Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

# **UJU HOLDING LIMITED**

优矩控股有限公司 (Incorporated in Cayman Islands with limited liability) (Stock Code: 1948)

# INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED JUNE 30, 2023

The board (the "**Board**") of directors (the "**Directors**") of UJU HOLDING LIMITED (the "**Company**") is pleased to announce the unaudited consolidated interim results of the Company and its subsidiaries (together, the "**Group**" or "**we**") for the six months ended June 30, 2023 (the "**Reporting Period**") together with the comparative figures for the six months ended June 30, 2022. The interim results have been reviewed by the audit committee of the Company (the "**Audit Committee**").

	Six mont	ths ended June	30,
	2023	2022	Change
	(RMB in millions, except percentage)		
Revenue	3,609.9	4,229.9	-14.7%
Gross profit	150.5	214.9	-30.0%
Profit before income tax	51.2	151.7	-66.2%
Profit for the period attributable to			
owners of the Company	41.9	119.9	-65.1%

# FINANCIAL RESULTS HIGHLIGHTS

# **BUSINESS REVIEW AND OUTLOOK**

In the first half of 2023, China's domestic economy gradually recovered in an orderly manner as the world emerged from the haze of the pandemic. Due to varying pace of recovery across industries and the uncertainties in the overall business environment, there remains potential for enhancing consumer market sentiment. This has resulted in enterprises adopting a cautious approach towards business development and marketing promotions, as they await the restoration of market confidence. In the face of ambiguous external environment and intensified competition in the industry, the Group, as an industry leader, has been actively optimizing its internal management, adjusting its customer base, consolidating its business network and exploring advanced technologies to enhance operational efficiency since the second half of 2022, in order to prepare for the opportunities brought about by economic recovery. Compared to the whole year average of 2022, the Group's profitability has shown notable improvements.

In the first half of 2023, the total gross billings for the Group's advertising business amounted to approximately RMB4.50 billion, representing a decrease of 30.7% compared to approximately RMB6.49 billion for the same period of 2022. In the first half of 2023, the Group achieved a total revenue of approximately RMB3.61 billion, representing a decrease of 14.7% compared to approximately RMB4.23 billion for the same period of 2022. In the first half of 2022. In the first half of 2023, the net profit was approximately RMB41.9 million, representing a decrease of 65.1% compared to approximately RMB119.9 million for the same period of 2022.

Benefiting from the recent rapid growth of the internet advertising industry, coupled with the accelerated development of the live-streaming e-commerce sector due to the pandemic, there is an immense market potential. The Group has seized the opportunity and successfully entered the live-streaming e-commerce sector. While we continue to deepen our focus on our main advertising business, we have expanded into live-streaming e-commerce as our second growth curve, transitioning from internet media marketing to a fully integrated self-operated e-commerce model. Furthermore, the rapid development and wider application of generative artificial intelligence technology ("**AIGC**") has ushered in significant changes to internet media and created more possibilities for the internet marketing industry by reshaping competitive barriers within the industry. We will combine internet advertising and live-streaming e-commerce application scenarios, embracing technological and industrial changes from multiple dimensions of talent acquisition, data utilization, technology adoption, and cooperation opportunities. Through these efforts, we aim to continuously strengthen the Group's leading position in the internet marketing industry.

## Short video marketing services

The Group collaborates with multimedia partners to provide advertiser customers with comprehensive cross-media online marketing solutions. We utilize AI and big data technologies in the planning and production of short video advertisements, employing recommendation algorithms to precisely target the audience and maximize the marketing effects. This facilitates the acquisition, conversion, and retention of consumers across diverse media platforms.

As the cornerstone of the Group's business, we consistently focus on macroeconomic conditions, industry trends and technological advancements, while continuously contemplating and evaluating our value proposition. We are committed to enhancing our profitability by being more cautious in cooperating with high-risk customers and optimizing our operational efficiencies at the same time to achieve growth in our gross profit margin.

As of June 30, 2023, the Group has partnered with 19 media entities and holds a prominent position in numerous media marketing operations. In the first half of 2023, the retention rate of the Group's advertiser customers with gross billing of over approximately RMB50 million was 100% as compared to the customer base in the second half of 2022.

## Live-streaming e-commerce services

After more than a year of exploration, we have achieved a qualitative leap from 0 to 1 in the field of live-streaming e-commerce. Riding on the vast growth potential of live-streaming e-commerce business, the Group will continue to increase its competitiveness in this area. The live-streaming e-commerce business will become the second curve of the Group's development.

Reviewing the development of live-streaming e-commerce in recent years, it has reached a mature stage of development, with giant platforms such as Taobao, Douyin, and Kuaishou gradually entering into a state of healthy competition from differentiation to integration transformation. The form of live-streaming e-commerce has evolved from an outlier to a normalized brand marketing strategy. We are dedicated to constructing and enhancing our supply chain integration capabilities. Furthermore, the diverse innovation in AIGC technology will provide boundless opportunities and imaginative space for the live-streaming e-commerce industry. By utilizing the intelligent technology of media insights into users' habits or behaviors, we can effectively create compelling narratives for both branded and self-owned products, so as to grasp consumers' preferences and market trends and to stand out amidst industry competition. In respect of the live-streaming e-commerce business model, the Group focuses on providing operational solutions in the e-commerce and local lifestyle sectors, and is gradually building towards the development of a self-operated model encompassing the entire chain and fully integrated operations represented by the National Pavilion business. At the same time, we continue to comprehensively expand our operational capabilities and strengthen our full-chain self-operated capabilities for serving consumers, from supply chain construction, product packaging, consumer group positioning, to the operation of online malls, hosts, and influencers, in conjunction with data analysis, order fulfilment, warehousing logistics and customer service. In the medium to long term, operational solutions in the e-commerce and local lifestyle sectors, as well as the full-chain self-operated model, will become the two strong pillars of the Group's live-streaming e-commerce business. We aim to establish our own brands, achieve marginal effects through continuous optimization of brand strength, continuously enhance market influence, and drive our business growth model.

For the six months ended June 30, 2023, the Group has provided integrated live-streaming operation services to 21 brand customers, mainly in mass consumption and local life categories. The achieved gross merchandise volume (GMV) of goods is approximately RMB231.9 million (for the six months ended June 30, 2022: approximately RMB139.3 million), of which the revenue realized from the self-operated e-commerce business is RMB10.9 million.

# Through digital tools, creating a digital "soul"

Successive revolutions in internet marketing and technology have led the industry towards a more precise, personalized and immersive trend. The Group has noticed that AIGC is gradually integrating with marketing, indicating that AIGC will not only be a tool for enhancing efficiency, but will also be transformed into a role of value creator. The essence of this transformation is to rely on the scale advantage and a favourable user and partner ecosystem, highlighting the natural advantages of large platform companies. Through continuous innovation and optimization of vertical products of media platform advertising, advertisers can further shape and enhance brand value through narrative style transformations. Service providers, on the other hand, relying on their real-world advantages, can solidify their position in this technological transformation of "technology first, scenario at the core" through comprehensive application and data accumulation of multimedia, multi-field, and multi-modalities.

In the face of industry transformation, we need to consider multiple aspects including talent, data, technology, and collaboration. On one hand, we are actively exploring the application of AIGC tools, maintaining a pragmatic and professional attitude and a sense of responsibility throughout the process. On the other hand, we fully utilize university resources and rely on established academia-industry cooperation model to meet our needs for talent and data accumulation. Technologically, we are committed to operating our self-developed quality engine platform, by utilizing AI, big data and algorithmic technologies for intelligent online marketing solutions while technological transformations have further enhanced the platform's capabilities. Based on the original data management covering creativity, production and placement, we have been able to elevate the expressiveness, exposure and conversion efficiency of the content. Currently, we are also actively cooperating with media and external technology resources to make more efficient use of AIGC to upgrade and optimize our production and investment process. In the internet marketing industry where content is king, we will create a digital "soul" through digital tools and become a pioneer in the industry transformation.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Revenue

The following table sets forth our revenue by revenue streams for the periods indicated:

	Six months ended June 30,			
	20	23	2022	
	(RMB'000)	% of the total	(RMB'000)	% of the total
Online marketing solutions				
business (Note)	3,577,957	<b>99.1</b>	4,208,698	99.5
Live streaming				
e-commerce business	28,765	0.8	14,072	0.3
Others	3,201	0.1	7,154	0.2
Total	3,609,923	100	4,229,924	100

*Note:* Including revenue from provision of advertisement distribution services of approximately RMB18.3 million for the six months ended June 30, 2023 (six months ended June 30, 2022: approximately RMB59.3 million).

We normally enter into annual framework agreements with our advertiser customers and charge them for our online marketing solutions based primarily on a mix of CPC (i.e. cost per click) and CPT (i.e. cost per time). Our revenue from online marketing solutions business decreased by 15.0% from approximately RMB4,208.7 million for the six months ended June 30, 2022 to approximately RMB3,578.0 million for the six months ended June 30, 2023. The decrease in revenue is mainly due to the initiative we have taken in controlling customer credit risks and refining our customer base. For the six months ended June 30, 2023, the revenue generated from our online marketing solutions business accounted for 99.1% of our total revenue.

Our revenue from the live streaming e-commerce businesses increased rapidly from approximately RMB14.1 million for the six months ended June 30, 2022 to approximately RMB28.8 million for the six months ended June 30, 2023. The live streaming e-commerce business is rapidly growing and is set to become the second growth curve of the Group's development.

## Revenue from online marketing solutions business by type of advertising customers

Our advertiser customers mainly include direct advertisers and, to a lesser extent, advertising agencies on behalf of their advertisers. The table below sets forth a breakdown of revenue generated from our online marketing solutions business by type of advertiser customers for the periods indicated:

	Six months ended June 30,			
	202	2023		22
	(RMB'000)	% of the total	(RMB'000)	% of the total
Advertisers	3,560,369	99.5	4,149,978	98.6
Advertising agencies	17,588	0.5	58,720	1.4
Total	3,577,957	100	4,208,698	100

# Revenue from online marketing solutions business by industry

The advertiser customers we serve operate in a wide array of industries, which primarily include e-commerce, gaming, internet services, financial services, leisure & travelling, education and real estate & home furnishing. The table below sets forth a breakdown of revenue generated from our online marketing solutions business by industry of our direct advertisers for the periods indicated:

	Six months ended June 30,			
	2023		202	22
	(RMB'000)	% of the total	(RMB'000)	% of the total
E-commerce	1,658,398	46.6	1,753,162	42.2
Gaming	502,402	14.1	1,036,941	25.0
Internet services	834,347	23.4	849,240	20.5
Financial services	476,439	13.4	287,830	6.9
Leisure & Travelling	21,550	0.6	135,634	3.3
Education	16,769	0.5	40,093	1.0
Real Estate & Home				
Furnishing	10,750	0.3	14,872	0.4
Others (note)	39,714	1.1	32,206	0.7
	3,560,369	100	4,149,978	100

Notes: Others mainly include auto industry and other industries.

During the six months ended June 30, 2023, we made strategic adjustments to our customer portfolio to better adapt to market shifts. While the proportions of customers from the e-commerce and Internet service industries remained relatively stable, there was a decline in the gaming industry's customer base, contrasted by an increase in the financial services industry.

During the six months ended June 30, 2023, the e-commerce industry remained our largest advertiser customer group, generating approximately RMB1,658.4 million in revenue, compared to approximately RMB1,753.2 million for the corresponding period in 2022.

# **Cost of services**

	Six months ended June 30,	
	2023	
	(RMB'000)	(RMB'000)
Traffic acquisition and monitoring costs	3,398,034	3,939,908
Employee benefit expenses	34,374	56,842
Outsourcing short video production, advertising and		
streamer costs	7,732	7,308
Costs of goods sold	5,910	
Depreciation and amortization expenses	4,215	5,598
Taxes and surcharges	6,156	3,332
Others	3,051	2,058
Total	3,459,472	4,015,046

Our cost of services primarily consists of traffic acquisition and monitoring costs and employee benefit expenses. During the first half of 2023, traffic acquisition and monitoring costs constituted the largest portion of our cost of services, and employee benefit expenses constituted the second largest portion of our cost of services. For the six months ended June 30, 2023 and 2022, our traffic acquisition and monitoring costs amounted to approximately RMB3,398.0 million and RMB3,939.9 million, respectively, representing approximately 98.2% and 98.1%, respectively, of our total cost of services for the respective periods. For the six months ended June 30, 2023 and 2022, our employee benefit expenses amounted to approximately 1.0% and 1.4%, respectively, of our total cost of services for the respective periods. Such decrease in our employee benefit expenses was attributable to the efficiency improvement as empowered by our U-engine platform.

# Gross profit and gross profit margin

Our gross profit consists of our revenue less cost of sales. The Group recorded gross profit of approximately RMB150.5 million for the six months ended June 30, 2023, representing an decrease of 30.0% as compared to the gross profit of approximately RMB214.9 million for the six months ended June 30, 2022.

Gross profit margin represents gross profit divided by total revenue, expressed as a percentage. Gross profit margin decreased from 5.1% for the six months ended June 30, 2022 to 4.2% for the six months ended June 30, 2023, as the proportion of revenue decrease was slightly higher than the proportion of the decrease in our cost of services.

# Selling expenses

Our selling and distribution expenses primarily consist of (i) employee benefit expenses; and (ii) travelling expenses for the transportation and accommodation of business travel.

Our selling expenses decreased slightly from approximately RMB11.7 million for the six months ended June 30, 2022 to approximately RMB10.5 million for the six months ended June 30, 2023, which was mainly attributable to the decrease in employee benefit expenses.

# General and administrative expenses

Our administrative expenses primarily consist of (i) employee benefit expenses; (ii) professional fees; (iii) depreciation and amortization expenses; and (iv) office expenses.

Our administrative expenses remained stable, changing from approximately RMB34.9 million for the six months ended June 30, 2022 to approximately RMB35.0 million for the six months ended June 30, 2023.

## **Research and development expenses**

Our research and development expenses primarily comprise the employee benefit expenses as incurred for our research and development staff.

Our research and development expenses decreased significantly by 60.7% from approximately RMB11.6 million for the six months ended June 30, 2022 to approximately RMB4.5 million for the six months ended June 30, 2023, which was mainly attributable to the decrease in number of employees dedicated to developing the SaaS technologies.

# Net impairment losses on financial assets

Our net impairment losses on financial assets comprise the provision for impairment losses on accounts receivables, financial assets at fair value through other comprehensive income and other receivables, net of any reversal. We recognized net impairment losses on financial assets of approximately RMB32.3 million for the six months ended June 30, 2023, increased by approximately RMB27.7 million from approximately RMB4.6 million for the six months ended June 30, 2022. The amount as recognised for the six months ended June 30, 2022 was net of a reversal of provision of approximately RMB25.5 million (see note 7 on page 22 for more details) and by taking out the impact of this non-recurring reversal, the slight increase in the provision of loss allowance is mainly due to relatively more aged balances due from several of our customers.

# Other income

Our other income decreased by approximately 91.6%, from approximately RMB11.1 million for the six months ended June 30, 2022 to approximately RMB0.9 million for the six months ended June 30, 2023, which was mainly attributable to the decrease in government grants and the income as arised from the value-added tax additional deduction.

## Finance costs, net

Our finance costs, net increased from approximately RMB7.0 million for the six months ended June 30, 2022 to approximately RMB9.6 million for the six months ended June 30, 2023. The increase in finance costs was mainly due to the increase in interest expenses on borrowings by approximately RMB3.3 million when comparing with the first half of 2022.

## **Income tax expenses**

Our income tax expenses decreased from approximately RMB31.7 million for the six months ended June 30, 2022 to approximately RMB9.3 million for the six months ended June 30, 2023, which was mainly due to the decrease in the profit before income tax. Our effective income tax rate decreased from 20.9% for the six months ended June 30, 2022 to 18.2% for the six months ended June 30, 2023, which was mainly attributable to the increased proportion of profit contribution from Hainan Uju Technology Co., Ltd. (海南優 矩科技有限公司), a subsidiary of the Group, which enjoyed a preferential income tax rate of 15.0% and hence this lowered the average effective income tax rate for the six months ended June 30, 2023.

# Profit for the period attributable to owners of the Company

As a result of the above, our profit for the period attributable to owners of the Company decreased by approximately 65.1% from approximately RMB119.9 million for the six months ended June 30, 2022 to approximately RMB41.9 million for the six months ended June 30, 2023.

Our net profit margin is 1.2% for the six months ended June 30, 2023 (six months ended June 30, 2022: 2.8%).

# Liquidity and financial resources

Our business operations and expansion plans require a significant amount of capital for acquiring user traffic from online media, enhancing our content production capabilities, improving our big data analytics capabilities and operation capacity, upgrading our U-engine platform as well as other working capital requirements.

During the six months ended June 30, 2023, we financed our capital expenditure and working capital requirements mainly through the net cash inflows from our operating activities, the draw down of bank and other borrowings and IPO proceeds.

As of June 30, 2023, we had bank borrowings of approximately RMB313.3 million (As of December 31, 2022: approximately RMB340.1 million).

On June 29, 2023, Uju Beijing (as borrower) entered into a facility agreement (the "Facility Agreement") with Bank of Beijing (Zhongguancun Regional Branch) (北京銀行股份 有限公司中關村分行) (as lender). Pursuant to the Facility Agreement, Bank of Beijing (Zhongguancun Regional Branch) agreed to grant a revolving line of credit up to a maximum of RMB40,000,000 to Uju Beijing for 18 months, which was available for withdrawal until June 28, 2024. Pursuant to the requirements of Bank of Beijing (Zhongguancun Regional Branch), Beijing Zhongguancun Sci-tech Financing Guaranty Co., Ltd. (北京中關村科技 融資擔保有限公司) ("Beijing Zhongguancun") shall provide a credit guarantee in favour of Bank of Beijing (Zhongguancun Regional Branch) to secure the repayment obligation of Uju Beijing under the Facility Agreement. On June 30, 2023, the Company entered into a counter guarantee agreement with Beijing Zhongguancun to provide a counter guarantee of joint and several liability in favour of Beijing Zhongguancun in respect of its guarantee obligations under the Facility Agreement (the "Counter Guarantee"). The Counter Guarantee will remain in force and effect until the expiration of three years after Beijing Zhongguancun discharges the repayment obligation on behalf of Uju Beijing. As of June 30, 2023, the Company has drawn down borrowings of RMB10,000,000 guaranteed by Beijing Zhongguancun.

The range of effective interest rates on the Group's borrowings was 3.60%–5.90% per annum for the six months ended June 30, 2023 (six months ended June 30, 2022: 4.00%– 5.85% per annum). The Group's gearing ratio as of June 30, 2023, calculated based on total borrowings (including bank and other borrowings and lease liabilities) divided by total equity, was 0.2 (December 31, 2022: 0.3) time.

Our cash and cash equivalents increased from approximately RMB288.7 million as of December 31, 2022, to approximately RMB661.7 million as of June 30, 2023 mainly attributable to the net cash inflows for our daily operating activities.

The table below sets out our liquidity as of June 30, 2023 and December 31, 2022, respectively:

	As of June 30, 2023 <i>RMB in</i> <i>millions</i> (Unaudited)	As of December 31, 2022 <i>RMB in</i> <i>millions</i> (Audited)
Cash, bank balances and cash equivalents Denominated in RMB Denominated in USD Denominated in HKD	608.4 38.7 14.6	206.0 74.8 7.9
Key Financial Ratios	661.7	288.7
	Six months en 2023 (%)	nded June 30, 2022 (%)
<b>Profitability ratios</b> Gross profit margin <sup>(1)</sup> Net profit margin <sup>(2)</sup>	4.2 1.2 As of	5.1 2.8 As of
	June 30, 2023 (%)	December 31, 2022 (%)
Return on equity <sup>(3)</sup> Return on assets <sup>(4)</sup> <b>Liquidity ratios</b>	6.2 2.4	8.6 2.8
Current ratio <sup>(5)</sup> Capital adequacy ratio	1.6	1.5
Gearing ratio <sup>(6)</sup> Net debt-to-equity ratio <sup>(7)</sup>	0.2 NA	0.3 0.03

#### Notes:

- (1) Gross profit margin is calculated based on gross profit for the period divided by revenue for the respective period and multiplied by 100%.
- (2) Net profit margin is calculated based on net profit for the period divided by revenue for the respective period and multiplied by 100%.
- (3) Return on equity is calculated based on profit for the period or annualized period (if reporting period is less than 12 months) divided by the closing balances of total equity and multiplied by 100%.
- (4) Return on assets is calculated based on profit for the period or annualized period (if reporting period is less than 12 months) divided by the closing balances of total assets and multiplied by 100%.
- (5) Current ratio is calculated based on total current assets as of period-end/year-end divided by total current liabilities as of period-end/year-end.
- (6) Gearing ratio is calculated based on total borrowings as of period-end/year-end (including bank and other borrowings and lease liabilities) divided by total equity as of period-end/year-end.
- (7) Net debt-to-equity ratio is calculated based on total borrowings (including bank and other borrowings and lease liabilities) less cash and cash equivalents and restricted cash as of period-end/year-end divided by total equity as of period-end/year-end. The Group was in a net cash position as of June 30, 2023 and hence, the net debt-to-equity ratio is not applicable.

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		Six months end	ded June 30,
		2023	2022
	Notes	RMB'000	RMB'000
		(Unaudited)	(Unaudited)
Revenue	5	3,609,923	4,229,924
Cost of services	6	(3,459,472)	(4,015,046)
Gross profit		150,451	214,878
Selling expenses	6	(10,543)	(11,689)
General and administrative expenses	6	(34,995)	(34,907)
Research and development expenses	6	(4,548)	(11,583)
Net impairment losses on financial assets	7	(32,293)	(4,561)
Other income	8	929	11,105
Other losses, net		(8,227)	(4,596)
Operating profit		60,774	158,647
Finance income	[	3,901	3,417
Finance costs		(13,468)	(10,401)
Finance costs, net		(9,567)	(6,984)
Profit before income tax		51,207	151,663
Income tax expenses	9	(9,338)	(31,715)
Profit for the period attributable to owners of the Company		41,869	119,948

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

	Six months ended Jun		ded June 30,
		2023	2022
	Notes	RMB'000	RMB'000
		(Unaudited)	(Unaudited)
<b>Other comprehensive income/(loss)</b> <i>Items that may be subsequently reclassified to</i> <i>profit or loss</i>			
Exchange differences on translation of foreign operations		(17,212)	(15,395)
<i>Items that will not be reclassified to profit or loss</i> Exchange differences on translation of the			
financial statements of the Company		26,914	29,410
		9,702	14,015
Total comprehensive income for the period attributable to owners of the Company, net of tax		51,571	133,963
Earnings per share for profit attributable to owners of the Company (expressed in RMB per share)			
Basic earnings per share	11	0.07	0.20
Diluted earnings per share	11	0.07	0.20

# INTERIM CONDENSED CONSOLIDATED BALANCE SHEET

	Notes	As of June 30, 2023 <i>RMB'000</i> (Unaudited)	As of December 31, 2022 <i>RMB'000</i> (Audited)
ASSETS			
Non-current assets			
Property, plant and equipment		17,560	20,178
Right-of-use assets		13,924	19,471
Deferred income tax assets		41,498	32,752
Deposits and other assets		2,474	1,584
Total non-current assets		75,456	73,985
Current assets			
Inventories		7,753	10,435
Accounts receivables	12	2,271,383	2,704,930
Prepayments, deposits and other assets		496,556	869,462
Financial assets at fair value through other			
comprehensive income		670	6,420
Restricted cash		10,000	35,059
Cash and cash equivalents		661,698	288,660
Total current assets		3,448,060	3,914,966
Total assets		3,523,516	3,988,951

# INTERIM CONDENSED CONSOLIDATED BALANCE SHEET (CONTINUED)

	Notes	As of June 30, 2023 <i>RMB'000</i> (Unaudited)	As of December 31, 2022 <i>RMB'000</i> (Audited)
LIABILITIES Non-current liabilities			
Lease liabilities		7,294	11,156
Total non-current liabilities		7,294	11,156
Current liabilities			
Accounts payables	13	1,478,024	1,679,626
Other payables and accruals	10	221,378	488,723
Borrowings		313,295	340,113
Lease liabilities		6,789	8,752
Contract liabilities		137,135	108,724
Current income tax liabilities		14,664	28,065
Total current liabilities		2,171,285	2,654,003
Total liabilities		2,178,579	2,665,159
EQUITY Equity attributable to owners of the Company			
Share capital		38,380	38,380
Share premium		703,820	714,884
Treasury shares	14	(19,362)	
Other reserves		67,619	57,003
Retained earnings		554,480	513,525
Total equity		1,344,937	1,323,792
Total liabilities and equity		3,523,516	3,988,951

#### **NOTES:**

#### **1 GENERAL INFORMATION**

UJU HOLDING LIMITED (the "**Company**") was incorporated in the Cayman Islands on September 21, 2020 as an exempted company with limited liability under the Companies Act (as revised) of the Cayman Islands. The address of the Company's registered office is P. O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205 Cayman Islands.

The Company has completed its listing on the Main Board of The Stock Exchange of Hong Kong Limited ("**HKEx**") on November 8, 2021.

The Company is an investment holding company. The Company and its subsidiaries (together referred as the "**Group**") are principally engaged in provision of one-stop cross-media online marketing solutions through media partners to market the products and services of the Group's advertiser customers, provision of advertisement distribution services, live streaming e-commerce services including provision of live streaming e-commerce services and sales of goods.

The interim condensed consolidated financial information is presented in Renminbi ("**RMB**") and all amounts are rounded to the nearest thousand of Renminbi (RMB'000), unless otherwise stated.

#### **2** BASIS OF PREPARATION

The interim condensed consolidated financial information for the six months ended June 30, 2023 (the "**interim financial information**") has been prepared in accordance with International Accounting Standard 34 ("**IAS**"), "Interim Financial Reporting".

The interim financial information does not include all the notes of the type normally included in annual financial statements. Accordingly, this interim financial information is to be read in conjunction with the annual consolidated financial statements of the Company for the year ended December 31, 2022 (which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**")) as set out in the Company's annual report dated March 30, 2023 and any public announcements made by the Company during the six month ended June 30, 2023 (the "**Interim Reporting Period**").

The accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, except for the adoption of the new or amended standards as set out below.

#### 2.1 New or amended standards adopted by the Group

The Group has applied the following new or amended standards which are effective for financial period on or after January 1, 2023 in the interim financial information:

IFRS 17	Insurance Contracts
Amendments to IAS 1 and IFRS	Disclosure of Accounting Policies
Practice Statement 2	
Amendments to IAS 8	Definition of Accounting Estimates
Amendments to IAS 12	Deferred Tax related to Assets and Liabilities from a Single Transaction
Amendments to IAS 12	International Tax Reform — Pillar Two Model Rules

The adoption of these new or amended standards did not result in any material impact on the accounting policies of the Group and the presentation of this interim financial information.

#### 2.2 New or amended standards issued but not yet adopted

The following new or amended standards have been issued but not mandatory for reporting periods commencing on January 1, 2023 and have not been early adopted by the Group:

	New or amended standards	Effective for annual periods beginning on or after
Amendments to IAS 1	Classification of Liabilities as Current or Non-current	January 1, 2024
Amendments to IAS 1	Non-current Liabilities with Covenants	January 1, 2024
Amendments to IFRS 16	Lease Liability in Sale and Leaseback	January 1, 2024
Amendments to IAS 7 and IFRS 7	Supplier Finance Arrangement	January 1, 2024
Amendments to IAS 21	Lack of Exchangeability	January 1, 2025
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined

The Group has already assessed the impact of these new or amended standards. According to the assessment made by the directors of the Company, no significant impact on the financial performance and position of the Group is expected when the aforesaid new or amended standards become effective.

#### **3** ESTIMATES AND JUDGEMENTS

The preparation of interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. The resulting accounting estimates will, by definition, seldom equal the related actual results.

In preparing the interim financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that were applied to the consolidated financial statements of the Company for the year ended December 31, 2022.

#### **4 SEGMENT INFORMATION**

The Group is principally engaged in the provision of all-in-one online marketing solutions services (including traffic acquisition from top media platforms, content production, big data analysis and advertising campaign optimisation), advertisement distribution services (which are primarily providing traffic acquisition service only) to customers and also live streaming e-commerce marketing services in the PRC. For the purpose of resources allocation and performance assessment, the chief operating decision-maker ("**CODM**") focuses on the operating results of the Group as a whole. As a result, the CODM considers that the Group's business is operated and managed as a single reportable segment and accordingly no segment information is presented.

#### 5 REVENUE FROM CONTRACTS WITH CUSTOMERS

An analysis of the Group's revenue from contracts with customers by category for the six months ended June 30, 2023 and 2022 was as follows:

	Six months ended June 30,	
	<b>2023</b> 2022	
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
All-in-one online marketing solution services	3,559,688	4,149,415
Advertisement distribution services	18,269	59,283
Live streaming e-commerce businesses (note)	28,765	14,072
Provision of other services	3,201	7,154
Total	3,609,923	4,229,924

#### Note:

For the six months ended June 30, 2023 and 2022, live streaming e-commerce businesses mainly include provision of live streaming e-commerce services and sales of goods.

An analysis of the Group's revenue from contracts with customers by the timing of revenue recognition for the six months ended June 30, 2023 and 2022 is as follows:

	Six months ended June 30,		
	2023		
	RMB'000	RMB'000	
	(Unaudited)	(Unaudited)	
Revenue recognised:			
— at a point in time	3,038,088	3,524,436	
— over time	571,835	705,488	
Total	3,609,923	4,229,924	

For the six months ended June 30, 2023, the Group has concentration of credit risk from two major customers, Customer A and Customer B, as they contributed approximately 43% (2022: 39%) and 14% (2022: 2%) of the Group's total revenue for that period, respectively.

As at June 30, 2023, the accounts receivable balance due from the abovementioned major Customer A and Customer B amounted to approximately RMB1,181,931,000 (As at December 31, 2022: RMB1,484,122,000) and RMB410,589,000 (As at December 31, 2022: RMB477,329,000), representing approximately 49% (As at December 31, 2022: 53%) and 17% (As at December 31, 2022: 17%) of the Group's gross total accounts receivables, respectively.

Except for the abovementioned major Customer A and Customer B, no other individual customer has contributed more than 10% of the Group's total revenue during the six months ended June 30, 2023 and 2022.

#### 6 EXPENSES BY NATURE

The details of cost of services, selling expenses, general and administrative expenses and research and development expenses are as follows:

	Six months ended June 30,	
	2023	2022
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Traffic acquisition and monitoring costs	3,398,034	3,939,908
Outsourcing short video production costs, advertising and		
streamer costs	8,477	7,308
Costs of goods sold	5,910	
Employee benefit expenses	70,055	100,471
Depreciation expenses	6,781	8,646
Professional and consulting service fees	6,224	5,046
Taxes and surcharges	6,156	3,332
Office expenses	2,169	1,987
Travelling expenses	2,994	1,249
Others	2,758	5,278
Total	3,509,558	4,073,225

#### 7 NET IMPAIRMENT LOSSES ON FINANCIAL ASSETS

	Six months ended June 30,		
	<b>2023</b> 202		
	RMB'000	RMB'000	
	(Unaudited)	(Unaudited)	
Provision for/(reversal of) impairment losses — accounts receivables	32,023	28,549	
— other receivables	270	1,484	
— financial assets at fair value through other comprehensive	270	1,404	
income <sup>(note)</sup>		(25,472)	
Total	32,293	4,561	

Note:

In May 2022, the Group had reached a settlement-in-kind arrangement with a former major customer for settling all the outstanding balances that it owed to the Group. Under the arrangement, the Group had been granted with a stored-value user account (with purchase limit of approximately RMB37,891,000) at free and the Group can utilise the purchase limit to purchase merchandises from the on-line retail platform of the former major customer for the Group's subsequent resale purpose. Upon the abovementioned stored-value user account was granted to the Group, a reversal of the loss allowance as previously recognised on the credit-impaired receivables due from the former major customers of RMB25,472,000 have been recognised during the six months ended June 30, 2022.

#### 8 OTHER INCOME

	Six months ended June 30,	
	2023	
	<i>RMB'000</i>	RMB'000
	(Unaudited)	(Unaudited)
Government grants	166	7,451
Value-added tax additional deduction	527	3,461
Others	236	193
Total	929	11,105

#### 9 INCOME TAX EXPENSES

Income tax expense during the periods comprise of:

	Six months ended June 30,	
	2023	
	<i>RMB'000</i>	RMB'000
	(Unaudited)	(Unaudited)
Current income tax expense	18,084	34,265
Deferred income tax credit	(8,746)	(2,550)
Income tax expenses	9,338	31,715

#### (a) Cayman Islands Income Tax

The Company was incorporated as an exempted company with limited liability under the Companies Act (as revised) of the Cayman Islands and is not subject to Cayman Islands income tax.

#### (b) Hong Kong Profits Tax

Hong Kong profits tax rate is 16.5% up to April 1, 2018. When the two-tiered profits tax regime took effect on April 1, 2018, the applicable Hong Kong profits tax rate is 8.25% for assessable profits on the first HK\$2 million and 16.5% for any assessable profits in excess of HK\$2 million. No Hong Kong profits tax has been provided as there were no taxable profits deriving from Hong Kong during the six months ended June 30, 2023 and 2022.

#### (c) **PRC Corporate Income Tax**

Corporate income tax ("CIT") in the PRC is calculated based on the statutory profit or loss of subsidiaries incorporated in the PRC in accordance with the PRC tax laws and regulations, after adjusting certain income and expense items, which are not assessable or deductible for income tax purposes. According to the PRC Corporate Income Tax Law promulgated by the PRC government, the tax rate for the Company's PRC subsidiaries is 25% except that, Beijing Juliang Tongchuang Technology Co., Ltd. ("Beijing Juliang"), Qingdao Uju Technology Co., Ltd. ("Qingdao Uju"), Chongqing Juqing Technology Co., Ltd. ("Chongqing Juqing"), Hangzhou Qingchun Uju Technology Co., Ltd. ("Hainan Yingliang"), Guangzhou Juliang Technology Co., Ltd. ("Guangzhou Juliang") and Beijing Yiju Technology Co., Ltd. ("Beijing Yiju") enjoy the CIT tax rate of 20% as small and low-profit enterprises and Hainan Uju Technology Co., Ltd. ("Hainan Uju")enjoys the preferential CIT tax rate of 15%.

	Six months ended June 30,	
	<b>2023</b> 2	
	<b>RMB'000</b> RMB'00	
	(Unaudited)	(Unaudited)
Dividends declared by the Company (note)	11,064	50,184

Note:

On March 30, 2023, the Board of Directors of the Company resolved to propose a final dividend of HKD2 cents per ordinary share, totaling approximately HKD12,000,000 (equivalent to approximately RMB11,064,000), for the year ended December 31, 2022. The proposed final dividend has been approved by the shareholders of the Company at the annual general meeting held on May 31, 2023 and was fully paid as of June 30, 2023.

#### 11 EARNINGS PER SHARE

#### (a) Basic

The basic earnings per share is calculated by dividing the profit for the period attributable to owners of the Company by the weighted average number of ordinary shares in issue (excluding any ordinary shares as repurchased by the Company and held under the Company's share award scheme) during the six months ended June 30, 2023 and 2022.

	Six months ended June 30,	
	<b>2023</b> 2022	
	(Unaudited)	(Unaudited)
Profit for the period attributable to owners of the		
Company (RMB'000)	41,869	119,948
Weighted average number of ordinary shares in issue less		
shares held under the share award scheme during the		
period (thousand shares)	598,869	600,000
Basic earnings per share (expressed in RMB)	0.07	0.20

#### (b) Diluted

Diluted earnings per share as presented is the same as the basic earnings per share as there were no potentially dilutive ordinary shares in issue during the six months ended June 30, 2023 and 2022.

#### 12 ACCOUNTS RECEIVABLES

	As at	As at
	June 30,	December 31,
	2023	2022
	RMB'000	RMB'000
	(Unaudited)	(Audited)
Accounts receivables	2,394,018	2,795,542
Less: credit loss allowance	(122,635)	(90,612)
Accounts receivables — net	2,271,383	2,704,930

Accounts receivables are all dominated in RMB and due to the short-term nature of these current receivables, their carrying amounts are considered to approximate their fair values. An aging analysis of the gross accounts receivables as at June 30, 2023 and December 31, 2022, based on invoice date, is as follows:

	As at June 30, 2023	As at December 31, 2022
	2025 RMB'000	2022 RMB'000
	(Unaudited)	(Audited)
Within 90 days	1,961,609	2,228,757
91 days–180 days	208,353	390,365
181 days–270 days	84,868	96,054
271 days–1 year	69,340	21,282
Over 1 year	69,848	59,084
	2,394,018	2,795,542

#### 13 ACCOUNTS PAYABLES

Aging analysis of the accounts payables as at June 30, 2023 and December 31, 2022, based on the date of recognition, are as follows:

	As at	As at
	June 30,	December 31,
	2023	2022
	<i>RMB'000</i>	RMB'000
	(Unaudited)	(Audited)
Less than 6 months	1,426,111	1,670,095
6 months to 1 year	44,172	1,097
Over 1 year	7,741	8,434
	1,478,024	1,679,626

Accounts payables are all denominated in RMB and the carrying amounts of which are considered to approximate their fair values due to their short-term in nature.

#### 14 TREASURY SHARES

The Company adopted a share award scheme ("**Share Award Scheme**") on May 22, 2023 with duration of 10 years for the granting of shares to eligible participants who shall receive offers of shares as designated by the committee delegated by the Board of Directors (the "**Selected Participants**").

The Company has set up a trust (the "**Trust**") and appointed a third party as the trustee to administer and hold the Company's shares before they are vested and transferred to the Selected Participants. The Trust purchases the Company's shares being awarded from the open market at the market trading price using cash contributed by the Company.

In June 2023, the Trust purchased 6,784,000 shares of the Company through the Hong Kong Stock Exchange at a total consideration of HKD20,939,040 (equivalent approximately to RMB19,362,000) for the Share Award Scheme. The carrying amounts of these repurchased shares are presented as "Treasury shares" in the interim condensed consolidated balance sheet.

As of June 30, 2023, none of these shares have been granted out to the Selected Participants under the Share Award Scheme.

# **TREASURY POLICIES**

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the period under review. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that sufficient financial resources are available in order to meet its funding requirements and commitment timely.

## Foreign exchange exposure

Foreign exchange risk refers to the risk of loss caused by the changes in foreign exchange rates. The operations of the Group are mainly located in the PRC with most transactions denominated and settled in Renminbi.

During the six months ended June 30, 2023, no financial instrument was used for hedging purposes, and we did not commit to any financial instruments to hedge our exposure to foreign exchange risk, as the expected foreign exchange risk is not significant. The Directors and senior management of the Company will continue to closely monitor the foreign exchange exposure and take measures when necessary to ensure that the foreign exchange risk is within the controllable level.

# **Capital structure**

The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 8 November 2021. There has been no change in the capital structure of the Company since that date.

## **Contingent liabilities**

The Group did not have any material contingent liabilities as of June 30, 2023 and December 31, 2022.

## Charge on the Group's assets

As of June 30, 2023, restricted cash balance of approximately RMB10.0 million (As of December 31, 2022: approximately RMB10.0 million) were pledged as guarantee for borrowings from banks. As of June 30, 2023, certain electronic equipment, furniture and fixtures with net book value of RMB1.9 million have been considered as a security pledged for the borrowing from a financial institution as obtained under a sale and leaseback arrangement (As of December 31, 2022: RMB3.0 million).

# USE OF THE NET PROCEEDS FROM THE GLOBAL OFFERING

The net proceeds received from the global offering of the shares of the Company in November 2021 (the "**Global Offering**"), after deducting the underwriting fees and commissions and expenses payable by the Company in connection with the Global Offering, amounted to approximately HK\$748.5 million. The Company did not receive any of the net proceeds from the sale of the over-allotment shares by the over-allotment option grantors in December 2021. For the six months ended June 30, 2023, the net proceeds from the Global Offering were utilized in the manner as follows:

	Approximate percentage of the total net proceeds	Net proceeds from the Global Offering (HKD million)	utilized as	Remaining net proceeds as of June 30, 2023 (HKD million)	Expected time to utilize the remaining net proceeds in full
Upgrading the U-Engine platform with a focus on research, development and utilization of AI capabilities and SaaS technologies					
Connecting the U-Engine with enlarged advertiser customer and media partner bases		17.0	14.3	2.7	By the end of the year ending December 31, 2023
Developing the digitalization services platform of the U-Engine platform	2.0%	14.8	8.4	6.4	By the end of the year ending December 31, 2024
Upgrading the internal management system	0.6%	4.4	4.4	_	By the end of the year ending December 31, 2023
Expanding business opportunities in e-commerce businesses on online short video platforms	3.3%	24.4	22.8	1.6	By the end of the year ending December 31, 2024
Enhancing the content production capacities with AI technologies Enhancing our relationships with existing media partners and	6.6%	49.6	26.7	22.9	By the end of the year ending December 31, 2024
enlarging our advertiser customer and media partner bases					
Strengthening sales and marketing teams	3.4%	25.2	14.7	10.5	By the end of the year ending December 31, 2024
Enlarging media base	15.6%	117.0	112.3	4.7	By the end of the year ending December 31, 2024
Exploring new businesses with new advertiser customers and online media platforms	40.3%	302.1	302.1	_	By the end of the year ending December 31, 2022
Pursuit of strategic investments and acquisitions	16.0%	119.9	—	119.9	By the end of the year ending December 31, 2023
Working capital and general corporate purposes	9.9%	74.1	74.1		By the end of the year ending December 31, 2022
Total		748.5	579.8	168.7	

As of June 30, 2023, the Group had utilized HK\$579.8 million of the net proceeds from the Global Offering, and the remaining net proceeds of HK\$168.7 million was deposited with licensed banks in Hong Kong or the PRC. The Group will further utilize the net proceeds from the Global Offering in the manner as set out in the section headed "Future Plans and Use of Proceeds" of the prospectus of the Company dated November 8, 2021.

# SIGNIFICANT INVESTMENTS HELD

During the six months ended June 30, 2023, the Group did not hold any significant investment in equity interest in any other company.

# FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in the Prospectus and in the section headed "Use of Net Proceeds from the Global Offering" in this announcement, the Group did not have plan for material investments and capital assets as of the date of this announcement.

# MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Group did not have any material acquisition or disposal of subsidiaries, associates and joint ventures during the six months ended June 30, 2023.

# SUBSEQUENT EVENTS

As of the date of this announcement, the Group had no material events subsequent to June 30, 2023.

# INTERIM DIVIDEND

The Board did not declare the payment of any interim dividend for the six months ended June 30, 2023.

# **INFORMATION ON EMPLOYEES**

During the six months ended June 30, 2023, the Group had 566 employees (as of December 31, 2022: 598), including the executive Directors. Total staff costs (including Directors' emoluments) for the six months ended June 30, 2023 were approximately RMB70.1 million (six months ended June 30, 2022: approximately RMB100.5 million). Remuneration is determined with reference to market norms and individual employees' performance, qualification and experience.

The Group places high value on recruiting, training and retaining its employees. The Group maintains high recruitment standards and provide competitive compensation packages. Remuneration packages for the Group's employees mainly comprise base salary, performance salary and bonus. The Group also provides both in-house and external trainings for our employees to improve their skills and knowledge. As required under PRC regulations, the Group participates in various employee social security plans that are organized by applicable local municipal and provincial governments, including housing, pension, medical, work-related injury, maternity, and unemployment benefit plans.

The salaries and benefits of the Group's employees are kept at a competitive level and employees are rewarded on a performance-related basis within the general framework of the Group's salary and bonus system, which is reviewed annually. The Group also operates a share option scheme adopted by the Company on October 8, 2021 and no share options were granted under the scheme as of June 30, 2023.

# **CORPORATE GOVERNANCE CODE**

The Group is committed to maintaining a high standard of corporate governance to safeguard the interests of its shareholders and enhance its value and accountability. The Company has complied with the code provisions set out in Part 2 of the Corporate Governance Code (the "Corporate Governance Code") in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") during the six months ended June 30, 2023.

The Group will continue to review and monitor its corporate governance practices in order to ensure the compliance with the Corporate Governance Code.

# MODEL CODE FOR SECURITIES TRANSACTION

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. Specific enquiry has been made to all the Directors and each of the Directors has confirmed that he/she has complied with the required standards as set out in the Model Code during the six months ended June 30, 2023.

# PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the six months ended June 30, 2023, the trustee of the share award scheme adopted by the Company on May 22, 2023 (the "**Share Award Scheme**"), pursuant to the terms of the rules and trust deed of the Share Award Scheme, purchased 6,784,000 shares of the Company at a total consideration of HK\$20,939,040. Save for the above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company.

# AUDIT COMMITTEE

The Audit Committee was established by the Company on October 8, 2021 in accordance with Rules 3.21 to 3.23 of the Listing Rules. The terms of reference of the Audit Committee were adopted in compliance with the Corporate Governance Code on October 8, 2021 and are available for inspection on the websites of the Company and the Stock Exchange. As of June 30, 2023, the Audit Committee has three members comprising Mr. Wang Wenping (Chairman), Mr. Zhang Peiao and Ms. Lin Ting, who are all independent non-executive Directors.

The Audit Committee has reviewed the accounting principles and practices adopted by the Group, the unaudited interim financial information of the Group for the six months ended June 30, 2023 and this announcement. The Audit Committee is of the opinion that the preparation of such financial information complied with the applicable accounting standards, the requirements under the Listing Rules and any other applicable legal requirements, and that adequate disclosures have been made.

# **REVIEW OF INTERIM CONDENSED FINANCIAL INFORMATION**

The interim condensed financial information for the six months ended June 30, 2023 are unaudited, but have been reviewed by the auditor of the Company in accordance with International Standard on Review Engagements 2410 "Review of interim financial information performed by the independent auditor of the entity" issued by the International Auditing and Assurance Standards Board ("ISRE 2410"), and the Audit Committee. The Audit Committee has, together with the management, reviewed the accounting policies adopted by the Group. They also discussed risk management, internal controls of the Group and financial reporting matters, including having reviewed and agreed to the unaudited interim condensed consolidated financial information during the Interim Reporting Period.

# PUBLICATION OF INTERIM RESULTS ANNOUNCEMENT AND 2023 INTERIM REPORT

This interim results announcement is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.ujumedia.com). The interim report of the Company for the six months ended June 30, 2023 containing all the information required by the Listing Rules will be despatched to the shareholders of the Company and published on the above websites in due course.

By order of the Board UJU HOLDING LIMITED MA Xiaohui Chairman of the Board and Executive Director

Beijing, August 30, 2023

As of the date of this announcement, the Board of the Company comprises Mr. Ma Xiaohui, Mr. Peng Liang and Ms. Luo Xiaomei as executive Directors, and Mr. Zhang Peiao, Ms. Lin Ting and Mr. Wang Wenping as independent non-executive Directors.