

DIRECTORS AND SENIOR MANAGEMENT

OVERVIEW

Upon [REDACTED], our Board will comprise eight Directors, including two executive Directors, three non-executive Directors and three independent non-executive Directors, namely:

Name	Age	Date of joining our Group	Date of appointment as Director	Position(s)	Roles and responsibilities
<i>Executive Directors</i>					
Mr. Zou Xiaohong (鄒曉虹)	64	July 1981	March 25, 2022	Executive Director and chairman of the Board	Responsible for the overall strategic and major operational decision-making of our Group
Mr. Chen Ping (陳平)	61	October 2010	September 23, 2016	Executive Director and joint company secretary	Responsible for the Board affairs, corporate governance and capital operations of our Group
<i>Non-executive Directors</i>					
Mr. Gao Lei (高雷)	40	April 2010	September 23, 2016	Non-executive Director	Responsible for shareholder related matters and advising on corporate governance and internal control of our Group
Mr. Shen Yingming (申英明)	65	September 2004	September 23, 2016	Non-executive Director	Responsible for shareholder related matters and advising on corporate governance and internal control of our Group
Ms. Li Deye (李德曄)	57	March 25, 2022	March 25, 2022	Non-executive Director	Responsible for providing advice on operation and management of our Group

DIRECTORS AND SENIOR MANAGEMENT

Name	Age	Date of joining our Group	Date of appointment as Director	Position(s)	Roles and responsibilities
<i>Independent Non-executive Directors</i>					
Dr. Liu Zhongdong (劉鐘棟)	64	[REDACTED]	[REDACTED]	Independent non-executive Director	Responsible for providing independent advice on the Group’s technology and research
Dr. Yuan Kang (袁康)	35	[REDACTED]	[REDACTED]	Independent non-executive Director	Responsible for providing independent advice on the operations and management of our Group
Mr. Liu Kai Yu Kenneth (廖啟宇)	54	[REDACTED]	[REDACTED]	Independent non-executive Director	Responsible for providing independent advice on the operations and management of our Group

Our senior management team, in addition to the executive Directors listed above, comprises the following:

Name	Age	Date of joining our Group	Date of appointment as senior management	Existing position(s) in our Group	Roles and responsibilities
Mr. Zhou Xu (周旭)	54	August 1988	March 25, 2022	Chief executive officer	Responsible for the operations and management of our Group
Mr. Shen Haifeng (沈海峰)	53	December 2009	March 25, 2022	Chief financial officer	Responsible for the financial management, financing and investment activities of our Group

Save as may be disclosed below, none of our Directors and members of our senior management are related to the other Directors or members of senior management.

DIRECTORS

Executive Directors

Mr. Zou Xiaohong (鄒曉虹), aged 64, was appointed as our executive Director and chairman of the Board on March 25, 2022. Mr. Zou has also been the chairman of Wuhan Youji

DIRECTORS AND SENIOR MANAGEMENT

since May 2015, and the director of Qianjiang Xinyihong and Youji HK since June 2015 and June 2016, respectively. Mr. Zou is primarily responsible for the overall strategic and major operational decision-making of our Group.

Mr. Zou has over 42 years of experience in the organic chemical industry and has been working for our Group since his graduation. Mr. Zou joined our Group in July 1981 as a technician of Wuhan Youji and re-joined in September 1985 after three years study in Wuhan Gedian Chemical Plant Staff University (武漢市葛店化工廠職工大學), with his last position as the chairman since May 2015. Except for working experience in our Group, Mr. Zou also served other companies. Mr. Zou has been the chairman at Yingcheng Wuhan Organic Material Co. Ltd. (應城市武瀚有機材料有限公司) (“**Yingcheng Wuhan Organic**”) and HUBEI SINEM FLAVOR CO., LTD. (湖北西尼美香料有限公司) (“**Hubei Sinem**”) since July 2014 and February 2018, respectively. Since October 2018, he has served as the vice chairman and a director at Shandong Keyuan Pharmaceutical Co., Ltd. (山東科源製藥股份有限公司), a pharmaceutical company that was delisted from the National Equities Exchange and Quotations (stock code: 836262) in August 2020 and has applied to be listed on the Shenzhen Stock Exchange, where he is mainly responsible for the company’s overall management.

Mr. Zou was awarded the May 1st Labor Medal (五一勞動獎章) by Wuhan Federation of Trade Union (武漢市總工會) in April 2002 and was granted with the Special Government Allowance (政府專項津貼) by Wuhan Municipal People’s Government and Wuhan Municipal Committee of the Communist Party of China (中國共產黨武漢市委員會) in December 2008. In addition, Mr. Zou was recognized as the 15th Model Worker of Wuhan City (武漢市第十五屆勞動模範) by Wuhan Municipal People’s Government in April 2012 and the Middle-aged and Youth Experts with Outstanding Contribution (有突出貢獻中青年專家) by Hubei Provincial People’s Government and Hubei Provincial Committee of the Communist Party of China (中國共產黨湖北省委員會) in January 2013.

Mr. Zou was the general manager of Wuhan Organic Import & Export Co., Ltd. (武漢有機進出口有限公司) within 12 months prior to its dissolution by deregistration for change of business strategy in July 23, 2011. Mr. Zou confirms that, to the best of his knowledge, (i) the dissolved company was solvent immediately prior to its dissolution and had no outstanding claim or liabilities; (ii) he has not received any notification in respect of penalty, acting or proceeding from PRC authorities as a result of the dissolution; and (iii) he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution.

Mr. Zou obtained a tertiary degree in chemical machinery from Wuhan Gedian Chemical Plant Staff University in the PRC in September 1985. He holds the qualification of senior operation manager (高級經營師) granted by Department of Labor and Social Security of Hubei Province (湖北省勞動和社會保障廳) (currently known as Department of Human Resources and Social Security of Hubei Province (湖北省人力資源和社會保障廳)) in December 2002, the qualification of professorate senior engineer (正高級高級工程師) granted by Department of Human Resources and Social Security of Hubei Province in March 2015.

Mr. Chen Ping (陳平), aged 61, was appointed as our Director on September 23, 2016 and was re-designated as our executive Director on March 25, 2022. Mr. Chen joined our Group in October 2010 as the board secretary and has served as a director of Wuhan Youji since August 2016. He has also been the director of Hebei Kangshi since its establishment in January 2019. He is primarily responsible for the Board affairs, corporate governance and capital operations of our Group.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Chen has over 26 years of experience of corporate management. Prior to joining our Group, he served as a deputy general manager at Shenzhen Asia Link Investment Co., Ltd. (深圳市亞潮投資有限公司) (currently known as Shenzhen Hengrun Taifu Investment Co., Ltd. (深圳市恒潤泰富投資有限公司)) from July 1997 to September 1999, responsible for investment and financing management; Wuhan Plastics Industrial Group Co., Ltd. (武漢塑料工業集團股份有限公司) (currently known as Hubei Radio & Television Information Network Co., Ltd. (湖北省廣播電視信息網絡股份有限公司)), a company listed on the Shenzhen Stock Exchange (stock code: 000665); and the general manager at Wuhan Xianglong Trading Co., Ltd. (武漢祥龍貿易有限公司) (currently known as Wuhan Xianglong New Energy Co., Ltd. (武漢祥龍新能源有限公司)) from August 2003 to November 2005, responsible for the overall management of the company. From November 2006 to July 2008, he worked at Wuhan Fengfan Surface Engineering Co., Ltd. (武漢風帆表面工程股份有限公司) as a director and a standing vice manager. From August 2008 to September 2010, Mr. Chen served as the international affairs department head of Hunan Nonferrous Metals Corporation Limited (湖南有色金屬股份有限公司), where he was mainly responsible for company's international affairs. He also served as the director at HNC (Canada) Antimony Mine Limited and BEAVER BROOK ANTIMONY MINE INC. from August 2009 to September 2010.

Mr. Chen graduated from Beijing Institute of Foreign Trade (北京對外貿易學院) (currently known as University of International Business and Economics (對外經濟貿易大學)) in the PRC in July 1983, majoring in English for Foreign Trade. He obtained a bachelor's degree in economics from Beijing Institute of Foreign Trade in September 1983 and a master's degree in economics from Fudan University (復旦大學) in the PRC in July 1990. He holds the qualification of economist granted by Wuhan Municipal Personnel Bureau (武漢市人事局) (currently known as Wuhan Municipal Human Resources and Social Security Bureau (武漢市人力資源和社會保障局)) in October 2001.

Non-executive Directors

Mr. Gao Lei (高雷), aged 40, was appointed as our Director on September 23, 2016 and was re-designated as our non-executive Director on March 25, 2022. Mr. Gao joined our Group in April 2010 and has been serving as a director of Wuhan Youji since June 2016. He is primarily responsible for shareholder related matters and advising on corporate governance and internal control of our Group.

Mr. Gao has more than ten years of experience in investment management. Prior to joining our Group, Mr. Gao worked as general manager assistant at Shanghai Sanwei Investment Development Co., Ltd. (上海三威投資發展有限公司), a company principally engaged in investment management, where he was responsible for investment management. Since December 2013, Mr. Gao has been serving as the general manager at Shanghai Linuo Industry & Trade Co., Ltd. (上海力諾工貿股份有限公司), a company in the property lease and management industry, where he was responsible for its overall management. Since April 2017, he has been serving as a director at Linuo Sunshine (Hong Kong) Investment Limited (力諾陽光(香港)投資有限公司), an investment company.

Mr. Gao was a director of Hong Kong Linuo Pharmaceutical Co., Limited (香港力諾藥業股份有限公司) prior to its dissolution by deregistration for change of business strategy on October 16, 2015. Mr. Gao confirms that, to the best of his knowledge, (i) the dissolved company was solvent immediately prior to its dissolution and had no outstanding claim or liabilities; (ii) he has not received any notification in respect of penalty, acting or proceeding

DIRECTORS AND SENIOR MANAGEMENT

from Hong Kong authorities as a result of the dissolution; and (iii) he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution.

Mr. Gao obtained his master's degree of business administration from National University in the United States in April 2010.

Mr. Shen Yingming (申英明), aged 65, was appointed as our Director on September 23, 2016 and was re-designated as our non-executive Director on March 25, 2022. He is mainly responsible for shareholder related matters and advising on corporate governance and internal control of our Group.

Mr. Shen has over 29 years of experience in business administration. Prior to joining our Group, from March 1994 to November 2001, he served as the general manager of Jinan Sanwei Glass Products Co. Ltd. (濟南三威玻璃製品有限公司). From November 2001 to January 2010, he worked at Wuhan Linuo Solar Energy Group Co., Ltd. (武漢力諾太陽能集團股份有限公司) (currently known as Hongfa Technology Co., Ltd. (宏發科技股份有限公司)), a company principally engaged in solar energy industry then and listed on the Shanghai Stock Exchange (stock code: 600885), with his last position as chairman of the board of supervisors. Since January 2010, he has been the chairman of the board of supervisors at Linuo Group Holdings Co., Ltd. (力諾集團股份有限公司), a solar thermal products and photovoltaic products manufacturer. In the meanwhile, he has also been the supervisor at Shandong Keyuan Pharmaceutical Co., Ltd..

Mr. Shen was a director, supervisor or general manager of the following PRC companies prior to their dissolution by deregistration:

<u>Name of company</u>	<u>Nature of business</u>	<u>Date of dissolution</u>	<u>Reason for dissolution</u>
Linuo Solar Energy Technology (Taiyuan) Co Ltd (translated from 力諾光能科技(太原)有限公司)	Consultancy service	December 15, 2021	Change of business strategy
Hubei Twin Tigers Coating Engineering Co., Ltd. (湖北雙虎塗裝工程有限公司)	Construction	November 19, 2019	Change of business strategy
Wuhan Linuo Investment Co., Ltd. (武漢力諾投資有限公司)	Investment	October 16, 2019	Tax planning

DIRECTORS AND SENIOR MANAGEMENT

<u>Name of company</u>	<u>Nature of business</u>	<u>Date of dissolution</u>	<u>Reason for dissolution</u>
Shaanxi Linuo Glass Vessel Co Ltd (陝西力諾玻璃製品有限公司)	Manufacturing	August 17, 2017	Change of business strategy
Wuhan Twin Tigers Anticorrosion Coating Co., Ltd. (武漢雙虎防腐塗料有限公司)	Manufacturing	June 30, 2017	Change of business strategy
Wuhan Twin Tigers Powder Coating Co Ltd (translated from 武漢雙虎粉末塗料有限公司)	Retail	May 26, 2015	Change of business strategy
Hanyang Linuo Industry and Trade Co., Ltd. (漢陽力諾工貿有限公司)	Trade	March 20, 2015	Change of business strategy

Mr. Shen confirms that, to the best of his knowledge, (i) each of the dissolved companies above was solvent immediately prior to its dissolution and had no outstanding claim or liabilities; (ii) he has not received any notification in respect of penalty, acting or proceeding from the PRC authorities as a result of the dissolution; and (iii) he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution.

Mr. Shen obtained the professional certificate of completing economic management courses delivered by Shandong University (山東大學) in the PRC in October 1997. In March 2006, he obtained the certificate of completing the graduate courses of masters of business administration granted by the Training College of Renmin University of China (中國人民大學) in the PRC.

Ms. Li Deye (李德曄), aged 57, was appointed as our non-executive Director on March 25, 2022. She is mainly responsible for providing advice on operation and management of our Group.

Ms. Li has over 25 years of experience in supply chain management and business administration. She had extensive experience serving the subsidiaries of Linuo Group Holdings Co., Ltd. (力諾集團股份有限公司), a solar thermal products and photovoltaic products manufacturer, including serving as the purchasing director of Shandong Sanli Industrial Group Co., Ltd. (山東三力工業集團有限公司) from December 1998 to November 2009, the supply chain director of Shandong Linuo Electric Power Co., Ltd. (山東力諾電力股份有限公司) from November 2009 to December 2015, and the general manager and chairperson of Shandong Linuo Photovoltaic Hi-Tech Co., Ltd. (山東力諾光伏高科技有限公司) from November 2017 to January 2022. She has also been the supply chain director and the resources management director at Linuo Group Holdings Co., Ltd. from January 2016 to October 2017 and since February 2022, respectively.

Ms. Li was a manager of Jinan Dexincheng Trading Co., Ltd. (濟南德信誠商貿有限公司) prior to its dissolution by deregistration for change of business strategy on June 11, 2019.

DIRECTORS AND SENIOR MANAGEMENT

Ms. Li confirms that, to the best of her knowledge, (i) the dissolved company was solvent immediately prior to its dissolution and had no outstanding claim or liabilities; (ii) she has not received any notification in respect of penalty, acting or proceeding from PRC authorities as a result of the dissolution; and (iii) she is not aware of any actual or potential claim which has been or will be made against her as a result of the dissolution.

Ms. Li obtained a bachelor's degree of administrative management and a completion certificate of business administration from Shandong University (山東大學) in the PRC in October 2009 and June 2011 respectively. In April 2008, Ms. Li was qualified as a senior certified purchasing professional (註冊採購師) by CHC Manager Human Resource Committee of China High-technology Education Working Committee (CHC全國高科技教工委管理人才專業委員會).

Independent non-executive Directors

Dr. Liu Zhongdong (劉鐘棟), aged 64, will be our independent non-executive Director upon [REDACTED], and be mainly responsible for providing independent advice on the Group's technology and research.

Dr. Liu has over 34 years of experience in academic research of food additives. He worked at Zhengzhou Grain College (鄭州糧食學院) (currently known as Henan University of Technology (河南工業大學)) since August 1989, with his last position as a level-2 professor.

Dr. Liu was appointed as a member or an expert of various food additives related associations, including the member of the First National Food Safety Standards Review Committee (第一屆食品安全國家標準審評委員會) in January 2010, an expert of the "Tri-new" Foods Administrative Licensing Review Experts Pool ("三新"食品行政許可評審專家) in April 2021 and the secretary-general of the Professional Committee of China Food Additives and Ingredients Association (中國食品添加劑和配料協會專業委員會) since 2002, a member of Chinese delegation to the International Annual Meeting of Institute of Food Technologies (國際食品技術及國際展會, IFT) since 2005 and a member of Chinese delegation in Codex Committee on Food Additives of the Food and Agriculture organization of the United Nations and World Health Organization since 2007.

Dr. Liu obtained his master's degree in engineering from Zhengzhou Grain College (鄭州糧食學院) in the PRC in June 1989 and his doctorate degree in science from Xiamen University (廈門大學) in the PRC in September 2006, majoring in organic chemistry.

Dr. Yuan Kang (袁康), aged 35, will be our independent non-executive Director upon [REDACTED], and be mainly responsible for providing independent advice on the operations and management of our Group.

Dr. Yuan has been a lecturer and an associate professor at Law School of Wuhan University (武漢大學法學院) from February 2016 to February 2019 and since March 2019, respectively.

Since December 2020, Dr. Yuan served as an independent director at Hubei Color Root Technology Co., Ltd. (湖北麗源科技股份有限公司), a reactive dyes manufacturer, whose shares were delisted from National Equities Exchange and Quotations (stock code: 836620) in February 2018. Since February 2021, he served as a director at Shandong Keyuan

DIRECTORS AND SENIOR MANAGEMENT

Pharmaceutical Co., Ltd.. Since April 2021, Dr. Yuan has also been an independent director at Hubei Zhenhua Chemical Co., Ltd. (湖北振華化學股份有限公司), a chromium salt and vitamin K3 producer, whose shares are listed on Shanghai Stock Exchange (stock code: 603067.SH), where he is mainly responsible for providing independent advice on the operations and management.

Dr. Yuan obtained his bachelor's degree in law and doctorate degree in economic law from Wuhan University (武漢大學) in the PRC in June 2010 and December 2015 respectively. Dr. Yuan received his Legal Professional Qualification Certificate (法律職業資格證書) from Ministry of Justice of the People's Republic of China (中華人民共和國司法部) in August 2010 and the Qualification Certificate for Independent Directors of Listing Companies (上市公司獨立董事資格證書) from Shanghai Stock Exchange in April 2021.

Mr. Liu Kai Yu Kenneth (廖啟宇), aged 54, will be our independent non-executive Director upon [REDACTED] and be mainly responsible for providing independent advice on the operations and management of our Group.

Mr. Liu is an experienced audit professional. Prior to joining our Group, he served as a junior accountant in the audit department of Kwan Wong Tan & Fong (merged with Deloitte Touche Tohmatsu in 1997) from May 1994 to August 1994, an accountant at Ernst & Young from August 1994 to May 1996, an assistant manager of the audit and control division of the Hong Kong branch of Banque Nationale de Paris from August 1996 to September 1997, and an audit officer in the internal audit department of Kowloon-Canton Railway Corporation from January 2000 to September 2000. After that, he worked at VC CEF Capital Limited (currently known as VC Capital Limited) from September 2000 to May 2003, with his last position as an assistant manager in the corporate finance department. From June 2004 to October 2016, he worked at Hong Kong Exchanges and Clearing Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 388), with his last position as assistant vice president in IPO Transactions, Listing & Regulatory Affairs Division, responsible for vetting initial public offering applications.

Mr. Liu has also served as an independent non-executive director in Fourace Industries Group Holdings Limited (科利實業控股集團有限公司), a personal care and electrical appliances provider listed on the Stock Exchange of Hong Kong (stock code: 1455), since August 2020; Hangzhou Tigermed Consulting Co. Ltd. (杭州泰格醫藥科技股份有限公司), a clinical research services provider listed on the Stock Exchange of Hong Kong (stock code: 3347) and ChiNext of the Shenzhen Stock Exchange (stock code: 300347), since April 2020; Tianli Education International Holdings Limited (天立教育國際控股有限公司), an education service provider listed on the Stock Exchange of Hong Kong (stock code: 1773), since June 2018; Sisram Medical Ltd., an energy-based medical esthetic devices provider listed on the Stock Exchange of Hong Kong (stock code: 1696), since August 2017.

Mr. Liu obtained his bachelor of engineering degree in mechanical engineering from Imperial College of Science, Technology and Medicine of the University of London in the United Kingdom in August 1991. He received his master of business administration degree in international banking and finance from the University of Birmingham in the United Kingdom in December 1998. Mr. Liu has been a member of the Hong Kong Institute of Certified Public Accountants since July 1999 and a fellow of the Association of Chartered Certified Accountants since April 2004.

Save as disclosed above, none of our Directors have held any other directorships in listed companies during the three years immediately preceding the date of this document.

DIRECTORS AND SENIOR MANAGEMENT

Disclosure Required under the Listing Rules

Rule 3.09D of the Listing Rules

Each of our Directors confirms that he or she (i) has obtained the legal advice referred to in Rule 3.09D of the Listing Rules on March 25, 2022, and (ii) understands his or her obligations as a director of a listed issuer under the Listing Rules.

Rule 3.13 of the Listing Rules

Each of the independent non-executive Directors confirms (i) his or her independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he or she has no past or present financial or other interest in the business of our Company or its subsidiaries or any connection with any core connected person of our Company; and (iii) that there are no other factors that may affect his or her independence at the time of his or her appointments.

Rule 8.10 of the Listing Rules

As of the Latest Practicable Date, Mr. Zou Xiaohong was the chairman of Yingcheng Wuhan Organic and Hubei Sinem. Yingcheng Wuhan Organic is principally engaged in the manufacturing and sales of cinnamaldehyde (which can be used as flavorings and food adulterant), cinnamyl alcohol (which can be used in perfumery and as a deodorant) and cinnamic acid (which can be used in flavorings and certain pharmaceuticals), and spices made from cinnamaldehyde, cinnamyl alcohol and cinnamic acid. For the year ended December 31, 2022, Yingcheng Wuhan Organic had a revenue of RMB91.0 million. As of the Latest Practicable date, Hubei Sinem had yet to commence operation. It is intended to carry out the same principal business as Yingcheng Wuhan Organic, manufacturing cinnamaldehyde, cinnamyl alcohol, cinnamic acid and spices made from cinnamaldehyde, cinnamyl alcohol and cinnamic acid (collectively, the "**Relevant Businesses**"). Our Directors are of the view that the Relevant Businesses are clearly delineated from our Group and that there will be no direct or indirect competition of the Relevant Businesses with our principal business for the following reasons:

- (a) *Different nature of products.* The products offered by the Relevant Businesses are different from those offered by our Group. On the one hand, we focus on the manufacture of products from the oxidation and chlorination products, benzoic acid ammonification products and other fine chemical products. On the other, each of Yingcheng Wuhan Organic and Hubei Sinem focuses on the manufacture of cinnamaldehyde, cinnamyl alcohol and cinnamic acid, which as demonstrated above has different practical use than our products. In terms of production process, cinnamaldehyde, cinnamyl alcohol and cinnamic acid are regarded as downstream products of our products, as they are directly and indirectly manufactured by the aldol condensation of benzaldehyde and acetaldehyde. The aldol condensation is an organic reaction process in which benzaldehyde reacts with acetaldehyde to generate cinnamaldehyde, which can be further synthesized to produce cinnamyl alcohol (through reduction) and cinnamic acid (through oxidation). The manufacturing of these products are typically under room temperature and ambient pressure, while most products of our Group are generated under higher temperature and higher pressure. In view of the different nature, use and production process, our

DIRECTORS AND SENIOR MANAGEMENT

Directors believe there will be no direct or indirect competition between products of the Relevant Businesses and ours.

- (b) *Different target customers.* Due to the different use of our products and the downstream nature of the Relevant Businesses' products, the target customers of our Group and the Relevant Businesses are clearly distinguished. As disclosed in "Business — Sales and Customers," we sell our products directly to end users such as chemical companies (including Yingcheng Wuhan Organic), food producing and processing companies, pharmaceutical companies and animal feed producing companies in the PRC and global markets, as well as distribute and sell our products through our distributors, who we expect will distribute or resell our products to their distributors and/or end users in the PRC and global markets. However, Yingcheng Wuhan Organic (and Hubei Sinem once it commences operation) sell their products to spice processing companies to produce, for example, appetite stimulants to animal feed manufacturers. For the years ended December 31, 2021, 2022 and 2023, 52, 54 and 56 of our customers also procured from Yingcheng Wuhan Organic products that are of a different nature from those of our Group. These overlapping customers, none of which are our major customers, contributed to 4.5%, 4.9% and 5.3% of our revenue for the same years, respectively.
- (c) *Corporate governance structure.* As the chairman of Yingcheng Wuhan Organic and Hubei Sinem, Mr. Zou serves a primarily advisory and supervisory role in these companies, and is not involved in the daily management of their operations. The daily management of Yingcheng Wuhan Organic and Hubei Sinem are vested in their respective boards of directors and senior management, whose members (other than Mr. Zou) do not overlap with our Board and senior management. Furthermore, Mr. Zou is aware of his fiduciary duties as a Director which require that he must, among others, act in good faith for the benefit of our Company as a whole, and avoid conflicts between his personal interests (such as his interests in Yingcheng Wuhan Organic and Hubei Sinem) and the interests of our Company. In particular:
- (i) pursuant to our Articles of Association, unless otherwise provided, Mr. Zou shall not vote on any resolution approving any contract or arrangement or any other proposal in which he or any of his associates have a material interest (including his interest in Yingcheng Wuhan Organic and Hubei Sinem) nor shall Mr. Zou be counted in the quorum present at the meeting; and
- (ii) if Mr. Zou has material interests, he shall make full disclosure in respect of matters that conflict or potentially conflict with our interest and absent himself from the Board meetings on matters in which he or his close associates have a material interest, unless his attendance or participation at such Board meeting is specifically requested by a majority of the independent non-executive Directors.

Save as disclosed above, each of our Directors confirms that as of the Latest Practicable Date, he/she did not have any interest in a business which competes or is likely to compete, directly or indirectly, with our business and requires disclosure under Rule 8.10 of the Listing Rules.

DIRECTORS AND SENIOR MANAGEMENT

SENIOR MANAGEMENT

Our senior management are responsible for the day-to-day management and operation of our business.

Mr. Zhou Xu (周旭), aged 54, is the chief executive officer of our Company, primarily responsible for the operations and management of our Group. Mr. Zhou has also been the general manager of Wuhan Youji since June 2016.

Mr. Zhou has over 35 years of experience of toluene derivative products industry, with most of his time devoted to the development of our Group. He has been working continuously for our Group since August 1988, and was appointed as our chief executive officer on March 25, 2022.

Mr. Zhou obtained his tertiary degree in industrial management engineering from Wuhan University of Automotive Technology (武漢汽車工業大學) (currently known as Wuhan University of Technology (武漢理工大學)) in the PRC in June 1995 and his master’s degree in economics from Party School of the Wuhan Municipal Committee of the Communist Party of China (中國共產黨武漢市委黨校) in the PRC in January 2002. Mr. Zhou was awarded the “Model Worker of Wuhan City (武漢市勞動模範)” by Wuhan Municipal People’s Government (武漢市人民政府) in April 2015 and the Excellent Communist Party Member of Wuhan City “(武漢市優秀共產黨員)” by Wuhan Municipal Committee of the Communist Party of China (中國共產黨武漢市委) in June 2021.

Mr. Shen Haifeng (沈海峰), aged 53, is the chief financial officer of our Company, primarily responsible for the financial management, financing and investment activities of our Group. He also serves as a deputy general manager of Wuhan Youji, a director of Hebei Kangshi and a supervisor of multiple subsidiaries of our Group, including Qianjiang Xinyihong, Hubei Kangxin and Hubei Xinxuanhong.

Mr. Shen has more than 20 years of experience of financial management. Prior to joining our Group in 2009, Mr. Shen served as the financial manager at Huasheng Jiangquan Group Co., Ltd. (華盛江泉集團有限公司) from August 2003 to October 2005. He then served as the deputy director of audit center at Linuo Group Holdings Co., Ltd. (力諾集團股份有限公司) from December 2005 to July 2006 and the chief financial officer at Wuhan Linuo Chemical Group Co., Ltd. (武漢力諾化學集團有限公司) from August 2006 to November 2009, where he was responsible for overall financial management.

Mr. Shen obtained his bachelor’s degree in economics majoring in planning statistics from Northeast Forestry University (東北林業大學) in July 1992. He was qualified as an auditor by the National Audit Office of the People’s Republic of China (中華人民共和國審計署) in November 1996, an accountant by the Ministry of Finance of the People’s Republic of China in May 1997 and a Certified Public Accountant by The Chinese Institute of Certified Public Accountants (中國註冊會計師協會) in December 2004.

DIRECTORS AND SENIOR MANAGEMENT

JOINT COMPANY SECRETARIES

Mr. Chen Ping (陳平), our executive Director, was appointed as one of our joint company secretaries on March 25, 2022. For the biographical details of Mr. Chen, please refer to “Directors — Executive Directors — Mr. Chen Ping (陳平)” in this document.

Ms. Lai Ho Yan (賴浩恩) was appointed as one of our joint company secretaries on March 25, 2022. Ms. Lai is currently a manager of Corporate Services of Tricor Services Limited, where she is responsible for providing corporate secretarial and compliance services to listed companies at the Stock Exchange and other multinational, private and offshore companies. Ms. Lai has more than five years of experience in the company secretary profession.

Ms. Lai obtained her bachelor’s degree in business administration in financial services and master’s degree in corporate governance from The Hong Kong Polytechnic University in September 2016 and September 2020, respectively. She has been qualified as a Chartered Secretary, a Chartered Governance Professional, an associate of The Hong Kong Chartered Governance Institute (HKCGI) (formerly known as “The Hong Kong Institute of Chartered Secretaries” (HKICS)) and an associate of The Chartered Governance Institute (CGI) (formerly known as “The Institute of Chartered Secretaries and Administrators” (ICSA)) in the United Kingdom.

MANAGEMENT AND CORPORATE GOVERNANCE

Board Committees

Audit Committee

Our Board has established the Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code set out in Appendix C1 to the Listing Rules (the “**Corporate Governance Code**”). The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal controls system of our Group, review and approve connected transactions and provide advice and comments to the Board. The Audit Committee comprises Mr. Liu Kai Yu Kenneth, Dr. Liu Zhongdong, Dr. Yuan Kang, Mr. Gao Lei and Mr. Shen Yingming, with Mr. Liu Kai Yu Kenneth (being our independent non-executive Director with appropriate professional qualifications) as the chairperson.

Remuneration Committee

Our Board has established the Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code. The primary duties of the Remuneration Committee are to review and make recommendations to the Board on the terms of remuneration packages, bonuses and other compensation payable to our Directors and other senior management. The Remuneration Committee comprises Mr. Liu Kai Yu Kenneth, Dr. Liu Zhongdong, Dr. Yuan Kang, Mr. Zou Xiaohong and Mr. Gao Lei, with Mr. Liu Kai Yu Kenneth as the chairperson.

DIRECTORS AND SENIOR MANAGEMENT

Nomination Committee

Our Board has established the Nomination Committee with written terms of reference in compliance with Rule 3.27A of the Listing Rules and the Corporate Governance Code. The primary duties of the Nomination Committee are to make recommendations to our Board on the appointment of Directors and management of Board succession. The Nomination Committee comprises Mr. Zou Xiaohong, Dr. Liu Zhongdong, Dr. Yuan Kang, Mr. Liu Kai Yu Kenneth and Mr. Gao Lei, with Mr. Zou Xiaohong as the chairperson.

Corporate Governance Code

We aim to achieve high standards of corporate governance which are crucial to our development and safeguard the interests of our Shareholders. In order to accomplish this, we expect to comply with all applicable code provisions of the Corporate Governance Code upon [REDACTED].

Board Diversity

Our Company has adopted a board diversity policy which sets out the approach to achieve diversity of the Board. We recognize and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level, including gender diversity, as an essential element in maintaining our competitive advantage and enhancing our ability to attract, retain and motivate employees from the widest possible pool of available talent. In reviewing and assessing suitable candidates to serve as a Director, the Nomination Committee will consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge, and industry and regional experience. The Nomination Committee will discuss periodically and when necessary, agree on the measurable objectives for achieving diversity, including gender diversity, on the Board and recommend them to the Board for adoption.

COMPLIANCE ADVISER

Our Company has appointed BOCOM International (Asia) Limited as our compliance adviser pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, our compliance adviser will advise our Company in the following circumstances:

- before the publication of any regulatory announcement, circular or financial report;
- where a transaction, which might be a notifiable or connected transaction, is contemplated, including shares issues and share repurchases;
- where our Company proposes to use the proceeds of the [REDACTED] in a manner different from that detailed in this document or where our business activities, developments or results deviate from any forecast, estimate or other information in this document; and
- where the Stock Exchange makes an inquiry of our Company under Rule 13.10 of the Listing Rules.

DIRECTORS AND SENIOR MANAGEMENT

The term of the appointment of our compliance adviser shall commence on the [REDACTED] and is expected to end on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the [REDACTED].

COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

Our Directors and members of our senior management receive compensation from our Company in the form of salaries, annual performance bonuses, special bonuses, social insurance and housing benefits. The aggregate remuneration (including fees, salaries, contributions to pension schemes, bonus, retirement benefits scheme, allowance and other benefits in kind) paid to our Directors for the years ended December 31, 2021, 2022 and 2023 were RMB4.4 million, RMB5.0 million and RMB2.4 million, respectively. Save as disclosed above, no other amounts have been paid or are payable by any member of our Group to our Directors during the Track Record Period.

The aggregate amount of salaries, bonuses, pension costs, housing funds, medical insurance and other social insurances in kind paid to our five highest paid individuals for the years ended December 31, 2021, 2022 and 2023 were RMB11.5 million, RMB13.1 million and RMB5.7 million, respectively.

During the Track Record Period, no remuneration was paid to, or received by, our Directors or five highest paid individuals as an inducement to join or upon joining us. No compensation was paid to, or received by, our Directors, past directors or five highest paid individuals for the loss of office as a director of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group. Further, none of our Directors had waived or agreed to waive any remuneration during the same periods.

Under the arrangement currently in force, the aggregate remuneration (including fees, salaries, contributions to pension schemes, bonus, share-based payments, retirement benefits scheme, allowances and other benefits in kind) of our Directors for the year ending December 31, 2024 is estimated to be no more than RMB4.6 million.

Our Board will review and determine the remuneration and compensation packages of our Directors and senior management and, following the [REDACTED], will receive recommendation from the Remuneration Committee which will take into account salaries paid by comparable companies, time commitment and responsibilities of our Directors and performance of our Group.