

DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the meanings set forth below. Certain other terms are explained in "Glossary."

"AFRC"	the Accounting and Financial Reporting Council of Hong Kong
"Articles" or "Articles of Association"	the amended and restated articles of association of our Company conditionally adopted on [●] and with effect upon [REDACTED], a summary of which is set out in "Appendix III Summary of our Constitution and Cayman Islands Companies Law" in this document
"Audit Committee"	the audit committee of the Board
"Board" or "Board of Directors"	the board of Directors [REDACTED]
"business day"	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
"BVI"	the British Virgin Islands
"CAGR"	compound annual growth rate
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"China" or "PRC"	the People's Republic of China excluding, for the purpose of this document, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
"Companies Act"	the Companies Act (as revised) of the Cayman Islands as amended from time to time
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
"Companies (Winding Up and Miscellaneous Provisions) Ordinance"	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong)

DEFINITIONS

“Company,” “our Company,” “we,” “our” or “us”	Wuhan Youji Holdings Ltd. (武漢有機控股有限公司) (formerly known as Centelligence Holdings Ltd.), an exempted company incorporated under the laws of the Cayman Islands with limited liability on September 23, 2016
“Controlling Shareholder(s)”	has the meaning given to it under the Listing Rules and unless the context otherwise requires, refers to the person(s) named in the “Relationship with our Controlling Shareholders”
“Director(s)”	the director(s) of our Company
“Extreme Conditions”	the occurrence of “extreme conditions” as announced by any government authority of Hong Kong due to serious disruption of public transport services, extensive flooding, major landslides, large-scale power outage or any other adverse conditions before Typhoon Signal No. 8 or above is replaced with Typhoon Signal No. 3 or below
“F&S” or “Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., our industry consultant and an independent third party
“F&S Report” or “Frost & Sullivan Report”	an independent market research report prepared by F&S, which was commissioned by our Company for the purpose of this document

[REDACTED]

“Group,” “our Group,” “we,” “our” or “us”	our Company and its subsidiaries, or where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be)
“Hebei Kangshi”	Hebei Kangshi New Materials Co., Ltd. (河北康石新材料有限公司), a limited liability company established under the laws of the PRC on January 14, 2019 and a material joint venture of our Group

[REDACTED]

DEFINITIONS

“HKFRS” Hong Kong Financial Reporting Standards, issued by the Hong Kong Institute of Certified Public Accountants

“HKSCC” Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited

[REDACTED]

“HKSCC Nominees” HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC

“HKSCC Operational Procedures” the operational procedures of HKSCC, containing the practices, procedures and administrative or other requirements relating to HKSCC’s services and the operation and functions of the Systems, as from time to time in force

“HKSCC Participant” a participant admitted to participate in CCASS as a direct clearing participant, a general clearing participant or a custodian participant

“Hong Kong” the Hong Kong Special Administrative Region of the PRC

“Hong Kong dollars” or “HK\$” Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

DEFINITIONS

“Hubei Kangxin”	Hubei Kangxin Chemical Trading Co., Ltd. (湖北康新化工貿易有限責任公司), a limited liability company established under the laws of the PRC on December 12, 2018 and our wholly-owned subsidiary
“Hubei Tuopu”	Hubei Tuopu Organic and Phosphoric Chemicals Import and Export Co., Ltd. (湖北拓樸有機磷化進出口有限公司), a limited liability company established under the laws of the PRC on May 20, 2002 and a related party of our Group
“Hubei Xinlianhong”	Hubei Xinlianhong New Materials Technology Co., Ltd. (湖北新連宏新材料科技有限公司), a limited liability company established under the laws of the PRC on November 28, 2022 and our wholly-owned subsidiary
“Hubei Xinxuanhong”	Hubei Xinxuanhong New Materials Co., Ltd. (湖北新軒宏新材料有限公司), a limited liability company established under the laws of the PRC on January 5, 2021 and our wholly-owned subsidiary
“independent third party(ies)”	person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is/are not a connected person of our Company

[REDACTED]

DEFINITIONS

“Latest Practicable Date”	February 26, 2024, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication [REDACTED]
“Linuo Group”	Linuo Group Holdings Co., Ltd. (力諾集團股份有限公司), a limited liability company established under the laws of the PRC on September 28, 1994
“Linuo Investment”	Wuhan Linuo Investment Holdings Group Co., Ltd. (武漢力諾投資控股集團有限公司), a limited liability company established under the laws of the PRC on November 29, 2001 [REDACTED]
“Listing Committee”	the Listing Committee of the Stock Exchange [REDACTED]
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with GEM of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company conditionally adopted on [●] and with effect upon [REDACTED], a summary of which is set out in “Appendix III Summary of our Constitution and Cayman Islands Companies Law” in this document
“Mr. Chen”	Mr. Chen Ping (陳平), an executive Director and one of the joint company secretaries of our Company
“Mr. Gao”	Mr. Gao Lei (高雷), a non-executive Director who, together with Vastocean Capital Limited, will constitute our Controlling Shareholders upon [REDACTED]
“Mr. Shen”	Mr. Shen Yingming (申英明), a non-executive Director
“Mr. Zou”	Mr. Zou Xiaohong (鄒曉虹), an executive Director and the chairman of the Board

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“Nomination Committee” the nomination committee of the Board

[REDACTED]

“OTCBB” Over-the-Counter Bulletin Board, an inter-dealer quotation system operated by the Financial Industry Regulatory Authority, which regulates member brokerage firms in the United States

[REDACTED]

“PRC Legal Advisors” Jingtian & Gongcheng

[REDACTED]

“Qianjiang Xinyihong” Qianjiang Xinyihong Organic Chemical Co., Ltd. (潛江新億宏有機化工有限公司), a limited liability company established under the laws of the PRC on December 5, 2006 and our wholly-owned subsidiary

“Regulation S” Regulation S under the U.S. Securities Act

“Remuneration Committee” the remuneration committee of the Board

“Renminbi” or “RMB” Renminbi, the lawful currency of the PRC

“Reorganization” the corporate reorganization undergone by our Group in preparation of the [REDACTED] as described in “History, Reorganization and Corporate Structure – Reorganization”

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“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局)
“SAMR”	the State Administration for Market Regulation (國家市場監督管理總局), formerly known as the State Administration for Industry and Commerce (國家工商管理行政總局)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) in the capital of our Company of a par value of US\$[REDACTED] each
“Shareholder(s)”	holder(s) of our Share(s)

[REDACTED]

“Sole Sponsor”	the sole sponsor as named in “Directors and Parties Involved in the [REDACTED]”
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[REDACTED]

“Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly owned subsidiary of Hong Kong Exchange and Clearing Limited
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“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC
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“Track Record Period”	the years ended December 31, 2021, 2022 and 2023
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[REDACTED]

DEFINITIONS

“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	the United States Securities Act of 1933, and the rules and regulations promulgated thereunder
“Wuhan Linuo”	Wuhan Linuo Investment Co., Ltd. (武漢力諾投資有限公司), a limited liability company established under the laws of the PRC on July 9, 2003 and a wholly-owned subsidiary of Linuo Investment until its deregistration on October 16, 2019
“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 January 12, 1990 and our wholly-owned subsidiary
“Youji HK”	Wuhan Youji (Hong Kong) Co., Limited, a private company limited by shares incorporated under the laws of Hong Kong on June 10, 2016 and our wholly-owned subsidiary
“%”	percent

DEFINITIONS

In this document, the terms “associate(s),” “close associate(s),” “connected person(s),” “connected transaction(s),” “core connected person(s),” “controlling shareholder(s),” “subsidiary(ies)” and “substantial shareholder(s)” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

For ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including certain of our subsidiaries) have been included in this document in both the Chinese and English languages. In the event of inconsistency, the Chinese versions shall prevail. English translations of company names and other terms from the Chinese language are provided for identification purposes only.