financial adviser for the major and connected transactions in relation to formation of a non-wholly-owned subsidiary and guaranteed construction and leaseback arrangements announced by the Company on 30 December 2025 (the "**2025 Connected Transactions**"), we did not have any relationship with or interest in the Company or any other parties that could reasonably be regarded as relevant to our independence. Apart from the advisory fees from the 2025 Connected Transactions and normal professional fees payable to us in connection with this engagement, no arrangement exists whereby we had received or will receive any fees or benefits from the Company or any other parties that could reasonably be regarded as relevant to our independence. Accordingly, we consider that we are independent from the Company pursuant to Rule 13.84 of the Listing Rules.

In formulating our opinion, we have relied on the information and facts supplied and opinions expressed by the management of the Group. We have assumed that all information and representations provided by the management of the Group, for which they are solely responsible, were true and accurate at the time they were prepared or made and will continue to be so up to the Latest Practicable Date. Should there be any subsequent material changes which occurred during the period from the date of the Circular up to the date of the EGM and would affect or alter our opinion, we will notify the Independent Board Committee and the Independent Shareholders as soon as possible. We have no reason to doubt the truth, accuracy or completeness of the information and representations made to us by the management of the Group. We have been advised that no material facts have been omitted from the information supplied and opinions expressed. As such, we have no reason to suspect that any relevant information has been withheld or omitted from the information provided and referred to in the Circular or the reasonableness of the opinions and representations provided by the management of the Group to us, nor are we aware of any facts or circumstances which would render the information provided and representations made to us untrue, inaccurate or misleading.

We consider that we have reviewed sufficient information to reach an informed view, to justify reliance on the accuracy of the information contained in the Circular and to provide a reasonable basis for our opinion. We have not, however, conducted any independent investigation into the business and affairs or the future prospect of the Group, nor have we carried out any independent verification of the information provided by the management of the Group.

All Directors jointly and severally accept full responsibility for the accuracy of information contained in the Circular and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in the Circular have been arrived at after due and careful consideration and there are no other facts not contained in the Circular, the omission of which would make any statement in the Circular misleading.

PRINCIPAL REASONS AND REASONS CONSIDERED

Background information of the Company

The Company has been listed on the main board of the Stock Exchange since 18 June 2024. It is incorporated under the laws of the Cayman Islands with limited liability and the Group is principally engaged in manufacture of toluene oxidation and chlorination products, benzoic acid ammonification products and other fine chemical products through organic synthesis process.

Financial performance

The following table summarises the financial performance of the Group for the years ended 31 December 2023, 2024 and 2025 as extracted from the annual report of the Company for the year ended 31 December 2024 (the "**2024 Annual Report**") and the annual report of the Company for the year ended 31 December 2025 (the "**2025 Annual Report**").

	For the year ended 31 December		
	2025	**2024**	**2023**
	RMB'000	*RMB'000*	*RMB'000*
	(Audited)	*(Audited)*	*(Audited)*
Revenue	**2,657,358**	**3,284,183**	**2,677,103**
– Toluene oxidation products	1,651,114	2,069,979	1,515,254
– Toluene chlorination products	632,825	711,375	705,810
– Trading of materials and/or products	373,419	502,829	456,039
Cost of goods sold	**(2,337,813)**	**(2,887,933)**	**(2,347,338)**
Gross profit	**319,545**	**396,250**	**329,765**
Gross profit margin	**12.0%**	**12.1%**	**12.3%**
Profit for the year	**62,494**	**123,035**	**72,902**

For the years ended 31 December 2024 and 2025

Revenue amounted to approximately RMB2,657.4 million for the year ended 31 December 2025, representing a decrease of approximately RMB626.8 million (or approximately 19.1%) as compared to approximately RMB3,284.2 million for the year ended 31 December 2024 due to the decrease in revenue from toluene oxidation products by approximately RMB418.9 million, the decrease in chlorination products by approximately RMB78.6 million and the decrease in trading of materials and products by approximately RMB129.4 million. We understand from the 2025 Annual Report that during the year ended 31 December 2025, the chemical industry as a whole continued the downward trend in both revenue and profitability, primarily driven by the dual impact of slowing global macro-demand and structural oversupply within the industry. As a renowned supplier of toluene derivatives in both the PRC and global markets, the Group cannot be immuned to the adverse effects of the chemical industry's downturn.

Despite the decrease in revenue, the gross profit margin remained stable at approximately 12.0% for the year ended 31 December 2025 compared to approximately 12.1% for the year ended 31 December 2024 due to the increase in gross profit margin of toluene oxidation products and its derivatives despite the decrease in gross profit margin of toluene chlorination products and its derivatives.

Net profit amounted to approximately RMB62.5 million for the year ended 31 December 2025, representing a decrease of approximately RMB60.5 million (or approximately 49.2%) compared to approximately RMB123.0 million for the year ended 31 December 2024 mainly due to (i) the large decrease in revenue as mentioned above; and gross profit decreased by approximately RMB76.7 million; and (ii) other income and gains decreased by approximately RMB29.6 million primarily attributable to the absence of significant government grants recorded for the year ended 31 December 2024, such as demolition compensation and additional VAT deductions.

During the year ended 31 December 2025, the Group's administrative expenses was approximately RMB106.2 million, representing a decrease of approximately RMB12.1 million compared to approximately RMB118.4 million for the year ended 31 December 2024 primarily attributable to the absence of listing expenses during the year ended 31 December 2025. The Group's research and development expenses was approximately RMB132.1 million, representing a decrease of approximately RMB5.9 million compared to approximately RMB138.0 million for the year ended 31 December 2024 primarily attributable to the reduction in the costs of raw materials consumed for research and development activities. The Group's income tax expense was approximately RMB15.9 million, representing a decrease of approximately RMB20.1 million

compared to approximately RMB36.1 million for the year ended 31 December 2024 primarily attributable to the decrease in profit before tax during the year ended 31 December 2025 as compared to the year ended 31 December 2024.

During the year ended 31 December 2025, the Group's finance costs was approximately RMB34.9 million, representing a decrease of approximately RMB2.5 million compared to approximately RMB37.4 million for the year ended 31 December 2024 primarily attributable to the decline in the cost of borrowed funds.

For the years ended 31 December 2023 and 2024

Revenue amounted to approximately RMB3,284.2 million for the year ended 31 December 2024, representing an increase of approximately RMB607.1 million (or approximately 22.7%) as compared to approximately RMB2,677.1 million for the year ended 31 December 2023 mainly due to the increase in revenue from toluene oxidation products from approximately RMB1,515.3 million for the year ended 31 December 2023 to approximately RMB2,070.0 million for the year ended 31 December 2024. We understand from the 2024 Annual Report that during the year ended 31 December 2024, the downstream application of such products primarily encompasses essential consumer goods industries such as food and beverage, pharmaceuticals, and daily chemicals. Driven by the steady recovery of key livelihood industries in 2024, the overall demand has picked up. The Group's total revenue recorded significant growth was mainly due to approximately 41.9% increase in sales volume of toluene oxidation products and its derivatives compared to the year ended 31 December 2023. The Group implemented a comprehensive suite of strategic initiatives, spanning product innovation, cost management, process optimisation, and production capacity expansion, which contributed to the progressive strengthening of its core business segments and the substantial growth in sales.

Despite the substantial increase in revenue, the gross profit margin remained stable at approximately 12.1% for the year ended 31 December 2024 compared to approximately 12.3% for the year ended 31 December 2023 due to the decline in the gross profit margin of product trading.

Net profit amounted to approximately RMB123.0 million for the year ended 31 December 2024, representing an increase of approximately RMB50.1 million (or approximately 68.8%) as compared to approximately RMB72.9 million for the year ended 31 December 2023 mainly due to the substantial increase in revenue as mentioned above.

During the year ended 31 December 2024, the Group's other income and gains was approximately RMB74.1 million, representing an increase of approximately RMB48.6 million compared to approximately RMB25.5 million for the year ended 31 December 2023 mainly due to the recognition of more other income during the year, such as input VAT surplus deduction,

relocation compensation, etc. The Group's selling and distribution expenses was approximately RMB24.4 million, representing an increase of approximately RMB3.7 million compared to approximately RMB20.7 million for the year ended 31 December 2023 mainly due to the increase in employees remuneration with its expansion in sales. The Group's administrative expenses was approximately RMB118.4 million, representing an increase of approximately RMB22.9 million compared to approximately RMB95.4 million for the year ended 31 December 2023 mainly due to the increases in employees remuneration, and taxes. The Group's research and development expenses was approximately RMB138.0 million, representing an increase of approximately RMB38.0 million compared to approximately RMB100.0 million for the year ended 31 December 2023 mainly due to the increase in raw material consumption, employees remuneration and depreciation and amortisation due to the addition of seven new R&D projects.

During the year ended 31 December 2024, the Group's finance costs was approximately RMB37.4 million, representing an increase of approximately RMB5.1 million as compared to approximately RMB32.3 million for the year ended 31 December 2023 mainly due to the increase in loans drawn to support its business operations. The Group's effective tax rate decreased slightly from approximately 23.0% for the year ended 31 December 2023 to approximately 22.7% for the year ended 31 December 2024.

Financial position

Set out below is the summary of the financial position of the Group as at 31 December 2023, 2024 and 2025 as extracted from the 2024 Annual Report and the 2025 Annual Report:

	As at 31 December		
	2025	**2024**	**2023**
	RMB'000	*RMB'000*	*RMB'000*
	(Audited)	(Audited)	(Audited)
Non-current assets	**1,679,484**	**1,401,521**	**1,283,308**
Property, plant and equipment	1,240,577	1,108,176	1,020,081
Right-of-use assets	195,459	178,584	190,527
Prepayments	172,677	65,019	32,704
Current assets	**960,926**	**950,201**	**832,574**
Inventories	328,085	292,403	285,333
Trade and bills receivables	272,076	311,415	296,314
Prepayments, deposits and other receivables	149,472	147,306	145,367
Pledged deposits	86,251	125,397	40,127
Cash and cash equivalents	125,042	73,680	65,433
Total assets	**2,640,410**	**2,351,722**	**2,115,882**
Current liabilities	**1,550,558**	**1,574,966**	**1,422,654**
Trade and bills payables	265,207	360,778	149,705
Other payables and accruals	231,015	286,028	372,971
Interest-bearing bank and other borrowings	1,041,422	922,950	852,020
Income tax payable	659	1,298	32,108
Non-current liabilities	**398,414**	**103,131**	**163,611**
Interest-bearing bank borrowings	294,011	—	65,500
Government grants	35,570	41,057	45,740
Deferred tax liabilities	53,175	59,394	40,631
Total liabilities	**1,948,972**	**1,678,097**	**1,586,265**
Net assets	**691,438**	**673,625**	**529,617**

Comparison between 31 December 2024 and 31 December 2025

Total assets increased by approximately RMB288.7 million from approximately RMB2,351.7 million as at 31 December 2024 to approximately RMB2,640.4 million as at 31 December 2025. Such increase was mainly attributable to (i) the increase in property, plant and equipment by approximately RMB132.4 million mainly due to the additions of construction in progress of approximately RMB252.1 million while depreciation of approximately RMB127.3 million provided during the year; (ii) the increase in right-of-use assets by approximately RMB16.9 million mainly due to the renewal of certain land and buildings leases and the entering into a new property lease as advised by the management of the Group; (iii) the increase in investment in a joint venture by approximately RMB11.0 million; (iv) the increase in non-current prepayment by approximately RMB107.7 million represents the increase in prepayment for property, plant and equipment and leasehold land; (v) the increase in inventories by approximately RMB 35.7 million mainly due to increase in finished goods by approximately RMB70.3 million despite raw materials reduced by approximately RMB36.6 million, resulting from the Company's overall adoption of a volume-controlled and price-protected sales strategy in the second half of the year; and (vi) the increase in cash and cash equivalents by approximately RMB51.4 million. As of 31 December 2025, the Group had pledged deposits of approximately RMB86.3 million compared to approximately RMB125.4 million as at 31 December 2024. The amount of pledged deposits of the Group decreased mainly due to the decrease in bill financing secured by pledged deposits. On the other hand, trade and bills receivables decreased by approximately RMB39.3 million mainly due to the decrease in revenue for the year ended 31 December 2025.

Other key asset items include prepayments, deposits and other receivables, which increased by approximately RMB2.2 million mainly due to the increase in prepayments for raw material purchases as advised by the management of the Group.

Total liabilities increased by approximately RMB270.9 million from approximately RMB1,678.1 million as at 31 December 2024 to approximately RMB1,949.0 million as at 31 December 2025. Such increase was mainly due to the newly incurred non-current interest-bearing bank borrowings of approximately RMB294.0 million as at 31 December 2025 which was absent as at 31 December 2024. Such non-current interest-bearing bank borrowings comprised of approximately RMB11.2 million secured bank loans with maturity at 2030; and approximately RMB282.8 million unsecured bank loans with maturity at 2027.

Other key liabilities items include (i) trade and bills payables, which decreased by approximately RMB95.6 million as at 31 December 2025 mainly due to the decrease in bills payable by approximately RMB77.5 million; (ii) current interest-bearing bank and other borrowings, which increased by approximately RMB118.5 million to approximately RMB1,041.4 million as at 31 December 2025 mainly due to the additional loan financing requirements for

expansion of production and daily operations as advised by the management of the Group; and (iii) other payables and accruals decreased by approximately RMB55.0 million to approximately RMB231.0 million as at 31 December 2025 mainly due to the decrease in dividends payable and project cost payables as advised by the management of the Group.

Given the above, net assets increased by approximately RMB17.8 million to approximately RMB691.4 million as at 31 December 2025. The gearing ratio of the Group, calculated at net debt divided by total equity, was approximately 166.6%, representing an increase as compared to approximately 108.4% as at 31 December 2024, which was primarily attributable to the expansion of financing scale resulting from the construction of new projects.

Comparison between 31 December 2023 and 31 December 2024

Total assets increased by approximately RMB235.8 million from approximately RMB2,115.9 million as at 31 December 2023 to approximately RMB2,351.7 million as at 31 December 2024. Such increase was mainly attributable to the increase in property, plant and equipment by approximately RMB88.1 million, the increase in total amount of pledged deposits, cash and cash equivalents by approximately RMB93.5 million, and the increase in non-current prepayments by approximately RMB32.3 million. As reflected in the 2024 Annual Report, the increase in property, plant and equipment was mainly due to additional construction in progress; and the increase in non-current prepayments was the increase in prepayments for property, plant and equipment and leasehold land. As advised by the management of the Group, the increase in pledged deposit, cash and cash equivalents was mainly due to cash inflows generated from operating activities.

Other key assets items include (i) right-of-use assets, which decreased by approximately RMB11.9 million to approximately RMB178.6 million as at 31 December 2024 mainly due to the depreciation charge and lease modification for storage tanks; (ii) inventories, which increased by approximately RMB7.1 million to approximately RMB292.4 million as at 31 December 2024 mainly due to the Phase I of the Xinxuanhong project commenced production at the end of the year 2024, leading to an increase in stocking of related raw materials as advised by the management of the Group; (iii) trade and bills receivables, which increased by approximately RMB15.1 million to approximately RMB311.4 million as at 31 December 2024 mainly due to the increase in revenue; and (iv) prepayments, deposits and other receivables, which remained stable at approximately RMB145.4 million as at 31 December 2023 and approximately RMB147.3 million as at 31 December 2024.

Total liabilities increased by approximately RMB91.8 million from approximately RMB1,586.3 million as at 31 December 2023 to approximately RMB1,678.1 million as at 31 December 2024. Such increase was mainly due to the increase in trade and bills payables by approximately RMB211.1 million and the increase in interest-bearing bank and other borrowings

by approximately RMB5.4 million, which was partially offset by the decrease in other payables and accruals by approximately RMB86.9 million and the decrease in income tax payable by approximately RMB30.8 million. As advised by the management of the Group, the increase in trade and bills payables was mainly due to the increase in amount of bills secured by deposits for financing; and the increase in interest-bearing bank and other borrowings was mainly due to additional borrowings for daily operation and expansion of production capacity. As reflected in the 2024 Annual Report, the decrease in other payables and accruals was mainly due to the decrease in dividend payables from approximately RMB127.1 million as at 31 December 2023 to approximately RMB34.2 million as at 31 December 2024. As advised by the management of the Group, the decrease in income tax payable was mainly due to the settlement of income tax payable for dividends.

Other key liabilities items include (i) government grants, which decreased by approximately RMB4.7 million to approximately RMB41.1 million as at 31 December 2024 due to net amount of RMB1.6 million released to profit and loss and a decrease of approximately RMB3.1 million as a result of the refund of the government grant to the government in September 2024; and (ii) deferred tax liabilities, which increased by approximately RMB18.8 million to approximately RMB59.4 million as at 31 December 2024.

Given the above, net assets increased from approximately RMB529.6 million as at 31 December 2023 to approximately RMB673.6 million as at 31 December 2024. The gearing ratio of the Group, calculated at net debt divided by the capital plus net debt, was approximately 108.4% as at 31 December 2024, representing a decrease as compared to approximately 159.0% as at 31 December 2023, mainly due to the increase in pledged deposits and cash and cash equivalents.

Information of Xinkang Chemical

As mentioned in the Letter from the Board, Xinkang Chemical is principally engaged in the manufacture and supply of chemical equipment (including pressure vessels) and the provision of related installation and maintenance services. The ultimate beneficial owner of Xinkang Chemical is Mr. Gao Lei, who is interested in approximately 66.86% of the equity interests in Xinkang Chemical.

Reasons for and benefits of the Transactions

As mentioned in the Letter from the Board, Xinkang Chemical is a professional manufacturer of pressure vessels holding the requisite national special equipment manufacturing permits (the "**Permits**") and is located in the core production area of Wuhan Linuo Industrial Zone. Throughout the years, Xinkang Chemical has maintained a close and long-term cooperative relationship with the Group and has been providing the Group with a wide range of standardised and customized

pressure vessels, as well as engaging in the development and supply of related ancillary equipment, process piping systems and specialised fittings. Xinkang Chemical remains one of the Group's core suppliers in respect of pressure vessels.

Owing to the geographical proximity between Xinkang Chemical's production facilities and the Group's production sites and Xinkang Chemical's thorough understanding of the Group's business through years of co-operation, the parties are able to maintain efficient and direct communication in relation to equipment specifications and technical issues, and to facilitate coordinated delivery, installation and commissioning of equipment. Such proximity also enables Xinkang Chemical to provide timely maintenance and repair services to the Group when required.

Based on the copies of the Permits provided by the Company and the 2025 Annual Report, we understood that both Xinkang Chemical and the Company have their business addresses located at the Wuhan Chemical Industrial Park. As advised by the management of the Group, Wuhan Linuo Industrial Zone, i.e. the core production area of Xinkang Chemical as mentioned in the Letter from the Board, is a small sub-park within the Wuhan Chemical Industrial Park, i.e. the headquarter, and principal place of business address of the Company. We conducted desktop search to understand the geographical proximity between the two destinations and noted that the distance is about 250 meters, with walking time around three minutes. We understood from the management of the Group that leveraging on the geographical advantage, Xinkang Chemical is able to maintain face-to-face communication with the Company on equipment issues at anytime and ensure seamless integration from equipment production to onsite installation. This proximity has significantly shortened the delivery lead time and the response time for onsite handling matters.

We noted from the management of the Group that Xinkang Chemical has established business relationship with the Group for over ten years. We also noted from the Letter from the Board that transaction amounts between the two parties was increasing in the recent years, from approximately RMB25.7 million for the year ended 31 December 2023 to approximately RMB59.6 million for the year ended 31 December 2024; and further to approximately RMB62.3 million for the year ended 31 December 2025. We concurred with the Directors' view that the continued provision of the equipment production, installation and maintenance services by Xinkang Chemical to the Company contemplated under the 2026 Xinkang Framework Agreement will be beneficial to the Company because, among other things, (i) based on the parties' accumulated cooperation experience in recent years, Xinkang Chemical has developed a good understanding of the Group's specific requirements in respect of equipment materials, pressure parameters and safety standards at different stages of production, and is able to provide targeted solutions and preventive maintenance support; (ii) the long-term framework agreement allows the Group to streamline procurement and coordination processes, reduce administrative and communication costs, and avoid repetitive technical alignment, commercial negotiations and contract execution that would otherwise be required when engaging other suppliers; and (iii) under the existing cooperation

framework and confidentiality arrangements, Xinkang Chemical plays an important role in safeguarding the Group's core commercial and technical confidential information, and past cooperating experience has demonstrated the effectiveness of such arrangements.

The actual amount of service fees paid by the Group to Xinkang Chemical was approximately RMB62.3 million for the year ended 31 December 2025, which is close to the approved annual cap of RMB63.4 million for the same year. As the Company anticipates that new construction projects will increase the Group's demand for equipment production, installation and maintenance services from Xinkang Chemical, it is considered reasonable to adjust upward the previously approved annual cap for the year ending 31 December 2026 and the years onward to support the Group's business development. Please refer to the section headed "Historical transaction amounts and proposed Annual Caps" below in this letter for details.

Having considered the above and that the 2026 Xinkang Framework Agreement will allow the Group to secure a stable and reliable supply of equipment production, installation and maintenance services from Xinkang Chemical for a three-year term ending 31 December 2028 while the 2026 Xinkang Framework Agreement is non-exclusive in nature, we concur with the Directors' view that the Transactions are conducted in the ordinary and usual course of business of the Company and are in the interests of the Company and the Shareholders as a whole.

Historical transaction amounts and proposed Annual Caps

Set out below are (i) the historical amounts of the Transactions for the three years ended 31 December 2025 with existing annual caps; and (ii) the proposed Annual Caps.

	For the year ended 31 December 2023	**For the year ended 31 December 2024**	**For the year ended 31 December 2025**
	RMB million	*RMB million*	*RMB million*
Historical amounts	25.7	59.6	62.3
Existing annual caps *(Note)*	N/A	63.4	63.4
Utilisation rate	N/A	94.0%	Approximately 98.3%

	For the year ending 31 December 2026	**For the year ending 31 December 2027**	**For the year ending 31 December 2028**
	RMB million	*RMB million*	*RMB million*
Annual Caps	110.0	110.0	110.0

Note: The Company has been listed on the Stock Exchange since 18 June 2024. Annual caps obtained at the time of listing covered three years ending 31 December 2026. The existing annual cap for the year ending 31 December 2026 is RMB63.4 million.

The Board considered that the significant increase in the proposed Annual Caps as compared with the historical annual caps under the 2024 Xinkang Framework Agreement is reasonable. The Board noted the high utilisation rate of the historical annual caps of 94.0% for the year ended 31 December 2024 and approximately 98.3% for the year ended 31 December 2025 during the term of the 2024 Xinkang Framework Agreement. The increase in the proposed Annual Caps would provide greater flexibility for the Group to increase its sourcing of equipment production, installation and maintenance services from Xinkang Chemical, which would enable the Group to facilitate its increasing demand for such services primarily attributable to a number of newly launched construction projects to be undertaken by the Group during the three years ending 31 December 2028 as mentioned in the Letter from the Board, including but not limited to:

(i) large-scale new construction and expansion projects involving equipment production and installation on a turnkey basis, such as Phase II and follow-up construction projects of certain production facilities within the Group (including but not limited to Hubei Xinxuanhong Production Plant), as well as new production facility projects to be commissioned during the relevant period;

(ii) overseas expansion projects, including manufacturing of specialised equipment for overseas production facilities; and

(iii) routine maintenance, miscellaneous repair works and supporting projects at existing production sites, including pipe fabrication, equipment manufacturing and on-site installation services.

Based on certain existing construction projects and the newly launched construction projects mentioned above, the Group has provided to us an estimation on its demand for equipment production, installation and maintenance services from Xinkang Chemical for each of the three years ending 31 December 2028; and the estimation is set out as below:

Project		**Services**	**For the year ending 31 December 2026** *RMB million*	**For the year ending 31 December 2027** *RMB million*	**For the year ending 31 December 2028** *RMB million*
Xinxuanhong Phase II construction project	*Note 1*	Equipment manufacturing and installation	73.0		
Xinxuanhong Phase III construction project	*Note 1*	Equipment manufacturing and installation		68.0	
Kangxin Bio-Tech Phase I project	*Note 2*	Pipeline and equipment manufacturing	8.0		
Kangxin Bio-Tech Phase II project	*Note 2*	Equipment manufacturing and installation		8.0	

Project		Services	For the year ending 31 December 2026 *RMB million*	For the year ending 31 December 2027 *RMB million*	For the year ending 31 December 2028 *RMB million*
Photochemical reaction project	*Note 3*	Equipment manufacturing and installation	5.0	8.0	
Malaysia expansion project	*Note 4*	Equipment manufacturing	8.0	10.0	
Xinlianhong Phase I project	*Note 5*	Equipment manufacturing and installation			84.0
Minor repairs and ongoing construction projects	*Note 6*	Pipeline and equipment manufacturing	8.0	8.0	10.0
Minor repairs and ongoing construction projects	*Note 6*	Pipeline Installation	7.0	7.0	14.0
		Total:	**109.0**	**109.0**	**108.0**

Notes:

1. As mentioned in the 2024 Annual Report, on 11 November 2024, Hubei Xinxuanhong New Materials Co., Ltd. (湖北新軒宏新材料有限公司) ("**Xinxuanhong**"), a subsidiary of the Group, celebrated the commencement of operations of the Phase I of the construction of Hubei Xinxuanhong production plant at its Qianjiang production base. As advised by the management of the Group, the Phase II expansion of the Hubei Xinxuanhong production plant commenced in the second half of 2025.

2. As mentioned in the interim report of the Company for the six months ended 30 June 2025, on 8 July 2025, Hubei Kangxin Chemical Trading Co., Ltd. (湖北康新化工貿易有限責任公司) (now named as 湖北康新生物科技有限公司 ("**Kangxin Bio-Tech**"), an indirect wholly-owned subsidiary of the Company, entered into a construction contract with Hubei Tongsheng Construction Engineering Co., Ltd.* (湖北桐盛建設工程有限公司), in relation to the construction of the Kangxin Industrial Park, which is wholly owned by Kangxin Bio-Tech and located in Jianghan Salt Chemical Industrial Park (江漢鹽化工業園), Qianjiang City, Hubei

Province, the PRC. For more details, please refer to the Company's announcement dated 8 July 2025. As advised by the management of the Group, during or after the construction of infrastructure such as warehouses, factories, and office buildings, Xinkang Chemical and Kangxin Bio-Tech will enter into relevant contracts for equipment manufacturing and installation. The equipment manufacturing and installation are expected to be carried out in two phases, to be completed in 2026 and 2027 respectively.

3. As announced on 30 December 2025, the Group entered into an agreement to form a joint venture, namely Wuhan Youji Photochemical Technology Co., Ltd. (武漢有機光化學科技股份有限公司) (proposed name) (the "**Joint Venture Company**"). The establishment of the Joint Venture Company is to research, development and commercialise photochemical oxidation technology and to construct and operate a 15,000-tonne per annum aromatic aldehyde/ester replacement project in Wuhan, the PRC. As mentioned in the circular in relation to the formation of the Joint Venture Company dated 2 March 2026, it is currently expected that the registration and establishment of the Joint Venture Company will be completed in the first half of 2026, following which the Joint Venture Company will enter into an infrastructure construction phase. It is currently expected that Xinkang Chemical will supply towers, storage tanks, heat exchangers and related installation services with estimated contract value of approximately RMB13.0 million.

4. As advised by the management of the Company, the Malaysia expansion project is held by a company established by the Group in Johor, Malaysia. The land for the project is a 60-year leasehold land situated at PLO 326, Tanjung Langsat Industrial Complex and contain an area of approximately 12.854 acres (equivalent to approximately 559,920.24 square feet). The project will involve construction of production and will construct production facilities with an annual capacity of 15,000 tonnes of sodium benzoate and 10,000 tonnes of benzyl alcohol. The Project is expected to involve investment of approximately RMB70 million on equipment. It is currently expected that Xinkang Chemical will supply towers, storage tanks, heat exchangers, and other equipment, with the estimated contract value of approximately RMB18.0 million.

5. As advised by the management of the Company, Xinlianhong Phase I project is a project held by a wholly owned subsidiary of the Group, namely Hubei Xinlianhong New Materials Technology Co., Ltd. (湖北新連宏新材料科技有限公司). It plans to acquire over 200 mu of land in Wangchang Town, Qianjiang City, Hubei Province, to construct facilities with an annual capacity of 50,000 tonnes for residual oil cracking and 50,000 tonnes for fine chemical production. It is currently expected that the contract value with Xinkang Chemical will be approximately RMB84.0 million.

6. As advised by the management of the Company, minor repairs and ongoing construction projects are estimated based on the actual expenditures over the past two years. Having considered the equipment service life, the projected amount for the year ending 31 December 2028 is expected to be higher than that for the years ending 31 December 2026 and 2027.

Given the fact that the Group has experience in a construction project, namely the Xinxuanhong Project, and years of business relationship with Xinkang Chemical, the Directors consider the Company to be sufficiently familiar with the market prices to provide a reasonable estimation of the contract value for the equipment production, installation and maintenance services to be provided by Xinkang Chemical in different projects.

In view of the above, the Directors considered that the terms of the 2026 Xinkang Framework Agreement, including the basis of determination of the proposed Annual Caps, and the Transactions are on normal commercial terms, fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

Principal terms of the 2026 Xinkang Framework Agreement

Set out below are the principal terms of the 2026 Xinkang Framework Agreement, details of which are set out under the section headed "2. 2026 Xinkang Framework Agreement" in the Letter from the Board.

Date	:	10 February 2026
Parties	:	(i) the Company (as purchaser); and (ii) Xinkang Chemical (as supplier)
Term	:	1 January 2026 to 31 December 2028
Subject matter	:	Xinkang Chemical shall supply to the Group equipment, pipes and fittings (including, without limitation, stainless steel and carbon steel vessels, condensers and heat exchangers) and provide relevant installation and maintenance services.
Pricing policy	:	The service fees payable by the Group for the provision of equipment production, installation and maintenance services will be determined in accordance with a pre-established pricing policy to ensure that such fees are on normal commercial terms or better, fair and reasonable and in the interests of the Company and its Shareholders as a whole. Pursuant to such policy, in addition to obtaining a quotation from Xinkang Chemical, the Group will obtain quotations from at least two independent third-party service providers for comparable equipment production, installation and maintenance services of similar scope and scale, for the purpose of determining the prevailing market rates. Please refer to the section headed "2. 2026 Xinkang Framework Agreement" in the Letter from the Board for details.

Annual caps : The annual caps for the 2026 Xinkang Framework Agreement for the three years ending 31 December 2026, 2027 and 2028 be as follows:

For the year ending 31 December		
2026	**2027**	**2028**
(RMB million)	*(RMB million)*	*(RMB million)*
110	110	110

As disclosed in the Prospectus, the existing annual cap for the year ending 31 December 2026 under the 2024 Xinkang Framework Agreement was RMB63.4 million, and accordingly such annual cap is proposed to be revised to RMB110 million.

Payment terms : The actual settlement price and payment terms shall be determined in accordance with the specific underlying agreements to be entered into between the parties on a case-by-case basis.

For equipment production projects, Xinkang Chemical requires a deposit of approximately 20% to 50% of the total contract sum, with the remaining balance to be settled by instalments and/or in a lump sum subject to the specific terms of each order.

For installation and maintenance services, Xinkang Chemical requires payment upon completion of the relevant project and acceptance by the Group, and the Group will retain approximately 5% of the total contract sum as retention money for quality assurance purposes.

Please refer to the section headed "2. 2026 Xinkang Framework Agreement" in the Letter from the Board for details.

Pricing policy

For our due diligence purpose on the pricing policy (including the payment terms), we obtained from the Company a list of all contracts between the Group and Xinkang Chemical signed during the year ended 31 December 2025, which the Company confirmed to be a complete list. We randomly selected seven samples from a total of 16 contracts on the list and obtained copies of the respective contracts between the Group and Xinkang Chemical (the "**CCT Agreements**"); and for comparison with each sample contract, quotations for similar services provided by at least two independent third-party service providers to the Group (the "**Independent**

Quotations"). We compared the terms of the seven selected CCT Agreements with their respective Independent Quotations, including the pricing, the payment terms and the quality assurance clause, if any. We noted that (i) the subject items (i.e. products or services) set out in all selected CCT Agreements are identical to those set out in the respective Independent Quotations; (ii) the pricing available by Xinkang Chemical under all selected CCT Agreements are lower than that available by the independent third-party service providers under the respective Independent Quotations; (iii) service fees payable by the Group to the independent third-party service providers for equipment production are subject to deposit payment of 30% to 50% of the total amount and payment of 20% to 50% of the total amount upon delivery; and service fees payable to independent third-party service providers for installation and/or maintenance services are subject to 95% payment upon receipt of invoice or after acceptance. Therefore, payment terms of the selected CCT Agreements are comparable to that of the respective Independent Quotations; and (iv) six out of seven selected CCT Agreements stipulated quality assurance period of 12 months or one year (with nil to 5% retention for the relevant period); and if during this period, there is quality issue attributable to Xinkang Chemical, Xinkang Chemical shall be responsible for free replacement and/or repair. The remaining one selected CCT Agreement stipulated that parties to the agreement may mutually agree on solution for quality issue(s), if any. However, none of the Independent Quotations (except those relating to installation and maintenance services) contains details on whether free replacement and/or repair will be provided for quality issue(s) attributable to other independent third party service providers of the Group despite higher retention of 10% is allowed for quality assurance.

Based on the results of our independent work done mentioned above, we are of the view that the pricing policy of the Group is in place; and the services fees and payment terms with Xinkang Chemical are in line with the pricing policy. Moreover, other terms under the CCT Agreements are no less favourable than those offered by the independent third party service providers to Group. As such, the terms of the 2026 Xinkang Framework Agreement are, on normal commercial terms, and that the terms of the Transactions are fair and reasonable.

Monitoring of the continuing connected transactions

We have obtained and reviewed the connected transaction management policies of the Company and noted that connected transactions must undergo approval before signing of formal contracts; and the principal terms of the formal contracts, if entered into, will comprise among others, the transaction price, the basis to determine the pricing (which will be in compliance with the pricing policy) and the payment terms. According to the connected transaction management policies provided by the Company, the financial management center of the Group and the finance departments of the subsidiaries, together with the relevant business departments of the Group, shall reconcile accounts with the connected parties on a monthly basis. This includes transaction amounts, ending balances and accounting entries. Reconciliation must be conducted in writing. If

discrepancies arise, the reasons must be promptly identified and adjustments will be made if necessary. The subsidiaries of the Group must submit to the financial management center each month for filing of accounting statements of connected transactions of the previous month, along with the materials in relation to the execution of the connected transactions agreement.

Internal control measures

Pursuant to Rules 14A.55 to 14A.59 of the Listing Rules, the non-exempt continuing connected transactions (the "**Non-exempt CCTs**") are subject to the following annual review requirements:

(a) the independent non-executive Directors must review the Non-exempt CCTs every year and confirm in the annual report that the transactions have been entered into:

  (i) in the ordinary and usual course of business of the Group;

  (ii) on normal commercial terms or better; and

  (iii) according to the agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole;

(b) the Company's auditors must provide a letter to the Board confirming whether anything has come to their attention that causes them to believe that the Non-exempt CCTs:

  (i) have not been approved by the Board;

  (ii) were not, in all material respects, in accordance with the pricing policies of the Group if the Non-exempt CCTs involve the provision of goods or services by the Group;

  (iii) were not entered into, in all material respects, in accordance with the relevant agreements governing them; and

  (iv) have exceeded the relevant annual caps;

(c) the Company must allow, and ensure that the counterparties to the Non-exempt CCTs allow, the Company's auditors sufficient access to their records for the purpose of the reporting on the Non-exempt CCTs; and

(d) the Company must promptly notify the Stock Exchange and publish an announcement if the independent non-executive Directors and/or auditors of the Company cannot confirm the matters as required. The Stock Exchange may require the Company to re-comply with the announcement and Shareholders' approval requirements and may impose additional conditions.

In light of the reporting requirements attached to the Non-exempt CCTs, in particular, (i) the restriction of the transaction value by way of annual caps; and (ii) the ongoing review by the independent non-executive Directors and auditors of the Company of the terms of the relevant agreements in relation to the Non-exempt CCTs and the respective proposed Annual Caps not being exceeded, we are of the view that appropriate measures will be in place to govern the conduct of the Non-exempt CCTs and assist in safeguarding the interests of the Company and the independent Shareholders as a whole.

Our independent works on the monitoring mechanisms of the connected transaction management policies and the internal control measures

We have conducted the following independent works, which include: (i) reviewing two sample formal contracts with Xinkang Chemical provided by the Company and noted that transaction price and payment terms are clearly specified. We also examined the 2024 Framework Agreement, which sets out the pricing basis as arms' length basis with reference to the market prices offered by other independent service providers. Therefore, it is in compliance with the pricing policy; (ii) reviewing two sample monthly reconciliation records and noted that the Group has conducted reconciliations of month-end balances of receivables and payables with Xinkang Chemical on a monthly basis and properly recorded; (iii) reviewing two sample monthly lists of connected transactions for filing to the financial management center, which contain details such as identity of the connected persons, nature of transactions and accumulated transaction amounts; (iv) reviewing copy of the letter issued by the auditors of the Company on the continuing connected transactions entered into by the Group for the year ended 31 December 2025 prepared in accordance with the requirement under Rule 14A.56 of the Listing Rules; and (v) reviewing the 2025 Annual Report and noted that the independent non-executive directors of the Company reviewed the continuing connected transactions in accordance with Rule 14A.55 of the Listing Rules.

Based on the results of our independence work done mentioned above, we are of the view that the monitoring mechanisms of the connected transaction management policies and the internal control measures are sufficient and have been effectively implemented.

RECOMMENDATION

Having taken into account the above factors and reasons, we are of the opinion that the terms of the Transactions (including the proposed Annual Caps) are on normal commercial terms and are fair and reasonable; and the Transactions are in the interests of the Company and the Shareholders as a whole and are conducted in the ordinary and usual course of business of the Group. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM to approve the Transactions and we recommend the Independent Shareholders to vote in favour of the resolutions in this regard.

Yours faithfully,
For and on behalf of
SBI China Capital Hong Kong Securities Limited

Ringo Kwan	**Evelyn Fan**
Managing Director	*Executive Director*

Mr. Ringo Kwan and Ms. Evelyn Fan have been responsible officers of Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) since 2005 and 2012, respectively. Both of them have participated in the provision of independent financial advisory services for various types of transactions involving companies listed in Hong Kong.

1. 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 providing 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 is not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

Interests and short positions of Directors and chief executive in the shares, underlying shares and debentures of the Company and its associated corporation

As at the Latest Practicable Date, the following Directors or the chief executive of the Company had interest or short position in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong)) which (a) would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which such Directors and chief executives of the Company were taken or deemed to have under such provisions of the SFO); or (b) would be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) would be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules relating to securities transactions by the Directors to be notified to the Company and the Stock Exchange:

Name of Director	Nature of interest	Number of ordinary shares held[(1)]	Approximate percentage of shareholding[(2)]
Mr. Gao Lei	Interest in a controlled corporation	50,150,842 (L)[(3)]	53.75%
Mr. Shen Yingming	Interest in a controlled corporation	12,537,710 (L)[(4)]	13.44%

Notes:

(1) The letter "L" denotes long position in the Shares.

(2) As at the Latest Practicable Date, the total number of issued Shares was 93,300,000 Shares.

(3) Such Shares are held by Vastocean Capital Limited, which is wholly-owned by Mr. Gao Lei, therefore, Mr. Gao Lei is deemed to be interested in the same number of shares by virtue of the SFO.

(4) Such Shares are held by SYM Holdings Limited, which is wholly-owned by Mr. Shen Yingming, therefore, Mr. Shen Yingming is deemed to be interested in the same number of shares by virtue of the SFO.

Save as disclosed above, so far as our Directors are aware, none of the Directors and chief executives of the Company had any interests or short positions in any Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, to be recorded in the register kept by the Company pursuant to Section 352 of the SFO, or otherwise were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

Save as disclosed above, as at the Latest Practicable Date, so far as was known to the Directors, none of the Directors was a director or an employee of a company which had an interest or short position in the Company's shares which would fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO.

Interests and short positions of substantial shareholders in the shares, underlying shares and debentures of the Company

As at the Latest Practicable Date, so far as our Directors are aware, the following persons (other than a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO, and were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

Name of Shareholder	Capacity/Nature of interest	Number of ordinary shares held[(1)]	Approximate percentage of shareholding[(2)]
Vastocean Capital Limited	Beneficial owner	50,150,842 (L)[(3)]	53.75%
SYM Holdings Limited	Beneficial owner	12,537,710 (L)[(4)]	13.44%
Custodian Capital Ltd.	Nominee interest	7,271,448 (L)[(5)]	7.79%

Notes:

(1) The letter "L" denotes long position in the Shares.

(2) As at the Latest Practicable Date, the total number of issued Shares was 93,300,000 Shares.

(3) Such Shares are held by Vastocean Capital Limited, which is wholly-owned by Mr. Gao Lei, therefore, Mr. Gao Lei is deemed to be interested in the same number of shares by virtue of the SFO.

(4) Such Shares are held by SYM Holdings Limited, which is wholly-owned by Mr. Shen Yingming, therefore, Mr. Shen Yingming is deemed to be interested in the same number of shares by virtue of the SFO.

(5) Such shares are held by Custodian Capital Ltd on behalf of the Retaining Shareholders and Unresponsive Shareholders as defined in the Prospectus and will not exercise the voting rights attached to the Shares held by them.

3. COMPETING BUSINESS

As at the Latest Practicable Date, so far as the Directors were aware, none of the Directors nor their respective close associates had any direct or indirect interests in any business that constitutes or may constitute a competing business of the Company.

4. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or claims of material importance and no litigation or claims of material importance was known to the Directors to be pending or threatened against any member of the Group.

5. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, there were no existing or proposed service contracts between the Directors and the Company or any member of the Group (excluding contracts expiring or determinable by the Group within one year without payment of compensation other than statutory compensation).

6. DIRECTORS' INTEREST IN ASSETS OR CONTRACTS

Save as disclosed in the announcements of the Company dated 26 March 2025 and 31 December 2025, as at the Latest Practicable Date, none of the Directors had any interest in any assets which have been, since 31 December 2025 (being the date up to which the latest published audited accounts of the Company were made up), acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member

of the Group and none of the other Directors was materially interested in any contract or arrangement entered into by any member of the Group which was subsisting and significant in relation to the business of the Group.

7. QUALIFICATION OF EXPERT AND CONSENT

The qualification of the expert who has given an opinion or advice on the Transactions in this circular is as follows:

Name	Qualification
SBI China Capital Hong Kong Securities Limited	a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the SFO

Above expert has given and has not withdrawn its written consent to the issue of this circular with inclusion herein of its letter or report and/or reference to its name, in the form and context in which it appears.

As at the Latest Practicable Date, none of the above expert has any interest in the share capital of any member of the Group or any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, none of the above experts have any interest, direct or indirect, in any assets which have been, since 31 December 2025, being the date to which the latest published audited consolidated financial statements of the Group were made up, acquired or disposed of by or leased to or were proposed to be acquired or disposed of or leased to any member of the Group.

8. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by members of the Group within the two years immediately preceding the Latest Practicable Date and which are, or may be, material to the Group:

(a) the Hong Kong underwriting agreement dated 5 June 2024 relating to the Hong Kong initial public offering and entered into by, among others, the Company, BOCOM International (Asia) Limited, and Hong Kong underwriters, details of which are

disclosed in section "Underwriting — Underwriting Arrangements and Expenses —Hong Kong Public Offering — Hong Kong Underwriting Agreement" in the prospectus of the Company dated 7 June 2024, and

(b) the formation agreements and construction and leaseback arrangements agreements entered by the Company in relation to research, development and commercialise photochemical oxidation technology and to construct and operate a 15,000-tonne per annum aromatic aldehyde/ester replacement project in Wuhan, the PRC, details of which are disclosed in the circular of the Company dated 2 March 2026.

9. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirm that there had been no material adverse change in the financial or trading position of the Group since 31 December 2025, being the date to which the latest published audited consolidated financial statements of the Group were made up.

10. MISCELLANEOUS

(a) The joint company secretaries of the Company are Mr. Chen Ping and Ms. Lai Ho Yan. Ms. Lai has been qualified as a Chartered Secretary, a Chartered Governance Professional, an associate of The Hong Kong Chartered Governance Institute (HKCGI) and an associate of The Chartered Governance Institute (CGI) in the United Kingdom.

(b) The registered office of the Company is situated at International Corporation Services Ltd., PO Box 472, 2nd Floor, Harbour Place, 103 South Church Street, George Town Grand Cayman KY1-1106, Cayman Islands.

(c) The head office and principal place of business of the Company in the PRC is situated at No. 1, Chemical Second Road, Wuhan Chemical Industrial Park, Qingshan District, Wuhan Hubei, China.

(d) The Hong Kong branch share registrar and transfer office of the Company is Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

(e) In the event of inconsistency, the English text of this circular and the accompanying form of proxy shall prevail over their respective Chinese texts.

11. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (www.chinaorganic.com), for a period of 14 days from the date of this circular:

(a) the 2026 Xinkang Framework Agreement;

(b) the letter from the Independent Board Committee, as set out in this circular;

(c) the letter from the Independent Financial Adviser, as set out in this circular;

(d) the written consent of the expert as referred to in the section headed "7. Qualifications and consents of experts" in this appendix; and

(e) this circular.

Details of the proposed amendments to the existing memorandum and articles of association of the Company are as follows (as indicated by the marked-up amendments):

SECOND AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

Wuhan Youji Holdings Limited ~~Ltd.~~
武漢有機控股有限公司

(as adopted by a Special Resolution passed on 20 May 2026 ~~May 21, 2024~~ and effective from 20 May 2026 ~~the date of the listing of the shares of the Company on The Stock Exchange of Hong Kong Limited on June 18, 2024)~~

THE COMPANIES ACT (AS REVISED)
EXEMPTED COMPANY LIMITED BY SHARES
SECOND AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF
Wuhan Youji Holdings ~~Ltd.~~ Limited
武漢有機控股有限公司
(COMPANY)

(adopted by a Special Resolution passed on 20 May 2026~~May 21, 2024~~ and effective from 20 May 2026~~the date of the listing of the shares of the Company on The Stock Exchange of Hong Kong Limited on June 18, 2024~~)

THE COMPANIES ACT (AS REVISED)

EXEMPTED COMPANY LIMITED BY SHARES

SECOND AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF

Wuhan Youji Holdings ~~Ltd.~~ Limited

武漢有機控股有限公司

(COMPANY)

(adopted by a Special Resolution passed on 20 May 2026~~May 21, 2024~~ and effective from 20 May 2026~~the date of the listing of the shares of the Company on The Stock Exchange of Hong Kong Limited on June 18, 2024~~)

Memorandum number	Proposed amendments to the memorandum of association of the Company (shown as markups against the existing memorandum of association)
1.	The name of the Company is Wuhan Youji Holdings Limited ~~Ltd.~~ 武漢有機控股有限公司.

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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the "**Meeting**") of Wuhan Youji Holdings Ltd. 武漢有機控股有限公司 (the "**Company**") will be held at Meeting Room, 4/F, No. 1, Chemical Second Road, Wuhan Chemical Industrial Park, Qingshan District, Wuhan, Hubei, China on Wednesday, 20 May 2026 at 3:00 p.m. (or immediately after the conclusion of annual general meeting of the Company to be held at the same venue on the same date, or any adjournment thereof) or any adjournment or postponement thereof to consider and, if thought fit, to pass with or without amendments:

ORDINARY RESOLUTION

1. As special business to consider and, if thought fit, pass with or without modifications, the following resolution as an ordinary resolution:

   "**THAT**:

   (a) the 2026 Xinkang Framework Agreement dated 10 February 2026 entered into between the Company and Wuhan Xinkang Chemical Equipment Co., Ltd. (武漢新康化工設備有限公司) and the Transactions contemplated thereunder, be and are hereby confirmed, approved and ratified;

   (b) the proposed annual caps in relation to the Transactions contemplated under the 2026 Xinkang Framework Agreement for the three years ending 31 December 2028 be and are hereby approved; and

   (c) any director of the Company be and is hereby generally and unconditionally authorised to do all such acts and things, to sign and execute (including the affixation of the common seal of the Company when required) all such documents for and on behalf of the Company as they may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection

with the Transactions, and to make and agree to make such variations of the terms of the Transactions as they may in their discretion consider to be appropriate, necessary or desirable and in the interests of the Company and its shareholders as a whole."

SPECIAL RESOLUTION

1. As special business to consider and, if thought fit, pass with or without modifications, the following resolution as a special resolution:

"**THAT**:

(a) conditional upon the approval of the Registrar of Companies in the Cayman Islands (the "**Registrar**"), (i) the English name of the Company be changed from "Wuhan Youji Holdings Ltd." to "Wuhan Youji Holdings Limited" with effect from the date of registration as set out in the certificate of incorporation on change of name issued by the Registrar; and (ii) any one director of the Company be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he or she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the said change of Company name and to attend to any necessary registration and/or filing in the Cayman Islands and Hong Kong for and on behalf of the Company; and

(b) the proposed amendments to the amended and restated memorandum and articles of association of the Company (the "**Existing Memorandum and Articles of Association**"), details of which are set out in Appendix II to this circular of the Company dated 30 April 2026, be and are hereby approved;

(c) the second amended and restated memorandum and articles of association of the Company (the "**New Memorandum and New Articles of Association**"), a copy of which has been produced to this meeting marked "A" and for identification purpose signed by the Chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Memorandum and Articles of Association with effect from the proposed change of Company name becoming effective; and (i) the Directors of the Company be and are hereby authorized to do all things necessary to give effect to the adoption of the New Memorandum and New Articles of Association and to make such filing in Hong

Kong as is necessary in connection with this resolution, and (ii) the Company's registered office provider be and is hereby authorised and instructed to make such filing with the Registrar as is necessary in connection with this resolution; and

(d) the special resolution passed by the Company's shareholders on 22 December 2025 shall remain valid and binding, such that the adoption of the New Articles as defined in the Company's circular dated 28 November 2025 shall mean the adoption of the New Articles in substitution for and to the exclusion of the memorandum of association and articles of association of the Company as amended and effected by this resolution."

By order of the Board
Wuhan Youji Holdings Ltd.
ZOU Xiaohong
Chairman of the Board and Executive Director

Hong Kong, 30 April 2026

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and the Company in accordance with the Listing Rules.

2. Any shareholder who is the holder of two or more shares of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

3. In order to be valid, the form of proxy 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, must be deposited at the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong, not less than 48 hours before the time appointed for the meeting (i.e. not later than 3:00 p.m. (or immediately after the conclusion of annual general meeting of the Company to be held at the same venue on the same date, or any adjournment thereof) on Monday, 18 May 2026) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. For determining the entitlement to attend and vote at the Meeting, the Register of Members of the Company will be closed from Friday, 15 May 2026 to Wednesday, 20 May 2026, both dates inclusive, during which period no transfer of shares will be registered. The record date for the attending and voting at the EGM is Wednesday, 20 May 2026. In order to be eligible to attend and vote at the Extraordinary General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar 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, 14 May 2026.

5. References to time and dates in this notice are to Hong Kong time and dates.