UJU HOLDING LIMITED

优矩控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 1948

ANNUAL REPORT 2024

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Ma Xiaohui *(resigned as Chairman of the Board and Executive Director on March 28, 2024)*
Mr. Peng Liang *(Joint chief executive officer and appointed as Chairman of the Board on March 28, 2024)*
Ms. Luo Xiaomei *(Chief financial officer)*

Independent Non-Executive Directors

Mr. Zhang Peiao *(resigned on October 8, 2024)*
Ms. Lin Ting *(resigned on October 8, 2024)*
Mr. Wang Wenping *(resigned on October 8, 2024)*
Mr. Wang Gao *(appointed on October 8, 2024)*
Mr. Ye Fei *(appointed on October 8, 2024)*
Ms. Song Yi *(appointed on October 8, 2024)*

COMPANY SECRETARY

Mr. Hong Kam Le

AUDIT COMMITTEE

Ms. Song Yi *(Chairlady)*
Mr. Wang Gao
Mr. Ye Fei

NOMINATION COMMITTEE

Ms. Luo Xiaomei *(Chairlady)*
Mr. Wang Gao
Mr. Ye Fei
Ms. Song Yi

REMUNERATION COMMITTEE

Mr. Ye Fei *(Chairman)*
Mr. Wang Gao
Ms. Song Yi

AUTHORIZED REPRESENTATIVES

Ms. Luo Xiaomei
Mr. Hong Kam Le

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants and Registered Public Interest Entity Auditor
22/F, Prince's Building
Central, Hong Kong

LEGAL ADVISOR AS TO HONG KONG LAWS

DeHeng Law Offices (Hong Kong) LLP
28/F, Henley Building
5 Queen's Road Central
Central
Hong Kong

REGISTERED OFFICE

P. O. Box 31119, Grand Pavilion
Hibiscus Way, 802 West Bay Road
Grand Cayman, KY1–1205
Cayman Islands

PRINCIPAL PLACE OF BUSINESS AND HEADQUARTERS IN THE PRC

4/F, Building G
Dongfengdebi WE AI Innovative Park
8 Dongfeng South Road, Chaoyang District
Beijing, the PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

28/F, Henley Building
5 Queen's Road Central
Central
Hong Kong

CORPORATE INFORMATION (CONTINUED)

PRINCIPAL BANKS

Shanghai Pudong Development Bank
(Beijing Sanlitun Branch)
Standard Chartered Bank (Hong Kong) Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Appleby Global Services (Cayman) Limited
71 Fort Street, P.O. Box 500
George Town, Grand Cayman KY1–1106
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

STOCK NAME

UJU HOLDING

STOCK CODE

01948

COMPANY'S WEBSITE

https://www.ujumedia.com

CHAIRMAN'S STATEMENT

Dear Shareholders:

I, on behalf of the board of UJU Holding Limited, hereby present the annual report of the Company and its subsidiaries for the year ended December 31, 2024.

BUSINESS REVIEW AND OUTLOOK

In 2024, the digital marketing industry faced intensifying competition. In the face of the complex market environment, we maintained our strategic focus, leveraging the dual drivers of a gradually recovering consumer market and the application of technological innovations. Our short video marketing and live-streaming e-commerce businesses grew steadily, serving as key drivers of the Company's performance. During the Reporting Period, the Group's advertising business recorded a total gross billing of approximately RMB12,976.3 million, with an increasing share from direct advertisers, showing enhanced operational efficiency and financial stability. In the live-streaming e-commerce sector, after three years of exploration, we established a clear business development direction centered on sustainability and high efficiency, achieving breakthrough results. Against this backdrop, we leveraged our comprehensive advantages in capital, technology, talent and operational efficiency to seize market opportunities during the industry adjustment period, achieving growth against prevailing trend. For the year ended December 31, 2024, the Group's total revenue increased by 29.4% to approximately RMB9,153.3 million as compared to approximately RMB7,076.0 million for the year ended December 31, 2023, and net profit of the Group increased by approximately 2.2% to approximately RMB93.0 million as compared to approximately RMB91.0 million for the year ended December 31, 2023. In 2025, we will continue to refine our business strategy, reinforce our core competitive advantages, and further drive our performance growth.

The application of AIGC technology in digital marketing accelerated in 2024, becoming a pivotal force in industry transformation. Staying ahead of the industry trend, we adopted a strategic approach of "Cultivating an AI mindset — Focusing on business scenarios — Building an intelligent organization". Within the digital marketing industry, we implemented a synergistic strategy integrating "technology × content × data", which substantially increased automation rates in core business processes and progressively enhanced our data-driven intelligent decision-making system. From building technological capabilities to implementating industry-level applications, we not only restructured our business processes with smart solutions, but also achieved a comprehensive upgrade of our organizational capabilities, laying a solid foundation for driving transformation and innovation in the digital marketing industry.

In 2024, we upgraded our video production base in Wuhan into a central hub for service delivery and talent development. Leveraging Wuhan's abundant university resources, this strategic move ensures a steady supply of high-quality talent to support our operations.

AI-Empowered Intelligent Upgrade of Short Video Marketing Business

In 2024, in line with our strategy of "Cultivating an AI mindset — Focusing on business scenarios — Building an intelligent organization", we systematically restructured our organizational learning system by adopting AI-driven thinking and drawing on the "pre-training — supervised training — reinforcement learning" learning mechanism of large language models. First, we began with strengthening employees' fundamental understanding of AI; then, we promoted the application of technology in business scenarios for continuous evolution towards an intelligent enterprise; and finally, we deeply integrated AI capabilities across all operational processes — enhancing all business processes, empowering various functional scenario, and reshaping employees' mindsets and modes of collaboration.

We have implemented a hybrid online-offline training system. Our online knowledge hub, comprising 12 courses modules and hundreds of hours of training content which includes professional materials such as industry reports and technical documents AI-related, achieved a coverage of over 70% among operational staff, enabling personalized learning based on individual needs. For offline training, we organized monthly expert lectures, hands-on training sessions, and case studies, complemented by AIGC creativity contests and AI tool application competitions. These initiatives boosted the AI tool usage rate among all employees to 100%, fostering a significant shift in organizational mindset. We have also established an AI application case library, categorized by industry and role, helping our employees transition from viewing AI as an "efficiency tool" to a "thinking partner."

In digital marketing, we established an AI-enabled system integrating "technology, content, and data". Through collaboration with media partners and industry clients, we identified the requirements for AI application scenarios in digital marketing and jointly established AIGC laboratories with leading media entities, sharing our full video asset database and gradually opening our proprietary digital human library to external use, enabling intelligent creative matching. Additionally, for industries such as e-commerce, finance and entertainment, we developed differentiated content generation engines. For instance, our bulk material automation engine reduced the production cycle for content like simulated reading by 57%. To date, we have established 2 industry standards and enhanced intelligent service for strategic clients.

To become a data-driven intelligent enterprise, we are developing customer demand forecasting models and creative effectiveness pre-assessment systems to ensure resources are precisely allocated to areas of greatest client need. Our goal is to leverage AI technology to unlock data value, support business decision-making, and explore new human-machine collaboration models in the digital marketing.

From laying the groundwork in AIGC technology in 2023 to its industry-level implementation in 2024, we have not only restructured our business processes with intelligent solutions but also achieved a comprehensive upgrade of organizational capabilities. Looking forward, we will continue to deepen the synergy of "technology × industry × data", drive customer value through building an intelligent organization, and foster transformation and innovation in digital marketing.

CHAIRMAN'S STATEMENT (CONTINUED)

Live-streaming E-commerce Business

After three years of exploring diverse business models in live-streaming e-commerce, the Company has anchored its development strategy on sustainable and high-efficiency objectives, achieving remarkable results. Our local lifestyle operation solutions business has made steady progress in its niche market and achieved breakthroughs. Meanwhile, we successfully expanded our end-to-end self-operated e-commerce model to the North American market. Through deep collaboration with platforms such as TikTok, we delivered integrated supply chain management, localized operations, and data-driven marketing solutions to overseas clients. In the second half of 2024, we decisively refined our e-commerce operation solutions business while exploring the extension of our self-operated e-commerce segment into the business-to-business (B2B) domain, demonstrating our commitment to executing our value-creation philosophy in the e-commerce sector.

For the year ended December 31, 2024, our live-streaming e-commerce business recorded an increase in gross merchandise volume (GMV) of approximately 35.5% to approximately RMB954.6 million as compared to approximately RMB704.3 million for the year ended December 31, 2023. The Group's self-operated e-commerce business recorded revenue of approximately RMB26.2 million. Our overseas e-commerce business achieved profitability in its first year of operation.

APPRECIATION

I would like to take this opportunity to express my sincere gratitude to all our Shareholders, customers and business partners for their unwavering trust and support. I would also like to thank all of our employees for their hard work and outstanding contributions. Looking forward, we will continue to remain customer-centric, drive our business with technology, and strengthen our organizational foundation. We will seize opportunities amid industry transformation to create sustainable value for our shareholders.

UJU HOLDING LIMITED
Chairman of the Board
Peng Liang

FINANCIAL HIGHLIGHTS

	Year ended December 31, 2024	2023	Year-on-year change
	(RMB in millions, except percentage)		
Revenue	9,153.3	7,076.0	29.4%
Gross profit	287.7	286.0	0.6%
Profit before income tax	113.3	117.2	-3.4%
Profit for the year attributable to owners of the Company	93.9	90.6	3.7%

FINANCIAL SUMMARY

Operating Results	For the year ended December 31, 2024 RMB'000	2023 RMB'000	2022 RMB'000	2021 RMB'000	2020 RMB'000
Revenue	9,153,318	7,076,001	8,336,069	7,841,417	6,360,724
Profit before income tax	113,260	117,221	148,746	332,512	178,198
Income tax expenses	(20,280)	(26,249)	(35,167)	(78,161)	(45,019)
Profit for the year attributable to owners of the Company	93,873	90,560	113,579	254,351	133,179

Financial Position	As at December 31, 2024 RMB'000	2023 RMB'000	2022 RMB'000	2021 RMB'000	2020 RMB'000
Total assets	4,596,505	3,441,409	3,988,951	3,415,598	2,443,289
Total liabilities	3,139,943	2,055,529	2,665,159	2,182,114	2,211,317
Total equity	1,456,562	1,385,880	1,323,792	1,233,484	231,972

MANAGEMENT DISCUSSION AND ANALYSIS

REVENUE

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

	Year ended December 31,			
	2024		2023	
	(RMB'000)	% of the total	(RMB'000)	% of the total
Online marketing solutions business[(Note)]	9,082,506	99.2	7,008,503	99.0
Live-streaming E-commerce businesses	68,094	0.7	61,855	0.9
Others	2,718	0.1	5,643	0.1
Total	9,153,318	100.0	7,076,001	100.0

Note: Including revenue from provision of advertisement distribution services of approximately RMB19.7 million for the year ended December 31, 2024 (2023: RMB11.3 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 increased by approximately 29.6%, from approximately RMB7,008.5 million for the year ended December 31, 2023 to approximately RMB9,082.5 million for the year ended December 31, 2024. The increase in revenue was mainly due to the deeper and closer cooperation with our core clients, as well as the active expansion of our customer and media channels. For the year ended December 31, 2024, the revenue generated from our online marketing solutions business accounted for 99.2% of our total revenue.

Our revenue from the live-streaming e-commerce businesses increased from approximately RMB61.9 million for the year ended December 31, 2023 to approximately RMB68.1 million for the year ended December 31, 2024. The live-streaming e-commerce business continues to be the second growth curve of the Group's development.

Revenue from online marketing solutions business by type of advertiser 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 years indicated:

	Year ended December 31,			
	2024		2023	
	(RMB'000)	% of the total	(RMB'000)	% of the total
Direct advertisers	9,062,814	99.8	6,997,239	99.8
Advertising agencies	19,692	0.2	11,264	0.2
Total	9,082,506	100.0	7,008,503	100.0

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Revenue from online marketing solutions business by industry

Our advertiser customers operate in a wide array of industries, including but not limited to e-commerce, internet services, gaming, 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 years indicated:

	Year ended December 31,			
	2024		2023	
	(RMB'000)	% of the total	(RMB'000)	% of the total
E-commerce	4,763,632	52.5	3,747,614	53.6
Internet services	1,567,221	17.3	974,201	13.9
Gaming	1,138,477	12.6	1,077,642	15.4
Financial services	1,039,946	11.5	917,923	13.1
Leisure & Travelling	292,946	3.2	146,176	2.1
Education	127,919	1.4	51,568	0.7
Real Estate & Home Furnishing	27,778	0.3	13,499	0.2
Others	104,895	1.2	68,616	1.0
	9,062,814	100.0	6,997,239	100

Note: Others mainly include local lifestyle and other industries.

During the year ended December 31, 2024, the distribution of our direct advertisers across various industries remained largely stable compared to the corresponding period in 2023.

The e-commerce industry remained our largest advertiser customer group. The revenue generated from the e-commerce industry increased and amounted to approximately RMB4,763.6 million for the year ended December 31, 2024, compared to approximately RMB3,747.6 million for the year ended December 31, 2023.

COST OF SERVICES AND SALES

The following table sets forth a breakdown of our cost of services and sales by nature for the years indicated:

	Year ended December 31, 2024 (RMB'000)	2023 (RMB'000)
Traffic acquisition and monitoring costs	8,712,250	6,657,207
Employee benefit expenses	91,245	72,490
Outsourcing short video production and streamer costs	23,415	20,223
Cost of inventories sold	13,846	14,617
Depreciation and amortisation expenses	6,848	7,925
Taxes and surcharges	10,739	10,226
Others	7,237	7,295
Total	8,865,580	6,789,983

Our cost of services primarily consist of traffic acquisition and monitoring costs and employee benefit expenses. For the year ended December 31, 2024, traffic acquisition and monitoring costs constituted the largest portion of our cost of services and sales, and employee benefit expenses constituted the second largest portion of our cost of services and sales.

For the year ended December 31, 2024 and 2023, our traffic acquisition and monitoring costs amounted to approximately RMB8,712.3 million and RMB6,657.2 million, respectively, representing approximately 98.3% and 98.0%, respectively, of our total cost of services and sales for the respective periods.

Our employee benefit expenses increased by approximately 25.9%, from approximately RMB72.5 million for the year ended December 31, 2023 to approximately RMB91.2 million for the year ended December 31, 2024. Such increase in our employee benefit expenses was primarily due to the increase in headcounts which is in line with our business growth.

GROSS PROFIT AND GROSS PROFIT MARGIN

Our gross profit consists of our revenue less cost of services and sales. The Group recorded gross profit of approximately RMB287.7 million for the year ended December 31, 2024, representing an increase of approximately 0.6% as compared to approximately RMB286.0 million for the year ended December 31, 2023.

Gross profit margin represents gross profit divided by total revenue, expressed as a percentage. Our gross profit margin decreased from 4.0% for the year ended December 31, 2023 to 3.1% for the year ended December 31, 2024, as the proportion of the increase in revenue was lower than the proportion of the increase in our cost of services.

SELLING EXPENSES

Our selling expenses primarily consist of (i) employee benefit expenses; (ii) live-streaming expenses for the self-operating e-commerce business; and (iii) travelling expenses for the transportation and accommodation of business travels.

Our selling expenses increased by approximately 10.9%, from approximately RMB30.6 million for the year ended December 31, 2023 to approximately RMB33.9 million for the year ended December 31, 2024, which was mainly attributable to the increase in employee benefit expenses.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

GENERAL AND ADMINISTRATIVE EXPENSES

Our general and administrative expenses primarily consist of (i) employee benefit expenses; (ii) professional and consulting service fees; (iii) depreciation and amortisation expenses; (iv) travelling and hospitality expenses; and (v) office expenses.

Our general and administrative expenses increased by approximately 11.8% from approximately RMB74.0 million for the year ended December 31, 2023, to approximately RMB82.8 million for the year ended December 31, 2024, which was mainly attributable to the increase in employee benefit expenses, professional and consulting service fees and travelling and hospitality expenses.

RESEARCH AND DEVELOPMENT EXPENSES

Our research and development expenses primarily consist of expense incurred for employee benefit expenses for our research and development staff.

Our research and development expenses increased by approximately 9.4% from approximately RMB8.8 million for the year ended December 31, 2023 to approximately RMB9.6 million for the year ended December 31, 2024, which was mainly attributable to the increase in employee benefit expenses.

NET IMPAIRMENT LOSSES ON FINANCIAL ASSETS

Our net impairment losses on financial assets comprise provision for impairment losses on accounts receivables, other receivables, net of reversal. We recognized net impairment losses on financial assets of approximately RMB30.0 million for the year ended December 31, 2024, representing a decrease of approximately 34.7% from approximately RMB45.9 million for the year ended December 31, 2023, which was mainly due to our effective control over the customer credit risk.

OTHER INCOME

Our other income decreased by approximately 39.7%, from approximately RMB4.1 million for the year ended December 31, 2023 to approximately RMB2.5 million for the year ended December 31, 2024, which was mainly attributable to the decrease in government grants.

FINANCE COSTS, NET

Our finance costs, net decreased by approximately 72.6%, from approximately RMB8.3 million for the year ended December 31, 2023 to approximately RMB2.3 million for the year ended December 31, 2024, which was mainly attributable to the increase in the interest income from bank deposits.

OTHER LOSSES, NET

Our other losses, net increased by approximately 247.7%, from approximately RMB5.3 million for the year ended December 31, 2023 to approximately RMB18.3 million for the year ended December 31, 2024, mainly due to the provision for a litigation loss and the provision for an onerous contract as recognised during the current year. The impact of these non-recurring provisions have been partially offset by the decrease in net foreign exchange losses during the year.

INCOME TAX EXPENSES

Our income tax expenses decreased by approximately 22.7%, from approximately RMB26.2 million for the year ended December 31, 2023 to approximately RMB20.3 million for the year ended December 31, 2024, which was mainly due to the decrease in the effective income tax rate. Our effective income tax rate decreased from 22.4% for the year ended December 31, 2023 to 17.9% for the year ended December 31, 2024, which was mainly attributable to the increased proportion of profit contribution from Hainan Uju, a subsidiary of the Group which enjoyed a preferential income tax rate of 15.0%, and hence lowering the average effective income tax rate for the year ended December 31, 2024.

PROFIT FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

As a result of the above, our profit for the year attributable to owners of the Company increased by approximately 3.7% from approximately RMB90.6 million for the year ended December 31, 2023 to approximately RMB93.9 million for the year ended December 31, 2024.

Our net profit margin decreased from 1.3% for the year ended December 31, 2023 to 1.0% for the year ended December 31, 2024.

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.

We financed our capital expenditure and working capital requirements mainly through bank and other borrowings, capital contributions from shareholders of the Company (the "**Shareholders**") and the proceeds received from the global offering of the Company's shares in November 2021 (the "**Global Offering**").

As of December 31, 2024, we had bank borrowings of approximately RMB248.2 million (2023: approximately RMB10.0 million). The range of effective interest rates on the borrowings was 2.8% to 3.6% (2023: 3.5% to 6.0%) per annum for the year ended December 31, 2024. The Group's gearing ratio as at December 31, 2024, calculated based on total borrowings (including bank and other borrowings and lease liabilities) divided by total equity, was 0.18 (2023: 0.02) time.

Our cash and cash equivalents increased from approximately RMB719.4 million as of December 31, 2023 to approximately RMB782.0 million as of December 31, 2024. The table below sets out our cash and cash equivalents as of December 31, 2024 and 2023, respectively:

	As of December 31, 2024 (RMB in millions)	2023
Cash and cash equivalents denominated in:		
— RMB	622.8	454.9
— USD	152.0	247.8
— HKD	7.2	16.7
	782.0	719.4

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

KEY FINANCIAL RATIOS

	Year ended/ As of December 31, 2024 (%)	2023 (%)
Profitability ratios		
Gross profit margin[(1)]	3.1	4.0
Net profit margin[(2)]	1.0	1.3
Return on equity[(3)]	6.4	6.6
Return on assets[(4)]	2.0	2.6

	Year ended/ As of December 31, 2024 (times)	2023 (times)
Liquidity ratios		
Current ratio[(5)]	1.4	1.6
Capital adequacy ratio		
Gearing ratio[(6)]	0.18	0.02
Net debt-to-equity ratio[(7)]	N/A	N/A

Notes:

(1) Gross profit margin is calculated based on gross profit for the year divided by revenue for the respective year and multiplied by 100%.

(2) Net profit margin is calculated based on profit for the year divided by revenue for the respective year and multiplied by 100%.

(3) Return on equity is calculated based on profit for the year divided by the closing balances of total equity and multiplied by 100%.

(4) Return on assets is calculated based on profit for the year divided by the closing balances of total assets and multiplied by 100%.

(5) Current ratio is calculated based on total current assets divided by total current liabilities.

(6) Gearing ratio is calculated based on total borrowings (including bank and other borrowings and lease liabilities) divided by total equity.

(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 divided by total equity. The Group is in a net cash position as at December 31, 2023 and 2024 and hence is not applicable to present the net debt-to-equity ratio.

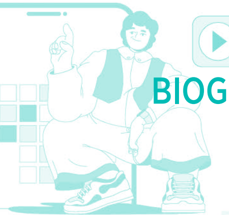
BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Mr. Peng Liang (彭亮先生), aged 43, is the executive Director, the Chairman of the Board and the joint chief executive officer of the Company and is mainly responsible for corporate strategic planning and overseeing the overall operations of the Group. Mr. Peng has been serving as the general manager and the chief executive officer of Uju Beijing since November 2017 and January 2018, respectively. He has also been the director of Qingdao Uju Technology Co., Ltd (青島优矩科技有限公司), Hainan Uju, and Chongqing Juqing Internet Technology Co., Ltd (重慶矩擎網絡科技有限公司) since the establishment of the respective subsidiaries. Mr. Peng was appointed as the executive Director of the Company on March 31, 2021.

Mr. Peng has over 15 years of relevant experience in marketing. Prior to joining the Group, Mr. Peng invested in Beijing Pangu Technology Co., Ltd. (北京盤股科技有限公司), a company principally engaged in providing internet customization and development services for the securities industry, in December 2015 and had been serving as its director since establishment until April 2021. Mr. Peng served as the general manager of the commercial market department and the general manager of the 360 mall of Beijing Star World Technology Company Ltd. (北京世界星輝科技有限責任公司), a company principally engaged in commercial marketing and operation of e-commerce platforms and the A shares of its parent company, namely 360 Security Technology Inc. (三六零安全科技股份有限公司), are listed on the Shanghai Stock Exchange (stock code: 601360), from March 2014 to October 2015, where he was mainly responsible for formulating marketing strategies for 360 mall and overseeing the sales of 360 smart hardware. From October 2012 to February 2014, Mr. Peng served as the senior vice president and press secretary of Beijing GOME Online E-commerce Co., Ltd. (北京國美在線電子商務有限公司), a company principally engaged in online retailing of electrical appliances and consumer electronic products and the H shares and American depository receipts of its parent company, namely GOME Retail Holdings Limited, are respectively listed on the Stock Exchange (stock code: 493) and the OTC Market in the United States (stock code: GMELY), where he was mainly responsible for formulating marketing strategies for Gome Internet (國美互聯網) and establishing and enhancing its big data system. From September 2010 to October 2012, Mr. Peng last served as the vice president of Kuba Technology (Beijing) Co., Ltd. (庫巴科技(北京)有限公司), a company principally engaged in online retailing of electrical appliances and consumer electronic products and a subsidiary of GOME Retail Holdings Limited, where he was mainly responsible for formulating marketing strategies for the coo8 shopping platform (庫巴購物網).

Mr. Peng obtained a master of business administration degree from China Europe International Business School (中歐國際工商學院) in the PRC in August 2015 and is currently pursuing a PhD program at China Europe International Business School in 2021.



BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

Ms. Luo Xiaomei (羅小妹女士), aged 46, is the executive Director and the chief financial officer of the Company and is mainly responsible for developing financial strategies and overseeing financial operations of the Group. Ms. Luo was appointed as the executive Director on March 31, 2021.

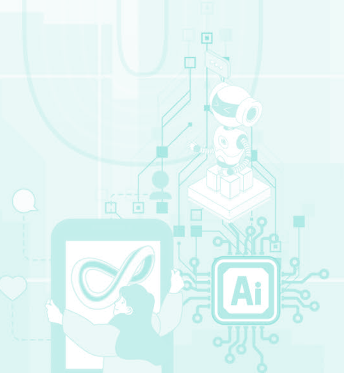
Ms. Luo has over 22 years of relevant experience in accounting and finance. Prior to joining the Group, Ms. Luo served as a financial director of Beijing Hanxin Jinghong Management Consultancy Co., Ltd. (北京漢心景紅管理諮詢有限公司), a company principally engaged in provision of corporate consultancy services, from August 2016 to April 2018, where she was mainly responsible for enhancing the risk assessment and control system and establishing and managing the financial procedures and system. During the periods from February 2006 to May 2009 and from May 2009 to December 2015, Ms. Luo respectively worked in Alstom (China) Investment Co., Ltd. (通用電氣蒸汽發電投資有限公司) and Alstom Beizhong Power (Beijing) Co., Ltd. (北重阿爾斯通(北京)電氣裝備有限公司), a group of companies principally engaged in manufacturing power generation and transportation equipment, where she respectively last served as a financial project controller and as a financial director and was mainly responsible for overseeing the finance, budget, operational control and internal control of the company. From March 2003 to February 2006, Ms. Luo worked as an assistant to the chief financial officer of Clyde Bergemann Huatong Materials Handling Co., Ltd. (克萊德貝爾格曼華通物料輸送有限公司), a company primarily engaged in the design and manufacturing of coal-fired power station fly ash conveying system, where she was mainly responsible for analyzing the operation and financial condition of the company and preparing financial reports and budgets. During the periods from August 2002 to February 2003 and from July 2000 to June 2002, Ms. Luo respectively worked as an auditor in PricewaterhouseCoopers Zhong Tian and Andersen Certified Public Accountants (安達信 • 華強會計師事務所), where she was mainly responsible for performing audit work.

Ms. Luo graduated from Central University of Finance and Economics (中央財經大學) in the PRC with a bachelor degree in management majoring in foreign financial accounting in July 2000.

Mr. Wang Gao (王高先生), aged 59, was appointed as the independent non-executive Director on October 8, 2024 and is mainly responsible for supervising and providing independent judgment to the Board. Mr. Wang is currently the professor of marketing, the professor of Baosteel Chair in marketing, and the associate dean at China Europe International Business School (中歐國際工商學院) (the "**CEIBS**"). From 2002 to 2008, Mr. Wang was the associate professor and the deputy of the Marketing Department under the School of Economics and Management of Tsinghua University. From 2001 to 2002, Mr. Wang was the manager of Strategy and Analysis Department of Minute Maid Branch under the Coca-Cola Company in the United States. From 1998 to 2001, he was the senior consultant of the Information Resources Limited of the United States.

Mr. Wang acquired a bachelor's degree in demography from Renmin University of China (中國人民大學) in May 1988, obtained a master's degree of Social Science from Yale University in May 1994, and a doctorate's degree of Sociology from Yale University in May 1998.

Mr. Wang has been an independent non-executive director of Smoore International Holdings Limited, a company listed on the Stock Exchange (stock code: 6969) since June 2023, an independent director of Kuaijishan Shaoxing Rice Wine Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 601579) since February 2023, an independent director of Shanghai Phoenix Enterprise (Group) Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 600679) since February 2022, and an independent non-executive director of Gome Retail Holdings Limited, a company listed on the Stock Exchange (stock code: 00493) since June 2015.



BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

Mr. Wang was an independent director of Canature Health Technology Group Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 300272) from February 2018 to February 2024, an independent non-executive director of Yunji Inc., a company listed on the NASDAQ (stock code: YJ) from May 2019 to May 2023, an independent director of Sineng Electric Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 300827) from November 2015 to October 2021, and an independent director of Anhui Gujing Distillery Company Limited, a company listed on the Shenzhen Stock Exchange (stock code: 000596) from June 2014 to June 2020.

Mr. Ye Fei (葉菲先生), aged 45, was appointed as the independent non-executive Director on October 8, 2024 and is mainly responsible for supervising and providing independent judgment to the Board. Mr. Ye is currently a senior partner of Nanjing office of Jincheng Tongda & Neal (北京金誠同達(南京)律師事務所). From May 2004 to August 2011, Mr. Ye was a lawyer at Jiangsu Yongheng Law Firm* (江蘇永衡律師事務所). From August 2002 to May 2004, Mr. Ye held a position at the People's Court of Gulou District in Xuzhou City, Jiangsu Province (江蘇省徐州市鼓樓區人民法院).

Mr. Ye is currently the deputy director of Science and Technology Innovation and Industry Chain Legal Service Working Committee of Jiangsu Lawyers Association* (江蘇省律師協會科技創新與產業鏈法律服務工作委員會), the vice president of Jiangsu New Social Classes Association's Intermediary Organization Practitioners Branch* (江蘇省新的社會階層人士聯誼會中介組織從業人員分會), the deputy director of the Social and Legal Affairs Committee of the Democratic Construction Association of the Jiangsu Provincial Committee* (民建江蘇省委社會法制委員會) and a member of the 12th Committee of the Jiangsu Provincial Youth Federation (江蘇省青年聯合會第十二屆委員會).

Mr. Ye obtained a master's degree in business administration from Nanjing University in December 2019.

Ms. Song Yi (宋屹女士), aged 42, was appointed as the independent non-executive Director on October 8, 2024 and is mainly responsible for supervising and providing independent judgment to the Board. Ms. Song is currently the vice investment president of Valuable Asset Management Limited (華盛資產管理有限公司), a licensed corporation under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) to carry on type 4 (advising on securities) and type 9 (asset management) regulated activities, and is primarily responsible for client management and services.

From March 2019 to February 2024, Ms. Song served as a vice president with Samtak Investment Holdings Limited (祥泰投資控股有限公司), a company principally engaged in investment consulting business and was primarily responsible for the overall management of the company. From February 2020 to December 2021, Ms. Song served as an independence non-executive director in Infinities Technology International (Cayman) Holding Limited (多牛科技國際(開曼)集團有限公司), a company listed on the Stock Exchange (stock code: 1961). From July 2017 to February 2019, Ms. Song served as a vice president of Maple Asset Management Limited (美寶資產管理有限公司), which is principally engaged in the equity investment business. From February 2015 to October 2015, she served as a vice president of CoStone Capital Management Company Limited* (基石資產管理股份有限公司) (formerly known as Shenzhen Cornerstone Asset Management Company Limited* (深圳市基石資產管理股份有限公司), a company principally engaged in investment consulting business. From February 2013 to February 2015, Ms. Song was the vice general manager, secretary of the board of directors and a director of Anhui Guangyintang Chinese Medicine Co., Ltd. (安徽廣印堂中藥股份有限公司), a company principally engaged in the production and sale of traditional Chinese medicine and was responsible for corporate finance of the company. From May 2011 to February 2013, she served as a vice president of Guangdong Integration Venture Capital Co., Ltd.* (廣東集成創業投資有限公司), a company principally engaged in equity investment business. From December 2007 to May 2011, Ms. Song held the positions of finance manager, chief financial officer and secretary to the board of directors of Eagle Holdings Group Limited (鷹牌控股集團有限公司) (formerly known as Eagle Holdings Limited (鷹牌控股有限公司) and was then listed on the Singapore Stock Exchange), a company principally engaged in the production and sale of construction materials and was responsible for financial management of the company.

Ms. Song obtained a bachelor's degree in finance from the University of Salford in January 2005 and a master's degree in business administration from the CEIBS in August 2016.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

SENIOR MANAGEMENT

Mr. Li Nian (李念先生), aged 35, is currently the joint chief executive officer and the vice president of the Advertising Department of the Company and is primarily responsible for managing the media advertising business of the Company. Mr. Li has been appointed as the joint chief executive officer of the Company from February 28, 2025. Mr. Li has over 14 years of experience in media advertising business. Prior to joining the Group, Mr. Li was mainly responsible for overseeing the management of the national marketing service team and sales operation. From 2011 to 2018, Mr. Li served as the operational director, the general manager of south China region, and the general manager of national sales of Beijing Pinzhong Interactive Network Marketing Technology Co., Ltd.* (北京品眾互動網路營銷技術有限公司).

Mr. Li obtained a bachelor's degree in advertising from Beijing Technology and Business University (北京工商大學) in 2011.

COMPANY SECRETARY

Mr. Hong Kam Le (康錦里先生) ("**Mr. Hong**"), aged 45, joined the Company as the company secretary and the authorized representative on October 31, 2022.

Mr. Hong was admitted as a solicitor in Hong Kong in September 2007 and has accumulated over 17 years of experience in the legal profession. Since November 2018, Mr. Hong has been a partner of DeHeng Law Offices (Hong Kong) LLP (formerly known as Chungs Lawyers in association with DeHeng Law Offices) and previously served as a partner of Li & Partners from February 2016 to October 2018.

Mr. Hong has been an independent non-executive director of Jiangsu Lopal Tech. Co., Ltd. (stock code: 2465) and Hong Kong Johnson Holdings Limited (stock code: 1955) since October 2024 and September 2019, respectively. He was the company secretary and authorized representative of Kidztech Holdings Limited (stock code: 6918) from July 21, 2022 to February 24, 2023. He was also the company secretary and authorized representative of Dadi International Group (stock code: 8130) from March 5, 2022 to February 28, 2023. Mr. Hong was the company secretary and authorized representative of Shengli Oil & Gas Pipe Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1080) from December 2013 to June 2021, and was the joint company secretary of Jujiang Construction Group Co., Ltd., the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1459) from September 2015 to July 2020.

Mr. Hong obtained a bachelor of commerce degree and a bachelor's degree in laws from the University of Sydney in June 2003 and May 2004 respectively, and a postgraduate certificate in laws from The University of Hong Kong in June 2005.

CORPORATE GOVERNANCE REPORT

The Board hereby presents this Corporate Governance Report (the "**Corporate Governance Report**") in the Company's annual report for the year ended December 31, 2024.

CORPORATE GOVERNANCE PRACTICES

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 Board endeavors to adhere to the principles of corporate governance and has set and implemented sound corporate governance practices to fulfill the legal and commercial standards in the management structures, internal control, risk management and fair disclosure to achieve effective transparency and accountability.

The Company has complied with the code provisions set out in Part 2 of the Corporate Governance Code (the "**CG Code**") in Appendix C1 to the Listing Rules during the financial year ended December 31, 2024, except for the deviation from code provisions C.2.1 and C.2.7 of the CG Code due to the reasons below:

According to code provision C.2.1 of the CG Code, the roles of chairman (the "**Chairman**") and chief executive officer (the "**CEO**") should be separate and should not be performed by the same individual. Mr. Peng Liang, who has been the CEO since November 5, 2021, was appointed as the Chairman on March 28, 2024. Considering Mr. Peng Liang's experience and in-depth knowledge of the Company's operations, the Board is of the view that it is appropriate and in the best interests of the Company at the present stage for Mr. Peng Liang to hold both positions, which facilitates more effective planning and execution of business strategies. Furthermore, the current composition of the Board, including three independent non-executive Directors, will play an active role in ensuring a balance of power and authority. Since February 28, 2025, Mr. Li Nian has been appointed as the joint CEO with Mr. Peng Liang to jointly oversee and manage the business operation of the Group.

Regarding code provision C.2.7 of the CG Code, the Chairman should at least annually hold meetings with the independent non-executive directors without the presence of other directors. During the financial year ended December 31, 2024, no meeting between the Chairman and the independent non-executive directors without other directors was arranged due to their hectic schedules. However, the Chairman was reachable by email or phone at all times whenever the independent non-executive directors would like to discuss any potential concerns and/or questions, and a follow-up meeting would be arranged if necessary.

The Company will continue to review and monitor its corporate governance practices in order to ensure the compliance with the CG Code, to enhance its corporate governance standard, to comply with the increasingly tightened regulatory requirements, and to meet the rising expectations of the Shareholders and investors.

COMPLIANCE WITH THE REQUIRED STANDARD OF DEALINGS IN SECURITIES

The Company has adopted the Model Code as set out in Appendix C3 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 financial year ended December 31, 2024. The Company continues and will continue to ensure compliance with the code of conduct.

A. DIRECTORS

A.1 Board of Directors

The Company is governed by the Board which is responsible for the leadership and control of the Group, overseeing and managing the Group's businesses and corporate strategic planning. This is achieved by setting up corporate and strategic objectives and policies, and the monitoring and evaluations of operating activities and financial performance of the Group.

All the Directors carry out their duties in good faith and are in compliance with applicable laws and regulations, take decisions objectively and act in the interests of the Company and its Shareholders at all times.

Formal service agreements and letters of appointment have been entered into with the executive Directors and the independent non-executive Directors respectively setting out the key terms and conditions of their respective appointments. The term of office of each Director is three years, subject to re-election.

The insurance cover in respect of legal action against the Company's Directors and senior officers is covered by the existing Directors & Officers Liability Insurance Policy of the Company.

Save as disclosed in the biographies of Directors and Senior Management are set out in the section headed "Biographical Details of Directors and Senior Management" of this annual report, to the best knowledge of the Directors, there is no personal relationship (including financial, business, family or other material/relevant relationship) with any other Directors, the Chairman of the Board and the chief executive of the Company.

A.2 Board composition

The Board currently comprises of the following Directors:

Executive Directors
Mr. Ma Xiaohui *(resigned as Chairman of the Board and Executive Director on March 28, 2024)*
Mr. Peng Liang *(Joint chief executive officer and appointed as Chairman of the Board on March 28, 2024)*
Ms. Luo Xiaomei *(Chief financial officer)*

Independent Non-Executive Directors
Mr. Zhang Peiao *(resigned on October 8, 2024)*
Ms. Lin Ting *(resigned on October 8, 2024)*
Mr. Wang Wenping *(resigned on October 8, 2024)*
Mr. Wang Gao *(appointed on October 8, 2024)*
Mr. Ye Fei *(appointed on October 8, 2024)*
Ms. Song Yi *(appointed on October 8, 2024)*

The biographical details of the Directors are set out in the section headed "Biographical Details of Directors and Senior Management" of this annual report. The Company considers that the composition of the Board is well balanced. Each of the Directors has the relevant experience, knowledge and expertise that can contribute to the business of the Company. The executive Directors oversee the daily operations of the Group while the independent non-executive Directors bring along independent judgment to the decision-making process of the Board.

During the period from January 1, 2024 to December 31, 2024, the Company has complied with Rules 3.10(1) and (2) and 3.10A of the Listing Rules relating to the appointment of at least three independent non-executive directors, representing more than one-third of the Board and at least one of them has appropriate professional qualifications or accounting or related financial management expertise. All independent non-executive Directors also meet the guidelines for assessment of their independence pursuant to Rule 3.13 of the Listing Rules. The Company has received a confirmation of independence from each of the independent non-executive Directors as required under the Rule 3.13 of the Listing Rules. The Company considers all the independent non-executive Directors to be independent.

Since October 8, 2024, Mr. Zhang Peiao, Ms. Lin Ting and Mr. Wang Wenping ceased to serve as the independent non-executive Directors upon expiration of their respective term of appointment, due to their future career development and work planning. Mr. Wang Gao, Mr. Ye Fei and Ms. Song Yi were appointed as independent non-executive Directors with effect from October 8, 2024. For details, please refer to the announcement of the Company dated September 30, 2024.

Each of Mr. Wang Gao, Mr. Ye Fei and Ms. Song Yi has obtained the legal advice referred to in Rule 3.09D on October 8, 2024 and confirmed that they understood their obligations as directors of the Company.

A.3 Chairman and Chief Executive

During the year ended December 31, 2024, Mr. Peng Liang served as the Chairman of the Board and the chief executive of the Company, providing leadership for the Board to ensure its effectiveness and overseeing the strategic business development of the Group. For reasons of our deviation from the CG Code, please refer to our disclosure under "Corporate Governance Practices" in this report.

A.4 Responsibilities and delegation of functions

The Company has formalised and adopted written terms on the division of functions reserved to the Board and those delegated to the management of the Company. The Board reserves for its decision on all major matters of the Company, including the approval and monitoring of all policy matters, overall strategies and budgets, risk management and internal control systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters.

All Directors have full and timely access to the relevant information of the Group as well as the advice and services of the company secretary (the "**Company Secretary**") and senior management of the Company, in order to ensure compliance with the Board procedures and all applicable laws and regulations. Any Director may request independent professional advice in appropriate circumstances at the Company's expense, upon reasonable request being made to the Board. The Board has delegated the responsibility for implementing its corporate strategies and the day-to-day management, operation and administration to the management of the Company under the leadership of the executive Directors. Clear guidance has been made as to the matters that should be reserved to the Board for its decision which include matters on, inter alia, capital, finance and financial reporting, internal control, communication with Shareholders, Board composition, delegation of authority and corporate governance. The Board periodically reviews the delegated functions and work tasks. Prior to entering into any significant transactions, the aforesaid officers have to obtain the Board's approval.

The Board recognizes that corporate governance should be the collective responsibility of the Directors which includes:

(1) to develop and review the policies and practices on corporate governance of the Company and make recommendations to the Board;

(2) to review and monitor the training and continuous professional development of Directors and senior management;

(3) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

(4) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to Directors and employees;

(5) to review the Company's compliance with the CG Code and disclosure in the corporate governance report of the Company; and

(6) to review and monitor the Company's compliance with the Company's whistleblowing policy and anti-corruption policy.

A.5 Appointment, re-election and removal of Directors

All executive Directors and independent non-executive Directors are appointed for a specific term of three years. None of the Directors has a service contract or letter of appointment with the Company or any of its subsidiaries other than the contracts/letters of appointment expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation). All Directors, including the independent non-executive Directors, are subject to retirement by rotation at least once every three years and are eligible for reelection in accordance with the provisions of the Listing Rules and the Articles of Association. At least one-third of the Directors shall retire from office every year at the Company's annual general meeting, provided that every Director will be subject to retirement by rotation at least once every three years.

The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director, provided that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting.

CORPORATE GOVERNANCE REPORT (CONTINUED)

Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

A.6 Board meetings, general meetings and procedures

Pursuant to the CG Code, at least four regular Board meetings should be held in each year. The Board is scheduled to meet regularly at least four times a year at approximately quarterly intervals, to discuss the overall strategy as well as the operational and financial performance of the Company. Other Board meetings will be held when necessary. From January 1, 2024 to December 31, 2024, four Board meetings were held and one general meeting was held.

The attendance records of each Directors are set out below:

	Number of meetings attended in person/ number of Board meetings/ number of general meeting
Mr. Ma Xiaohui(1)	1/1/0
Mr. Peng Liang(2)	5/4/1
Ms. Luo Xiaomei	5/4/1
Mr. Zhang Peiao(3)	4/3/1
Ms. Lin Ting(3)	4/3/1
Mr. Wang Wenping(3)	4/3/1
Mr. Wang Gao(4)	1/1/0
Mr. Ye Fei(4)	1/1/0
Ms. Song Yi(4)	1/1/0

Notes:

(1) Mr. Ma Xiaohui resigned as Chairman of the Board and Executive Director on March 28, 2024.

(2) Mr. Peng Liang was appointed as Chairman of the Board on March 28, 2024.

(3) Mr. Zhang Peiao, Ms. Lin Ting and Mr. Wang Wenping resigned on October 8, 2024.

(4) Mr. Wang Gao, Mr. Ye Fei and Ms. Song Yi were appointed on October 8, 2024.

Board members were provided with complete, adequate and timely information to allow them to fulfill their duties properly.

Schedules for regular Board meetings and meeting agenda are sent to all Directors in advance. Notice of at least 14 days is given for a regular Board meeting. For other Board and committee meetings, reasonable notice is generally given. Board papers together with all appropriate, complete and relevant information are dispatched to all Directors at least three days before each regular Board meeting to ensure that the Directors have sufficient time to review the related documents and be adequately prepared for the meeting.

The Company Secretary is responsible for keeping minutes of all Board and committee meetings. Draft minutes are normally circulated to all Directors for comments within a reasonable time after each meeting and the final version is open to Directors for inspection. The Articles of Association contain provisions requiring Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

A.7 Continuous professional development

All Directors have been given relevant guideline materials regarding the responsibilities and obligations of being a Director, the relevant laws and regulations applicable to the Directors, duty of disclosure of interest and business of the Company and such induction materials will also be provided to newly appointed Directors shortly upon their appointment as Directors to ensure that he or she has a proper understanding of the operation and business of the Company and full awareness of Directors' responsibilities and obligation under the Listing Rules and relevant statutory requirements. All Directors have been provided monthly updates giving a balanced and understandable assessment of the Group's performance, financial position and prospects to keep the Directors' abreast of the Group's affairs in order to discharge their duties. All Directors are also updated from time to time on the latest developments regarding the Listing Rules and other applicable regulatory requirements to ensure compliance and enhance their awareness of good corporate governance practices, as set out in their respective terms of reference which are available on the websites of the Stock Exchange and the Company.

From January 1, 2024 to December 31, 2024, all Directors had participated in continuous professional development in the following manner in compliance with code provision C.1.4 of the CG Code:

Name of Directors	Type of training
Mr. Ma Xiaohui(1)	B
Mr. Peng Liang(2)	B
Ms. Luo Xiaomei	B
Mr. Zhang Peiao(3)	B
Ms. Lin Ting(3)	B
Mr. Wang Wenping(3)	B
Mr. Wang Gao(4)	B
Mr. Ye Fei(4)	B
Ms. Song Yi(4)	B

Notes:

(1) Mr. Ma Xiaohui resigned as Chairman of the Board and Executive Director on March 28, 2024.

(2) Mr. Peng Liang was appointed as Chairman of the Board on March 28, 2024.

(3) Mr. Zhang Peiao, Ms. Lin Ting and Mr. Wang Wenping resigned on October 8, 2024.

(4) Mr. Wang Gao, Mr. Ye Fei and Ms. Song Yi were appointed on October 8, 2024.

A: attending seminars/courses/conference to develop professional skills and knowledge

B: reading materials in relation to regulatory update

A.8 Corporate governance functions

As mentioned in the paragraph A.4 "Responsibilities and delegation of functions" of this report, the Board is responsible for performing the corporate governance duties. During the year, the Board has reviewed the Company's policies and practices on corporate governance and compliance with the CG Code, reviewed and monitored the continuous professional development of the Directors and also reviewed and monitored the Company's policies and practices on compliance with legal and regulatory requirements.

CORPORATE GOVERNANCE REPORT (CONTINUED)

B. BOARD COMMITTEES

The Board has established three Board committees, namely, the Audit Committee, the Nomination Committee, and the Remuneration Committee, to assist them in the efficient implementation of their functions and to oversee particular aspects of the Company's affairs. Specific responsibilities, as set out in their respective terms of reference which are available on the websites of the Stock Exchange and the Company, have been delegated to the above committees and the corporate governance duties as required under code provision A.2 Principle of the CG Code have been performed. All committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

B.1 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 was adopted in compliance with the CG Code on October 8, 2021. The primary duties of the Audit Committee are mainly to (i) review the Company's financial information and monitor the integrity of the Company's financial statements, annual report and accounts, half-year report, and quarterly reports (if prepared for publication) and to review significant financial reporting judgments contained therein before submission to the Board; (ii) manage the relationship with the external auditors, including but not limited to making recommendation to the Board on the appointment, reappointment and removal of external auditors, reviewing and monitoring the external auditors' independence and objectivity and the effectiveness of the audit process, discussing with the auditors the nature and scope of the audit and reporting obligations, and developing and implementing policy on engaging an external auditor to provide non-audit services; (iii) overseeing the Company's financial reporting system, risk management and internal control systems and associated procedures; and (iv) develop, review and monitor the Company's policies and practices on corporate governance issues, including but not limited to training and continuous professional development of Directors and senior management, and the Company's compliance with legal and regulatory requirements and the CG Code.

As of December 31, 2024, the Audit Committee has three members comprising Ms. Song Yi (Chairlady), Mr. Wang Gao and Mr. Ye Fei, all of whom are independent non-executive Directors.

During the period from January 1, 2024 to December 31, 2024, the Audit Committee held four meetings and the work performed by the Audit Committee was summarised as follows:

(1) reviewed the Company's annual results announcement for the year ended December 31, 2024;

(2) reviewed the Company's annual report for the year ended December 31, 2024, which sets out the Group's accounting policies, financial performance and position;

(3) reviewed the findings and recommendations from external auditors;

(4) reviewed the independence of the external auditors and engagement of external auditors;

(5) reviewed the audit plan, internal control plan, the development in accounting standards and their effects on the Group, financial reporting and risk management matters;

(6) reviewed the adequacy of resources, qualifications and experience of staff in the Group's accounting and financial reporting functions; and

(7) reviewed the effectiveness of the Group's risk management and internal control systems.

The attendance records of each committee members are set out below:

	Number of attendance/Number of meetings
Mr. Wang Wenping[(1)]	3/3
Mr. Zhang Peiao[(2)]	3/3
Ms. Lin Ting[(2)]	3/3
Ms. Song Yi[(3)]	1/1
Mr. Ye Fei[(4)]	1/1
Mr. Wang Gao[(4)]	1/1

Notes:

(1) Mr. Wang Wenping resigned as Chairman on October 8, 2024.

(2) Mr. Zhang Peiao and Ms. Lin Ting resigned on October 8, 2024.

(3) Ms. Song Yi was appointed as Chairlady on October 8, 2024.

(4) Mr. Ye Fei and Mr. Wang Gao were appointed on October 8, 2024.

The Company's annual report and annual results announcement for the year ended December 31, 2024 have been reviewed by the Audit Committee. The Audit Committee is of 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.

B.2 Nomination Committee

The Company has established the Nomination Committee on October 8, 2021 with written terms of reference in compliance with the CG Code. The terms of reference was adopted in compliance with the CG Code on October 8, 2021. The primary duties of the Nomination Committee are to (i) review the structure, size, composition and diversity (including without limitation, professional experience, skills, knowledge, age, gender, education, cultural background and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; (ii) determine the policy for the nomination of Directors, identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships, and in identifying suitable individuals, consider individuals on merit and against the object criteria, with due regard for the benefits of diversity on the Board; (iii) assess the independence of independent non-executive Directors; (iv) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board and chief executive officer of the Company, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future; and (v) review the board diversity policy (the "**Board Diversity Policy**"), the measurable objectives that the Board has set for implementing such policy, and the progress on achieving the objectives, and make disclosure of its review results in the corporate governance report annually.

CORPORATE GOVERNANCE REPORT (CONTINUED)

As of December 31, 2024, the Nomination Committee has four members comprising of one executive Director, Ms. Luo Xiaomei (Chairlady) and three independent non-executive Directors, namely Mr. Wang Gao, Mr. Ye Fei and Ms. Song Yi.

During the period from January 1, 2024 to December 31, 2024, the Nomination Committee held two meetings and the work performed by the Nomination Committee was summarised as follows:

(1) reviewed and confirmed the structure, size and composition of the Board and the split between number of executive Directors and independent non-executive Directors remained appropriate for the Board to perform its duties;

(2) reviewed and confirmed the Board has a diverse mix of skills, knowledge, experience and gender;

(3) reviewed the Board Diversity Policy; and

(4) formulated the nomination policy (the "**Nomination Policy**") and made a recommendation to the Board for adoption.

The attendance records of each committee members are set out below:

	Number of attendance/Number of meetings
Mr. Ma Xiaohui(1)	1/1
Mr. Zhang Peiao(2)	2/2
Ms. Lin Ting(2)	2/2
Mr. Wang Wenping(2)	2/2
Ms. Luo Xiaomei(3)	1/1
Mr. Wang Gao(4)	0/0
Mr. Ye Fei(4)	0/0
Ms. Song Yi(4)	0/0

Notes:

(1) Mr. Ma Xiaohui resigned as Chairman on March 28, 2024.

(2) Mr. Zhang Peiao, Ms. Lin Ting and Mr. Wang Wenping resigned on October 8, 2024.

(3) Ms. Luo Xiaomei was appointed as Chairlady on March 28, 2024.

(4) Mr. Wang Gao, Mr. Ye Fei and Ms. Song Yi were appointed on October 8, 2024.

Board Diversity Policy

The Board adopted a Board Diversity Policy on October 8, 2021. With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. All Board appointments will be based on meritocracy, and candidates will be considered against appropriate criteria, having due regard for the benefits of diversity on the Board.

The Company commits to selecting the best person for the role. Selection and nomination of candidates will be based on a range of diversity perspectives, including but not limited to professional experience, skills, knowledge, age, gender, education, cultural background and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. Nomination Committee had made recommendations to the Board on the measurable objectives for implementing the Board Diversity Policy and the Nomination Policy.

The Nomination Committee has considered measurable objectives based on four focus areas: gender, age, professional experience and length of service to implement the Board Diversity Policy. Such objectives will be reviewed from time to time as and when appropriate and at least once a year to ensure their appropriateness and the progress made towards achieving those objectives will be ascertained.

After reviewing the implementation of the Board Diversity Policy, the Company considers that it has been effectively implemented. As of December 31, 2024, the Company has achieved the following measurable objectives set out in the Board Diversity Policy:

- There is at least one female member in the Board: As of December 31, 2024, the Board has two female members and three male members, allowing the Company to achieve the gender diversity of the Board at 40%.

- There should be a reasonable age structure among members of the Board: As of December 31, 2024, members of the Board have a reasonable age structure, with four directors aged 40 to 50 and one director aged 51 to 60.

- Members of the Board should possess relevant professional experience: As of December 31, 2024, members of the Board possess wide range of professional experience, including but not limited to corporate strategic planning, corporate management, finance and financial affairs.

The Nomination Committee will review the Board Diversity Policy as and when appropriate and at least once a year to ensure its continued effectiveness from time to time.

Nomination Procedures

The Nomination Committee identifies individuals suitably qualified to become Board members, having due regard to the Board Diversity Policy, the Nomination Policy and the needs of the Company by considering the skills, knowledge, experience, expertise, etc. of the proposed candidate and assesses the independence of the proposed independent non-executive director, as the case may be. The Nomination Committee then makes recommendation(s) to the Board. The Board considers the candidate(s) recommended by the Nomination Committee, having due regard to the Board Diversity Policy, the Nomination Policy and the needs of the Company. The Board will then confirm the appointment of the candidate(s) as Director(s) or recommends the candidate(s) to stand for re-election at a general meeting of the Company. Candidate(s) appointed by the Board will be subject to re-election by the Shareholders at the next following annual general meeting in the case of an addition to the existing Board or the first general meeting of the Company after his/her appointment in the case of filling a casual vacancy in accordance with the Articles of Association.

Gender Diversity of Employees

The Company strives to achieve gender diversity and gender equality in the workforce (including senior management). As of December 31, 2024, the total workforce of the Company comprised 338 male and 488 female. The Company considers that gender diversity in the workforce has been achieved in 2024.

B.3 Remuneration Committee

The Company established the Remuneration Committee on October 8, 2021 with written terms of reference in compliance with the CG Code. The terms of reference was adopted on October 8, 2021 and updated on December 28, 2022. The Remuneration Committee adopted the approach under code provision E.1.2(c) (ii) of the CG Code to make recommendations to the Board on the remuneration packages of individual Directors and senior management. The primary duties of the Remuneration Committee are to (i) make recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy; (ii) review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives; (iii) make recommendations to the Board on the remuneration packages of individual executive Directors and senior management; and (iv) make recommendations to the Board on the remuneration of non-executive Directors.

As of December 31, 2024, the Remuneration Committee has three members comprising three independent non-executive Directors, Mr. Ye Fei (Chairman), Mr. Wang Gao and Ms. Song Yi. The remuneration of the Directors was determined with reference to the salaries paid by comparable companies and the experience, responsibilities, workload, time devoted to the Group and individual performance of the Directors, as well as the performance of the Group.

During the period from January 1, 2024 to December 31, 2024, the Remuneration Committee held two meetings and the work performed by the Remuneration Committee was summarised as follows:

(1) made recommendations to the Board on the remuneration packages of Directors, senior management and employees of the Group;

(2) reviewed the appropriateness of the remuneration policy;

(3) evaluated the performance of Directors and senior management of the Group;

(4) reviewed and approved the terms of service contracts of the executive directors; and

(5) reviewed and approved the adoption of the Share Award Scheme.

The attendance records of each committee members are set out below:

	Number of attendance/Number of meetings
Ms. Lin Ting(1)	2/2
Mr. Zhang Peiao(2)	2/2
Mr. Wang Wenping(2)	2/2
Mr. Ye Fei(3)	0/0
Mr. Wang Gao(4)	0/0
Ms. Song Yi(4)	0/0

Notes:

(1) Ms. Lin Ting resigned as Chairlady on October 8, 2024.

(2) Mr. Zhang Peiao and Mr. Wang Wenping resigned on October 8, 2024.

(3) Mr. Ye Fei was appointed as Chairman on October 8, 2024.

(4) Mr. Wang Gao and Ms. Song Yi were appointed on October 8, 2024.

Pursuant to code provision E.1.5 of the CG Code, the details of the remuneration of the senior management (including executive directors) of the Company for the year ended December 31, 2024 was set out in Note 38 "Benefits and Interests of Directors" to the consolidated financial statements. The range of remuneration are as follows:

Range of Remuneration (RMB)	Number of Senior Management
1–500,000	1
1,000,001–1,500,000	2
1,500,001–2,000,000	2
4,500,001–5,000,000	1

C. DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Board acknowledges its responsibilities for preparing the Company's financial statements for each financial year and to ensure that the financial statements are prepared in accordance with statutory requirements and applicable accounting standards. The Board also ensures the timely publication of the financial statements in accordance with statutory and/or regulatory requirements. The Directors, having made appropriate enquiries, confirm that they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. The statement by the auditor of the Company about their reporting responsibilities and opinion on the financial statements is set out in the Independent Auditor's Report on pages 76 to 81 of this annual report.

D. RISK MANAGEMENT AND INTERNAL CONTROL

During the year ended December 31, 2024, the Company has complied with Paragraph D.2 of the CG Code by establishing appropriate and effective risk management and internal control systems. The Board is responsible for evaluating and determining the nature and extent of the risks that the Company is willing to take in achieving the Company's strategic objectives, and ensuring that the Company establishes and maintains appropriate and effective risk management and internal control systems. The management is responsible for designing, implementing and monitoring the risk management and internal control systems while the Board oversees the management in performing its duties on an on going basis. The risk management and internal control systems are reviewed annually.

The management, under the supervision of the Board, has implemented and maintained appropriate and effective risk management and internal control system, which aims to manage and reduce (i) risks associated with the Group's daily operations; (ii) risks of failing to achieve business objectives; (iii) risks of asset misappropriation; and (iv) risks of making potential material misstatements or losses. However, the risk management and internal control system can only provide reasonable and not absolute assurance against material misstatements or losses. Main features of the risk management and internal control systems are described in the sections below:

Risk Management System

The Company adopts a risk management system which manages the risk associated with its business and operations. The system comprises the following phases:

- Risk identification: Identify risks that could potentially affect the Group's operation and business.

- Risk evaluation: Analyze the likelihood and impact of risks on the Group's business and evaluate the risk portfolio accordingly.

- Management: Determine the risk management strategies and internal control processes to prevent, avoid or mitigate the risks; monitor the risks on an on-going basis and ensure effective and appropriate internal control processes are in place; report the results and effectiveness of risk management and internal control to the Board regularly.

With regard to the principal risks encountered by the Group, please refer to the paragraph headed "Principal Risks and Uncertainties" under the "Report of the Directors" set out in this annual report.

Internal Control System

The Company has in place an internal control system which enables the Company to achieve objectives regarding effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations. The components of the internal control system framework are shown as follow:

- Control Environment: A set of standards, processes and structures has been implemented to provide the basis for carrying out internal control across the Group.
- Risk Assessment: A dynamic and iterative process for identifying, assessing and analyzing risks to achieve the Group's objectives, forming a basis for determining how risks should be managed.
- Control Activities: Action established by policies and procedures to help ensure that management directives to mitigate risks to the achievement of objectives are carried out.
- Information and Communication: Regular and effective internal and external communication to provide the Group with the information needed to carry out day-to-day controls.
- Monitoring: Ongoing and separate evaluations to ascertain the existence and effective operation of each component of the internal control system.

In order to enhance the Company's system of handling and disseminating inside information, and to ensure the truthfulness, accuracy, completeness and timeliness of its public disclosures, the Company also adopts and implements an inside information policy and procedures. Certain reasonable measures have been taken from time to time to ensure that potential inside information being captured and confidentiality of such information being maintained in order to prevent a breach of a disclosure requirement in relation to the Company, which include:

- The access of information is restricted to a limited number of employees on a need-to-know basis. Employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality.
- Confidentiality agreements are in place when the Company enters into significant negotiations.
- Reporting channels are in place for different operating units to report any potential inside information to designated departments.
- The executive Directors are designated persons who speak on behalf of the Company when communicating with external parties such as the media, analysts or investors and to respond to external enquiries.

Based on the internal control reviews conducted in 2024, no significant internal control deficiency was identified.

Internal Audit Function

The company does not have an internal audit department. The Board reviewed the current situation of the Group and considered that close involvement of the management in daily operations can provide the Group with adequate risk management and internal control, so there is no urgent need to establish an internal audit department. If any significant internal control deficiencies are found in the Group, the Board will review the need to establish an internal audit department.

Effectiveness of the Risk Management and Internal Control Systems

The Board is responsible for overseeing the implementation and managing the risk management and internal control systems of the Company and ensuring review of the effectiveness of these systems has been conducted annually. The review covered all material controls of the Group, including financial, operational and compliance controls. Several areas have been considered during the Board's review, including but not limited to (i) the changes in the nature and extent of significant risks (including ESG risks) since the last annual review, and the Company's ability to respond to changes in its business and the external environment; (ii) the scope and effectiveness of management's ongoing monitoring of risks (including ESG risks) and of the internal control systems; and (iii) the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit, financial reporting functions, as well as those relating to the Company's ESG performance and reporting.

The Board, through its review and the review made by its internal control department and the Audit Committee, concluded that the risk management and internal control systems were effective and adequate. Such systems, however, are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. The Board also considered that the resources, staff qualifications and experience of relevant staff were adequate and the training programs and budget provided were sufficient.

E. INDEPENDENT AUDITOR'S REMUNERATION

The remuneration paid/payable to the independent auditor of the Company for the year ended December 31, 2024 is set out as follows:

Services rendered	Paid/payable RMB'000
Audit services	2,450
Non-audit services	
— Advisory of the Environmental, Social and Governance Report of the Company and other service	170
Total	2,620

F. COMPANY SECRETARY

The Company Secretary is responsible for supervising the company secretary work of the Group. Mr. Hong was appointed as the company secretary and authorized representative of our Company on October 31, 2022. According to Rule 3.29 of the Listing Rules, Mr. Hong confirms that he has received no less than 15 hours of relevant professional training for the year ended December 31, 2024.

Ms. Luo Xiaomei, an executive Director and chief financial officer of the Company, is the primary corporate contact person at the Company.

G. COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Board believes that a transparent and timely disclosure of the Company's information is essential for enhancing investor relations and will enable the Shareholders and investors to make the best investment decision and to have better understanding of the Company's business performance and strategies. The Company endeavours to maintain an on-going dialogue with the Shareholders and in particular, through annual general meetings and other general meetings. The Chairman of the Board and the chairmen of the Board committees will endeavour to meet the Shareholders at the general meetings to answer any questions raised by the Shareholders.

The Company has adopted a Shareholders Communication Policy on October 8, 2021 (the "**Shareholders Communication Policy**") to ensure that Shareholders' views and concerns are appropriately addressed, which will be reviewed on a regular basis annually to ensure its effectiveness. The Shareholders Communication Policy is available on the Company's website for public access.

CORPORATE GOVERNANCE REPORT (CONTINUED)

The Company also maintains a website at www.ujumedia.com where corporate communication documents, other documents issued by the Company which are published on the website of the Stock Exchange, constitutional documents, corporate information, other corporate publications and up-to-date information and updates of the Company's operations, performances and strategies are available to public access. The Company's website serves as a communication platform with the Shareholders and investors.

The Shareholders and investors may also write directly to the Company's principal place of business and headquarters in China at 4/F, Building G, Dongfengdebi WE AI Innovative Park, 8 Dongfeng South Road, Chaoyang District, Beijing, the PRC or via email to ir@ujumedia.com to make any queries. Queries are dealt with in an informative and timely manner.

As of December 31, 2024, the Company has complied with the Shareholder Communication Policy. The Company considers the Shareholder Communication Policy has been effectively implemented as the Company is able to communicate with shareholders timely regarding the information of the Company, such as information on general meetings and other matters, while shareholders can contact the Company in a timely manner through the communication channels published on the Company's website.

H. SHAREHOLDERS' RIGHTS

Procedures for convening extraordinary meeting or class meeting on requisition

The Shareholders of the Company shall follow the procedures as prescribed in Article 64 of the Articles of Association to convene an extraordinary general meeting or class meeting of the Company. Pursuant to Article 64, one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company have the right of voting at general meetings. Such requisition shall be made in writing to the Board or the company secretary of the Company for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

There are no provisions in the Articles of Association or the Cayman Islands Companies Law for the Shareholders to propose new resolutions at general meetings. Shareholders who wish to propose a resolution may request the Company to convene a general meeting in accordance with the procedures set out in the preceding paragraph.

Procedures for raising enquiries

The Shareholders should direct their questions about their shareholdings, share transfer, registration and payment of dividend to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, details of which are as follows:

Tricor Investor Services Limited
Address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
Tel: (852) 2980 1333
Fax: (852) 2810 8185

The Shareholders may at any time make any queries in respect of the Company at the following designated contacts, correspondence address, email address(es) and enquiry hotline(s) of the Company:

Attention:	Board of Directors
Address:	4/F, Building G, Dongfengdebi WE AI Innovative Park, 8 Dongfeng South Road, Chaoyang District, Beijing, the PRC
Email:	ir@ujumedia.com
Tel:	+86 10 6464 2557
Fax:	+86 10 6464 2557

The Shareholders are reminded to lodge their queries together with their detailed contact information for the prompt response of the Company if it deems appropriate.

Pursuant to article 113 of the Articles of Association, no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the principal place of business of the Company or at the Hong Kong branch share registrar and transfer office of the Company. The period for lodgment of the notices required under this article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.

The procedures for Shareholders to propose a person for election as a Director is posted on the website of the Company. Shareholders or the Company may refer to the above procedures for putting forward any other proposals at general meetings.

CONSTITUTIONAL DOCUMENTS

The Memorandum and Articles of Association have been amended to (i) update and bring the Memorandum and Articles of Association in line with the amendments to the Listing Rules in relation to the expanded paperless listing regime and electronic dissemination of the corporate communications by listed issuers and (ii) make housekeeping changes. The amendments were approved by way of a special resolution at the annual general meeting of the Company held on May 31, 2024, and the new Memorandum and Articles of Association have become effective since May 31, 2024. Save for the above, there was no other significant change in the Memorandum and Articles of Association during the year ended December 31, 2024. The Memorandum and Articles of Association is available on the respective websites of the Company and the Stock Exchange.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

1. ABOUT THIS REPORT

This report aims to objectively and fairly reflect the environmental, social and governance (ESG) performance of UJU HOLDING LIMITED (hereinafter the "**Company**") and its wholly-owned subsidiaries (hereinafter the "**Group**" or "**we**") in 2024. It is recommended that the governance section be read in conjunction with the Corporate Governance Report section in the 2024 annual report.

Reporting Boundary

Unless otherwise stated, this report covers the ESG performance of businesses directly operated and managed by the Group. This report covers the period from 1 January 2024 to 31 December 2024 (the "**Reporting Period**" or the "**Year**"), some content may be outside this scope.

Basis of Report Preparation

This report is prepared in accordance with the requirements of the *Environmental, Social and Governance Reporting Code* (the ESG Reporting Code) set out in Appendix C2 to the *Rules Governing the Listing of Securities on the Stock Exchange* and follows the principles of "materiality", "quantification", "balance" and "consistency" set out in the *ESG Reporting Code*.

Materiality: We conduct materiality assessments in accordance with the *ESG Reporting Code*. Our work procedures include: (i) identifying relevant ESG issues; (ii) assessing the materiality of issues; (iii) reviewing and confirming the assessment process and results by the Board. We report ESG issues based on the results of the materiality assessment. For details of the materiality assessment, please refer to the section headed "Stakeholder Engagement" below, and details on climate-related risks and opportunities can be found in the "Green Operation" section below.

Quantification: This report follows the *ESG Reporting Code*, refers to applicable quantitative standards and practices and adopts quantitative methods to measure and disclose applicable key performance indicators. The measurement standards, methods, assumptions, and/or calculation tools of the key performance indicators in this report, as well as the source of conversion factors used, have been described in the corresponding locations (where applicable). For details of relevant environmental objectives, please refer to the section headed "Green Operation" below.

Balance: This report discloses both positive and negative information objectively to ensure the presentation of an unbiased picture of the Group's ESG performance during the Reporting Period.

Consistency: This report maintains consistency in disclosure scope and period, facilitating long-term assessment of the Group's ESG performance by investors and stakeholders. Changes in this report that may affect meaningful comparisons with previous reports, if any, have been described in the corresponding sections.

Source of Information and Reliability Assurance

The information and cases in this report are mainly from statistical data and relevant documents. The Group undertakes that this report does not contain any false information or misleading statement, and is responsible for the truthfulness, accuracy, and completeness of its contents.

Access and Response to the Report

This report is available in Traditional Chinese and English for readers' reference. In case of any inconsistency, the Traditional Chinese version shall prevail. The electronic version is available on the website of Stock Exchange at www.hkexnews.hk and that of the Group at https://www.ujumedia.com. If you have any comments or suggestions on the Group's ESG management, please contact us by email ir@ujumedia.com. We look forward to receiving your valuable opinions.

2. STATEMENT OF THE BOARD

The Board supervises the Group's ESG-related matters, confirms the Group's ESG governance structure and strategy, and assumes full responsibility for the Group's ESG matters. An ESG working committee has been established by the Group as the ESG management body to conduct daily management on ESG matters and report to the Board. At the ESG execution level, the ESG execution team formed by members from each functional department is responsible for the development, implementation and execution of various ESG strategies.

The Group attaches great importance to the potential impact of ESG-related risks on the Group and any opportunities thereof. The Board oversees the assessment of ESG-related risks and opportunities, and ensures that appropriate and effective ESG risk management and internal supervision systems are in place. The Group has formulated an ESG management strategy to support the smooth execution of our overall business strategy, and the Board carries out regular review on the ESG management strategy. The Group has conducted a materiality analysis of ESG-related issues concerned by stakeholders, and the Board has participated in the evaluation, priority and management of important ESG issues.

The Group has set environmental and social targets that are relevant to its business and the Board regularly reviews the progress of achieving the targets.

3. ESG GOVERNANCE

3.1 ESG Management

As the market leader in domestic online short video marketing solutions, the Group adheres to the concept of "excellent quality, very reliable" by deeply cultivating the short video ecosystem, and is committed to developing with high quality while actively fulfilling our corporate social responsibilities; integrating ESG management into our daily operations; promoting green operations; adhering to the people-oriented principle; optimising products and services; strengthening supplier management, paying attention to incorrupt operations and community investment; and continuously improving the Group's ESG performance. At the same time, we communicate our ESG philosophy to stakeholders, and it is our hope to work together with stakeholders to implement ESG philosophy and promote the sustainable development of the industry and ourselves.

3.2 Stakeholder Engagement

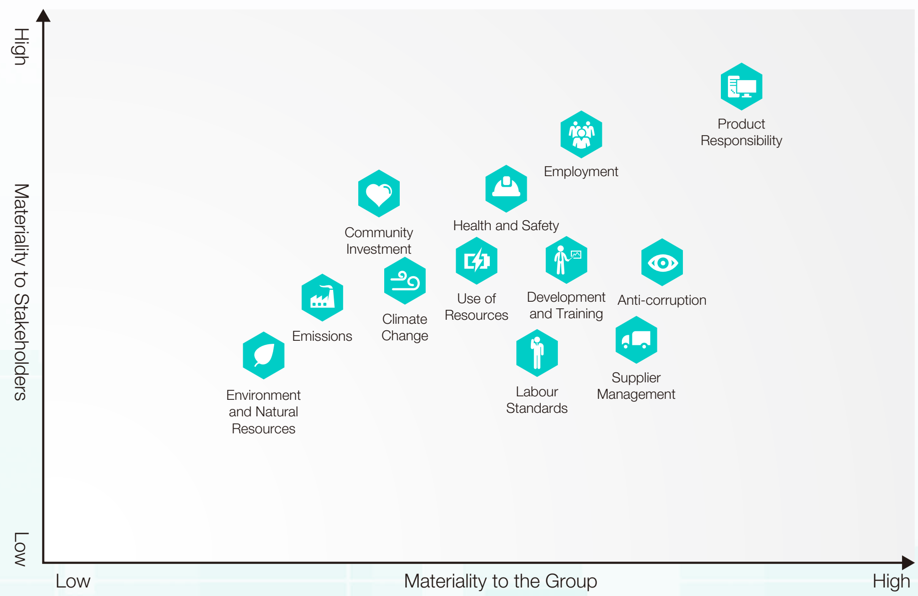
The Group attaches great importance to the communication with stakeholders and has established an effective communication mechanism and diversified communication channels by keeping abreast of the concerns and feedback of stakeholders, evaluating the Group's ESG performance objectively and comprehensively, and adopting practical actions to respond to the expectations of stakeholders in a targeted manner.

Stakeholders	Key Concerns	Communication Channels
Government and regulatory authorities	Product Responsibility, Anti-corruption, Emissions, Employment, Health and Safety	Official correspondence Policy consultation Featured reports Information disclosure
Shareholders and Investors	Product Responsibility, Anti-corruption, Use of Resources, Climate Change	General Meeting Internal announcements Announcements and circulars Company activities
Employees	Employment, Labour Standards, Health and Safety, Development and Training	Communication meetings Internal announcements Employee feedback mechanism

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

Stakeholders	Key Concerns	Communication Channels
Customers	Product Responsibility, Anti-corruption, Use of Resources	Customer service feedback Customer feedback activities Membership services Exhibition Satisfaction survey
Suppliers	Supplier Management, Anti-corruption	Supplier cooperation negotiation and cooperation agreements Regular communication Business meetings
Media and Non-Government Organizations	Product Responsibility, Emissions, Use of Resources, Climate Change, Employment, Community Investment	Social media Press conferences Press interviews Advertising
Community	Community Investment	Public welfare activities Community activities Company website and announcements

On the basis of the *ESG Reporting Code*, we identified ESG issues based on the communication results with various stakeholders, macro policies, and social concerns; analysed the importance of relevant ESG issues; and obtained the Group's materiality assessment matrix to ensure that the information disclosed in this report fully covers the key issues of concern to the Group and stakeholders.



Materiality Issue Matrix

4 GREEN OPERATION

The Group strictly follows the requirements set out in the *Environmental Protection Law of the People's Republic of China*, the *Energy Conservation Law of the People's Republic of China* and other environmental protection laws and regulations; actively implements green workplace policies; promotes a number of energy-saving and consumption-reducing measures; strengthens emission control, pays attention to the low-carbon development and climate change, continuously improves employees' awareness of environmental protection, and fully promotes green operations.

4.1 Resource Conservation

The resources used in the Group's daily operations mainly include electricity, gasoline, diesel oil and water. To improve the efficiency of resource utilisation, the Group has formulated the *Enterprise Energy Conservation and Emission Reduction Management Regulation* to guide resource-saving and the efficient use of resources and promote meticulous energy consumption management in the office area. During the Year, our resource conservation measures mainly include:

Electricity management	Set the weather conditions and temperature of air conditioners to reduce unnecessary energy consumption; at the same time, regularly clean the fan coils, filters, and other devices of the air conditioning system, to avoid high energy consumption operation and unnecessary equipment damage through timely maintenance and care of air conditioning equipment.
	Make sure computers, printers, fax machines, photocopiers and other equipment shall only be turned on when necessary or set to automatic energy conservation status, so as to reduce and avoid electrical equipment being in standby mode for a long time, while at the same time turn off the power of various electrical appliances consciously after work.
	The administrative department arranges special personnel to inspect the meeting room in the morning and in the afternoon on a daily basis and turn off the lights and lamps in unoccupied meeting rooms.
	Eliminate high-energy-consuming lamps and opt for energy-saving lamps before or when replacing lamps.
	Implement adaptive workspace management strategies based on regional workforce distribution to optimise energy efficiency through space utilisation.
Water management	Strengthen the daily maintenance and management of water equipment, regularly check and repair water taps, water heaters and water supply facilities, and prevent leakage and long-flowing water.
	Strengthen the awareness of water conservation and use energy-saving faucets and water-saving toilets.
Reduce paper usage in office	Reuse printing wastepaper and promote double-sided printing unless necessary.
	Promote the mode of online workspace, and make all daily office process approval online.
Promote green travel	Replace fuel official vehicles with new energy vehicles.
	Optimize shuttle bus routes and reduce the frequency of shuttle buses.

In order to ensure the effective implementation of management measures, we have arranged for relevant personnel to conduct regular inspections and maintenance. At the same time, the Group actively carried out publicity activities of resource conservation, posted promotional slogans in office buildings to raise employees' environmental awareness of energy and water conservation. In addition, we encourage employees to use green commuting options for their daily commute to and from work in order to practice green living together.

4.2 Emission Management

Based on the business operation model of the Group, the emissions generated by us are mainly greenhouse gases, hazardous waste (such as waste toner cartridges and ink cartridges) and non-hazardous waste (such as office waste and kitchen waste). We abide by the *Environmental Protection Law of the People's Republic of China*, the *Law of the People's Republic of China on the Prevention and Control of Environmental Pollution by Solid Wastes*, the *Administrative Measures for Environmental Pollution by Wastes* and other laws and regulations, strictly regulate emissions management, reduce the amount of greenhouse gases and wastes generated in a committed manner, and reduce the pressure on the ecological environment.

For non-hazardous waste, we strictly follow the waste classification requirements of the operating sites where the offices are located and arrange cleaning staff to classify and collect the office waste and kitchen waste generated in the offices on a daily basis, which will be sent to the designated collection stations in the office area after classification, and then transported by municipal departments for harmless treatment. For hazardous waste, we collect and store them separately, and hand them over to qualified third-party companies for recycling. In addition, we actively promote waste classification knowledge and encourage employees to classify household waste.

4.3 Response to Climate Change

In the face of the frequent extreme weather events across the globe and their increasing impact on social economic activities, we are well aware of the potential risks brought by climate change. In this regard, we actively respond to the green and low-carbon policies, closely monitor industry development trends, actively identify and mitigate climate risks, and seize opportunities presented by the low-carbon transformation while gradually strengthening the operational resilience of the Group's businesses in climate-related areas.

Extreme weather caused by climate change, such as floods, snowstorms and typhoons, may threaten our business continuity and pose challenges to the protection of employees' health and safety. At the same time, the chronic risks brought by climate change, such as gradual temperature rise and drought, may increase the energy consumption of the Group's office operations and operating costs. In order to avoid and minimise any property loss and casualties caused by extreme weather, we understand the information of adverse weather, such as rain, snow, fog, and ice, publish information in a timely manner according to the requirements of relevant management departments, conduct in safety inspection during adverse weather periods, arrange safety inspections on various departments and safety publicity, to ensure safe operations during extreme weather. In order to cope with extreme rain and snow, we lay anti-slip mats in the office area, while transforming step ladders into anti-slip ladders.

Under the long-term trend of green development and low-carbon transformation, in order to strengthen compliant operations, we have arranged dedicated personnel to track and interpret laws, regulations and policies, and to conduct environmental risk assessments on the Group's business. At present, the Group has not identified any significant potential environmental risks. In order to practise low-carbon operations, when purchasing office electronic products such as computers, printers and air conditioners, we will give priority to equipment with lower energy efficiency. We have also produced and published short videos and other multimedia contents in order to promote green and sustainable philosophy and with the aim of raising public awareness of environmental protection and low-carbon lifestyles.

4.4 Environmental Targets and Performance

As the Group operation does not involve the production of physical products, we consider that our operation exerts a limited impact on the environment and natural resources. In order to further implement the company's concept of energy conservation and emission reduction, optimise resource allocation, and promote energy conservation and carbon reduction and continuous improvement of the ecological environment, we have formulated clear environmental targets, and implemented continuous monitoring and evaluation mechanisms.

Relevant environmental targets	Fulfilment of performance targets
Energy saving and emission reduction targets: • Newly purchased computers, mobile phones, printers, network equipment and other electronic equipment meet the level 1 energy efficiency requirements; • Select energy-efficient LED lighting when renovating new office areas or replacing lighting fixtures; **Water-saving targets:** • Use energy-saving taps and energy-saving flush toilets; **Waste reduction targets:** • Supervise employees to achieve 100% classification of household waste; • Increase paper usage efficiency and reduce paper usage; • Establish a special area for hazardous waste, achieve 100% recycling of waste toner cartridges and waste ink cartridges, etc.	In 2024, relevant environmental targets have been fully achieved. In 2025, the Group will continue to make it our target, to conduct environmental management.

Key Performance Indicators[1, 2]: Resources and Emissions

Indicators	2024 Data
Comprehensive energy consumption[3] (MWh)	576.50
Intensity of energy consumption (MWh/m^2)	0.07
Purchased electricity (MWh)	647.73
Gasoline consumption (L)	2,844
Diesel consumption (L)	945
Greenhouse gas emissions[4] (tonnes $CO2_e$)	317.97
Scope 1 greenhouse gas emissions (tonnes $CO2_e$))	8.50
Scope 2 greenhouse gas emissions (tonnes $CO2_e$)	309.47
Intensity of greenhouse gas emissions (tonnes $CO2_e/m^2$)	0.04
Hazardous waste (tonnes)	0.01
Hazardous waste intensity (kg/m^2)	0.0013
Non-hazardous waste (tonnes)	71.59
Intensity of non-hazardous waste produced ($tonnes/m^2$)	0.009

Note:

1. The statistical scope of resource consumption and emissions of the Group covers the main offices located in Beijing, Shanghai, Guangzhou, Hangzhou, Wuhan, Chongqing and Hainan.

2. The water sources used are mainly municipal tap water and purchased barrelled drinking water. We do not have any issue in sourcing water that is fit for purpose. Drinking water is used to meet the basic living needs of employees, We share public facilities with other companies to use tap water. It is therefore not possible to which cannot be individually measured and statistically analysed. Considering the principle of materiality and the accuracy of information, KPI A2.2 water consumption in total and intensity are not disclosed in this report. As our operations do not involve the production of physical products, KPI A2.5 total packaging materials used for finished products are not applicable and are not disclosed in this report.

3. The energy used by the Group is mainly electricity consumed for office operations and diesel, gasoline consumed for self-owned vehicles. Comprehensive energy consumption is calculated based on the conversion factors in accordance with the *General Rules for Calculation of Comprehensive Energy Consumption* (GB/T 2589–2020).

4. Due to its business nature, the significant air emissions of the Group are greenhouse gas emissions, which are mainly generated from the use of electricity generated by fossil fuel combustion and its conversion. Greenhouse gas emissions data is presented in carbon dioxide equivalent and is calculated based on the *Announcement on the Release of the 2022 Electricity Carbon Dioxide Emission Factor and the 2019 Refinement to the 2006 IPCC Guidelines for National Greenhouse Gas Inventories* issued by the Ministry of Ecology and Environment of the People's Republic of China. This year, due to the reduction in the consumption of gasoline and diesel, there has been a corresponding decrease in Scope 1 greenhouse gas emissions.

5. EMPLOYMENT AND LABOUR PRACTICES

The Group adheres to the people-oriented principle, paying attention to the quality of life and development needs of employees while respecting and protecting the rights and interests of each employee. We are committed to continuously improving our employees' sense of happiness and sense of belonging. We endeavour to create a healthy and comfortable working environment, a fair and impartial promotion system for our employees, establish a mechanism for the growth of diversified talents, and achieve joint development of the Group and its employees.

5.1 Employment Management

The Group strictly follows the *Labor Law of the People's Republic of China*, the *Law of The People's Republic of China on Employment Contracts*, the *Social Insurance Law of the People's Republic of China*, the *Law of the People's Republic of China on the Protection of Rights and Interests of Women*, the *Provisions on the Prohibition of Using Child Labour*, and *the Law of the People's Republic of China on the Protection of Minors* and other relevant laws and regulations, and strives to protect the legitimate rights and interests of employees.

Legitimate employment

The Group has formulated the *Employee Handbook* in accordance with relevant laws to systematically regulate employee recruitment, resignation, working hours, remuneration and benefits, holiday arrangements, promotion, etc., and has made clear provisions on the job duties, compensation structure, labour conditions, etc. in the labour contract to ensure fair and legal employment.

We adopt diversified recruitment channels, including internal recruitment, campus recruitment, social recruitment, etc. During the recruitment process, we always adhere to the principle of fairness and do not treat job applicants differently based on their race, age, gender, marital status, social class and religious belief, and verify the identity information of employees to ensure that employees participate in work on a voluntary basis, and resolutely eradicate forced labour and illegal employment of child labour. When an employee resigns, we will go through relevant resignation procedures for the resigned employee in accordance with relevant laws and regulations to ensure a smooth transition of their rights and interests.

With regards to child actors by the Group, we always follow the formal standardised collaboration process, sign formal cooperation agreements through legally compliant, officially recognised channels, and with the knowledge and consent of both the child and their guardians. In collaboration with the guardians, we make a joint commitment to the child's full and healthy development, ensuring that their daily lives and studies are not disrupted while they participate in performing activities.

In the event of non-compliance of forced labour or illegal employment of child labour, we are determined to handle them in accordance with laws and regulations, take remedial measures in a timely manner, and properly arrange forced labour or child labour.

The Group sets employees' work and rest time in accordance with the applicable laws and regulations. Employees are entitled to statutory annual leave, sick leave, maternity leave, marriage and funeral leave, etc. that are stipulated in the contracts so as to help employees achieve a good work-life balance. At the same time, the Group has formulated a sound overtime management system to fully protect the legitimate rights and interests of employees.

Key Performance Indicators: Employment

Indicators		2024 Data
Total workforce (person)		826
Total workforce by employment type (person)	Labour contract employees	699
	Employees under internship agreements	127
Total workforce by gender (person)	Male	338
	Female	488
Total workforce by age group (person)	Aged below 30 (exclusive)	636
	Aged 30 to 50 (exclusive)	187
	Aged 50 and/or above	3
Total workforce by geographical region (person)	Mainland China	823
	Hong Kong, Macau and Taiwan	3
	Other countries and regions	0
Total employee turnover rate		16.90%
Employee turnover rate by gender	Male	17.76%
	Female	16.30%
Employee turnover rate by age group	Aged below 30 (exclusive)	17.72%
	Aged 30 to 50 (exclusive)	14.22%
	Aged 50 and/or above	0%
Employee turnover rate by geographical region	Mainland China	16.95%
	Hong Kong, Macau and Taiwan	0%
	Other countries and regions	0%

Remuneration and benefits

The Group has established a clear compensation management system in accordance with local laws and regulations and provides employees with competitive remuneration and benefits based on the evaluation of workability and performance with reference to the Group's operating performance and the market level.

In addition, we care about the needs of employees and provide them with diversified benefits. We pay five social insurance and one housing fund for all employees, and cooperate with employees in handling work and residence permits and points settlement in accordance with local policies.

In order to understand the demands of employees, we have set up a diversified and efficient communication mechanism, such as via telephone, email and social media. We listen to employees' opinions, suggestions, and demands promptly, and give feedback in a timely manner.

5.2 Occupational Health and Safety

The Group is committed to providing employees with a healthy and safe working environment in strict compliance with the *Fire Protection Law of the People's Republic of China* and the *Law of the People's Republic of China on the Prevention and Control of Occupational Diseases* and other relevant laws and regulations. In daily operations, we continue to optimise the safety management of our work areas, including electricity, water and fire protection, etc., to ensure a safe, clean and orderly office environment.

To enhance employees' awareness and ability to respond to emergencies and effectively protect employees' occupational health and safety, the Group organizes fire drills every year, and conducts safety awareness training, covering topics such as occupational hazards prevention and workplace safety. In addition, we actively advocate the concept of healthy life and encourage employees to participate in outdoor sports according to their own health status, to strengthen their bodies and enjoy themselves.

There were no work-related fatalities in the Group from 2021 to 2024 while the number and rate of work-related fatalities that occurred were all zero. This year, the Group has 4 working days lost due to work-related injury[1].

5.3 Employee Development

The Group attaches great importance to the growth and development of employees, and provides staff with clear career development paths and help to improve their skills and quality through diversified evaluation promotion channels and comprehensive talent cultivation training system, achieve their individual value.

Employee Promotion

We are committed to the systematic management of employee career development, formulated the *Promotion Management Manual*, and set up two promotion paths of professional channels (P series) and management channels (M series) to encourage employees to develop through multiple channels. When promoting employees, we adhere to the principle of "strict selection and level-by-level promotion" and select outstanding employees. We aim to select employees with excellent values and strong workability, and strive to provide a fair and sufficient promotion room for every employee to showcase their talents.

When there is a job vacancy within the company, we will recruit talent through various channels and give priority to internal promotion or transfer, so as to encourage diversified development of employees.

1 Number of working days lost due to accidents recognised by the local Human Resources and Social Security Office.

Employee Training

The Group has established a systematic training system, and regularly carries out training activities covering all employees, such as the publicity and implementation of the Group's management system, lectures on corporate culture introduction, general onboarding training and knowledge and skills training, etc. In addition, we have also set up tailor-made special training for employees from different business departments and different types of job positions, aiming to improve employees' professional skills, occupational quality and leadership, so as to achieve their competitiveness enhancement.

- *Onboarding training for new employees*
  In order to help new employees quickly adapt to their positions, we require all new employees to participate in the onboarding training and set up corresponding class schedules for different business segments.

- *Lecturer Management*
  According to talent development needs, the Group integrates the lecturer resources to set up a lecturer group, promotes the corporate culture and shares the management knowledge, at the same time, forges the comprehensive capabilities of the management. The lecturer group is composed of experts and part-time lecturers with excellent performance in the Group's centres and departments. Adhering to the principle of "focusing on ability, course innovation, training practice, professionalism and efficiency", the lecturer group focuses on the development of trainees' training courses and post-acceptance, and establishes the Group's unique knowledge system and learning organization. In order to improve the overall performance of the lecturer group, we have established a management system for lecturer qualification certification, and strictly select lecturers. The pre-selected lecturers shall give a lecture on the course, and the judges will select qualified lecturers for qualification and certificate issuance.

- *Management Courses*
  Relying on the company's talent development strategy and taking the opportunity of annual talent review, we have established a number of management training courses to provide multi-dimensional empowerment training for different levels of management.

- *Training for management trainees*
  We recruit outstanding college students through campus recruitment during the graduation season every year, formulate tailor-made training plans and provide professional training for them to grow fast and integrate into the corporate culture. We have formulated a Management trainee training programme (also known as the "UMT" programme) to train fresh graduates who are highly competent and have high recognition of the Group, The management trainee programme focuses on "strict entry and exit, dedicated training, hard work and practice", and sets up multiple sessions such as job rotation learning, senior management dual-mentorship, regular job training, management ability practice, so as to gradually create UJU talent pool. We provide management trainees with more development opportunities, including but not limited to undertaking and participating in key projects and strategic projects of the Group, which can help them obtain broader and more diversified room for development.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

Key Performance Indicators: Development and Training

Indicator		2024 Data
The percentage of employees trained by gender	Male	76.04%
	Female	82.17%
The percentage of employees trained by ranking	Management	62.14%
	Other	82.16%
The average training hours completed per employee by gender (hours/person)	Male	6.74
	Female	8.14
The average training hours completed per employee by ranking (hours/person)	Management	6.26
	Other	7.76

5.4 Employee Care

We pay close attention to the physical and mental health and needs of our employees and are committed to creating a harmonious and comfortable working environment. The Group fully respects employees' suggestions in terms of office area planning and design, and provides facilities such as a fitness room and common room in the industrial park, comfortable office tables and chairs, environmental protective carpets, a fresh air system and LED lighting, to create a healthy and comfortable workspace. At the same time, we also provide our employees with refrigerators, microwave ovens, water dispensers, snack cabinets, coffee machines, and health check-up machines. We have a nursery room and offer free shuttle bus services in order to provide employees with convenience. In addition, we hold various events, such as birthday parties, sporting clubs, and offer gifts to employees on the Mid-Autumn Festival and Qixi Festival, so as to alleviate their work pressure and create a work-life balanced workplace and car for each employee.

Festival activities for our employees

6. PRODUCT RESPONSIBILITY

The Group focuses on product quality and places emphasis on providing customers with high quality online short video marketing solutions. With a customer-centric approach, we implement strict context management protocols to continuously enhance product quality and innovate product formats. In addition, we attach great importance to the protection of intellectual property rights and information security through a series of effective reinforcement measures, fully fulfilling our corporate product responsibility.

6.1 Product Quality Management

We strictly follow the *Advertising Law of the People's Republic of China* and the *Provisions on the Ecological Governance of Internet Information Content* and other national laws and regulations on network supervision, formulate the management measures through the *Use, Procurement and Infringement Punishment System of the Creative Centre for Copyright Materials*, strictly implement the production standards of short video content, continuously strengthen the management of the purchase and use of materials, strengthen content review, ensure the compliance of product content, and continuously prevent infringement.

Content Management

To create a good network environment and safeguard the interests of the Group and that of its customers alike, we strictly control the health and authenticity of the product content, and focus on the following aspects:

- All promotion content and relevant links shall not contain any content that violates relevant national laws, regulations, departmental rules, policies regulatory requirements, public order and good customs and international treaties recognized or acceded to by the People's Republic of China (including but not limited to any content that endangers national security, obscenity or pornography, false, insulting, defamatory, intimidating or harassing, etc.), or contain links that direct to such content during the promotion process;

- The promotion content and relevant links (including the audio, video, pictures, mini elements and portraits used), as well as the adaptation and quotation of others' works, shall not infringe the property rights, personal rights, intellectual property rights, trade secrets or other legitimate rights and interests of other individuals, companies, or entities. The adoption of unauthorised materials and website materials that claimed to be copyright protected, as well as the random transfer and spoofing of unauthorised works are strictly prohibited to prevent any controversies, legal disputes, administrative penalties, litigation or arbitration, etc.;

- The relevant parts of the content to be promoted such as text, pictures, links, and the websites to which the link refers must be consistent and relevant, and the overall effect of the promotion will not cause misunderstanding by the media or customers;

- All contents and websites for promotion (including but not limited to the specific contents of the promotion links and website information) must be true, accurate, timely, effective, detailed complete and consistent with the actual situation;

- After the designated promotional content is launched online, the above-mentioned prohibited content shall not be presented by any means, including but not limited to modifying the content of the website, setting up website redirection, setting up malicious programme code, setting up viruses and offsite displays;

- During the promotion process, illegal or cheating activities shall not be taken to increase the click rate of the promotion website or obtain improper trading opportunities.

Content Review

To further strengthen the content safety of the platform, we firmly oppose any form of false publicity, and have established a comprehensive internal review mechanism and process to fully inspect and review various links such as script writing, real-location shooting, post-editing, operation review, and media review, so as to ensure that the content of the materials would be in line with universal and positive values. At the same time, we have implemented a warning text prompt mechanism for content with potential risks or ambiguities, which provides clear information guidance to consumers to avoid any possible misinterpretation and ensure the health and safety of advertisements. In addition, the Group has established a multi-level review mechanism to ensure that only products that have passed the review of various management departments, such as innovation creative, operations, and other management departments can be launched online, thus creating a good ecosystem for content creation.

We will timely track the review rules of the materials published on the platform, collate and summarise the key points, and regularly review the compliance of materials and content to ensure the product content has promoted correct values, and avoid the use of absolute terms (such as "fastest, best, first", etc.) and other inappropriate words. When illegal materials and content are found, we give priority to the handling of withdrawal for offline modification, re-submit for review, upload and post to remove the illegal content in a timely manner and ensure the health and safety of product content.

As the Group's operation does not involve the production of physical products, KPI B6.1-Percentage of total products sold or shipped subject to recalls for safety and health reasons does not apply to the Group, which is not disclosed in this report.

Emergency Response

In response to sudden public sentiment, platform failure and other emergencies, the Group has established a sound emergency response mechanism to clarify reporting rules for the corresponding teams of the incident and actively prevent and mitigate risks, reflecting our responsible attitude towards society and customers. When an unexpected event occurs, the Group will:

- Promptly establish an incident response team to fully understand the incident information and quickly sort out the causes, process, and consequences;
- Update with customers in the first place, actively communicate with the platform media, and promptly provide effective contingency plans or response measures, including removing, revising and reshooting product content, to reduce the negative impact of the incident;
- After the incident is handled, the responsibility of the incident shall be investigated in accordance with the internal regulations, and all employees shall be educated and trained to summarise the cause and experience in handling the incident, so as to avoid the recurrence of similar issues.

6.2 Product Optimization and Innovation

As a provider of short video products, we continuously pursue innovation and creativity, and keep pace with the times by introducing AI technology. We are committed to creating unique and high-quality short video experiences for our customers, and supporting them with a high level of innovation. To improve marketing efficiency and effectiveness, we conduct an in-depth analysis on the placement results of advertising content, and reasonably balance the production cost and time cost of the materials on the basis of customer satisfaction. Our approach integrates high-quality, innovative production ideas at every stage of short video creation, trend dynamics, and intelligent technologies.

We mainly optimize and innovate the following short video creation processes:

- Script direction: Confirm the style of shooting through independent innovation or reference to excellent advertising cases in the market, and leveraging AIGC for intelligent script creation;

- Script structure: Adhere to the principles of attractiveness, trust, and action, and attract attention in the shortest time, to achieve the story structure of "starting-undertaking-transfer-closing";

- Actor performance: Adjust the actors' speed of speech, expressions, and movements according to the script style, while leveraging digital humans to efficiently perform the script content;

- Concise lines: The emphasis should be concise and clear content, to avoid excessive and awkward lines and maintain a smooth rhythm;

- Use of camera: Use different scenes (such as close-ups, and panoramic shots) and camera movements (such as pushing, pulling, shaking, moving, lifting, etc.) to show different emotions and relations;

- Editing and packaging: Based on the needs of customers, different video styles are presented using sound mixing, colour tone, montage, artistic characters, etc. While leveraging AI technology to standardize workflow, create template-based solutions, and efficiently assemble high-quality video outputs;

- Costume and make-up props: Different apparel and props are selected according to characters and scenarios that portray the images of characters and the atmosphere of the scene.

At the same time, the Group pays attention to the needs of the viewers of advertisements, understands the true sore points from the comments, and combines with the focus of media users to launch new product functions, so as to promote the iterative innovation of products. We regularly analyse the behaviour information of media users when they are watching videos, continuously optimise the video content, and launch tailor-made products according to the analysis of audience groups for accurate placement and constant launch of popular content.

We have set up an online short video research centre focusing on the research of the structure, elements, drafting and consumer profiles of popular online short videos, expecting to discover the patterns and modes behind these trends to develop quality short videos that are trendy and satisfy users' needs.

We leverage AI-powered tools to enhance advertising assets across multiple dimensions, such as Digital Humans, Voice Cloning, Text-to-Image, and Text-to-Video technologies:

- Video Dubbing: Utilize TTS technologies such as GPT-SoVITS, we replicate proprietary voice tones and support multilingual or dialect customization to ensure seamless synchronization with visuals and elevate immersion.

- Industry-Specific One-stop Solution: By adopting ComfyUI, Flux and other advanced tools, we boost production efficiency for industries such as novel content creation, enabling high-quality, low labour-cost rapid delivery.

- Data Analysis and Feedback: Leverage AI tools to analyse user behaviour, optimize content structure, and implement precision targeting for customized products, while continuously delivering high-quality short videos aligned with popular trends.

6.3 Responsible AI Applications

AI technology has been gradually applied to the internet marketing industry, and its inclusiveness and security have become the focus of social concern. We fully understand that maintaining a fair, just and healthy relationship among the media, advertising customers, and consumers is the foundation for the sustainable operation of the industry. Therefore, we have adopted multiple technology measures and are committed to ensuring that the applications of AI technology fully reflect inclusiveness in terms of gender, religion, and ethics, as well as the security of the data collected, processed and stored. In order to better leverage AI technology and while managing, our business has implemented the following security and compliance actions:

- Reviewed advertising materials for key clients;

- Conducted secondary reviews of copy and script content using LLM technology, covering both legal compliance such as advertising laws, and universal ethical standards such as public order and morality;

- Employed external technologies for pre-examination of advertising materials to uncover potential risks before deployment.

In addition, we maintain communication with all on the applications of AI technology to enhance trust and minimise misunderstanding.

Given the fact that technological reform may bring about changes to workflow or organisational structure. Given the fact that technological reform may bring about changes to workflow or organisational structure, we regularly assess the impact of these changes on employees and provide necessary training to support employees in overcoming challenges through adaptive learning and ensure that the team members can make a smooth transition to the new work environment.

6.4 Customer Feedback Management

In order to continuously improve the customer service experience, the Group has established a dedicated professional customer service team and created smooth customer communication channels, ensuring proactive listening and timely responses to customer feedback and valuable opinions. In 2024, the Group received 35 customer complaints, achieving a 100% case closure rate and follow-up rate.

When customers propose suggestions on product modification, we will analyse the placement information and product content, compare against industry benchmarks, and implement prudent adjustments in collaboration with clients to optimise and improve the product. For client complaints, we take a series of internal measures based on factual evidence, incident severity, and potential consequences such as financial loss or customer attrition. Concurrently, we delve into the root causes of complaints and implement targeted rectification plans to address issues at their core and prevent recurrence:

- In case of unsatisfactory advertisement placement results and material quality affected by changes in the media environment, technical failures on the customer side, differences in content reviewers' standards, etc. We will follow the actual situation, conduct in-depth communication with the customers, and take emergency measures to improve the advertising results;

- In case of higher customer acquisition costs, budget overruns or deviations in the acquired customer group caused by operational errors, or staff errors resulting in errors in materials that lead to complaints, we will understand the situations in a timely manner and compensate customers according to the facts and carry out internal notifications, and conduct employee education, as well as deduct the performance appraisal scores of corresponding employees to prevent the recurrence of the same problem.

6.5 Intellectual Property Protection

Intellectual property protection is one of the core tasks of the Group. We not only focus on protecting our intellectual property, but also value the intellectual property of others. The Group strictly follows the relevant laws and regulations such as the *Copyright Law of the People's Republic of China*, the *Patent Law of the People's Republic of China*, and the *Trademark Law of the People's Republic of China*, and has formulated internal management systems such as the *Regulations on the Purchase, Use and Infringement Punishment of Copyright Protected Materials of UJU Holding*. In addition, the Group has established an Intellectual Property registration and approval process to ensure internal process compliance and strengthen the registration management of the Group's Intellectual Property. The Group has set up a copyright material review and management system from the three aspects of material procurement, use and infringement penalties. Meanwhile, we improve employees' awareness of intellectual property rights through promotion and training on intellectual property-related knowledge through promotion and training on intellectual property-related knowledge, and implement intellectual property rights protection in the daily corporate operation process to avoid infringement of third-party copyright rights.

At the same time, we attach importance to the protection of our intellectual property rights and especially arrange for legal professionals to actively apply for the registration of rights and the intellectual property rights owned by the Group to clarify the ownership of rights and ensure the compliance of intellectual property rights acquisition methods.

As of December 31, 2024, the Group held 46 intellectual property rights, comprising 42 trademark rights (including those of its subsidiaries), 1 copyright, and 3 other intellectual property rights.

6.6 Information and Cyber security

The Group attaches great importance to the security management of computer systems, office networks and server systems, and strictly complies with relevant laws and regulations such as the *Internet Security Law of the People's Republic of China*, *Personal Information Protection Law of the People's Republic of China*, and the *Administrative Measures for the Security Protection of the International Networking of Computer Information Network*. We have formulated the *UJU Interactive Management System for the Enterprise Information and Data Security* and the *UJU Server Operation and Maintenance System* to constantly strengthen the security management of customer information and privacy and actively implement various information protection measures.

The Group has set up an information centre to manage network safety. We are in charge of the daily maintenance and management of the system. We arrange for relevant personnel to strictly implement the company's confidentiality system and computer security management system. We have formulated detailed rules and maintenance measures for the Company's computers, network systems, media user accounts data backups, etc., to strengthen the safety awareness of office staff and ensure the safety of corporate information and data.

To ensure the stable operation of the relevant software, we have procured servers and services provided by industry-leading brand companies. In terms of server management, we have strictly regulated and controlled the usage permission of primary and sub-accounts, with each operation record logged and reviewable through the verification function to maintain cybersecurity.

As the bridge and medium connecting the media, customers, and advertising media users, the Group placed advertisements through media platforms that are produced based on the requests of customers and the needs of advertising media users, and does not directly obtain the information of advertising media users. Therefore, the possibility of privacy infringement by media users is low.

7. SUPPLIER MANAGEMENT

The Group pays attention to responsible procurement and supply chain ESG risk management, maintaining close communication and mutually beneficial partnerships with suppliers. We aim to work with suppliers to achieve sustainable supply chain development.

The Group's main supplier partners are cloud service providers, equipment suppliers, material suppliers and advertising placement channels. We continue to improve the standard and procedure of supplier entry. We have set tailored entry requirements for different categories of suppliers. When selecting material suppliers, we give priority to inspecting their social responsibility performance and pay close attention to the values reflected in their materials. When selecting product and service providers, we pay full attention to their responsibilities and contributions to environmental protection, for example by referring to the energy efficiency level of the equipment when purchasing electronic equipment such as computers, monitors, mobile phones, printers and network equipment. We give priority to purchasing equipment with lower energy efficiency levels and with hazardous waste recycling and treatment services. In addition, for cleaning services at operational premises, we give priority to cleaning suppliers who provide waste sorting, treatment and recycling services.

In order to understand the real situation of suppliers and identify their service quality and effectiveness, the Group will conduct on-site reviews against suppliers and fully communicate to ensure the quality of the selected suppliers, thereby enabling us to provide superior service experiences to our customers. In order to continuously monitor and supervise the responsible operation performance of each supplier during the cooperation process, we have formulated a standardised supplier audit system. For material suppliers, we conduct online communication and review of material scripts and demos, and conduct telephone and offline meetings from time to time based on the quality of the materials produced. The Group will maintain long-term cooperation with advertising materials suppliers quality, quick influence and service, and suppliers that cannot meet the demand for long.

During the process of cooperation, the Group pays great attention to the integrity of suppliers, and is committed to establishing a long-term cooperation relationship with suppliers with mutual benefit, integrity and transparency, so as to guide suppliers to fulfil their social responsibilities and establish a sustainable supply chain. When cooperating with suppliers, we ensure the openness and transparency of the procurement process, abide by the principle of fair competition, and resolutely prohibit any kind of commercial bribery. In addition, we also require suppliers to establish, standardise and improve customer information protection methods to avoid information leakage risks to the greatest extent.

In 2024, the Group had a total of 426 suppliers, among which 385 are located in Mainland China, 35 are located in Hong Kong, Macao and Taiwan, and 6 are located in overseas regions, all suppliers have implemented the Group's entry requirements for selecting suppliers.

8. INCORRUPT BUSINESS PRACTICING

The Group is committed to creating a fair and honest environment in its business operations to ensure transparency and compliance of business activities. We strictly follow and implement the provisions on anti-corruption, anti-money laundering, anti-commercial bribery and anti-unfair competition in relevant laws and regulations, such as the *Anti-Money Laundering Law of the People's Republic of China*, the *Anti-Unfair Competition Law of the People's Republic of China*, the *Criminal Law of the People's Republic of China*, and the *Prevention of Bribery Ordinance*. We prohibit any forms of direct or indirect commercial illegal behaviour such as bribery, money laundering and any form of commercial fraud in our business operations. We also consciously accept the supervision of the Group's capital accounts by banking institutions, and strive to create an incorrupt and honest business environment.

The Group has incorporated the management regulations on anti-corruption and anti-bribery into the *Employee Handbook*, and has revised in 2024, providing institutional guarantee and process standards for internal efforts on anti-corruption and anti-bribery. Such a handbook applies to all employees of the Group, and serves as the basis for new employees' induction training. We introduce and explain relevant anti-corruption content and provide training on professional ethics to the Board and new employees so as to raise awareness of the integrity of the employees. During the reporting period, the coverage of anti-corruption training provided to employees and directors reached 100%.

We have set up a clear conflict-of-interest declaration channel, which requires employees to adhere to the principles of honesty and integrity, and shall not offer, solicit or accept in any way kickbacks, commissions, negotiable securities, gifts and benefits, etc. Employees are required to take the initiative to declare their relatives' positions in the Group and the Group's partners every year to reduce or avoid potential corruption risks.

We are committed to building a corporate culture of openness, transparency, integrity and honesty, encouraging our employees to actively participate in anti-corruption initiatives to jointly safeguard the good corporate reputation. In order to strengthen the channels for employees to participate and provide information, we have set up clear reporting methods for employees. Employees can report fraud cases through means such as email. We will conduct preliminary screening and investigation on the reported information, and any suspected crimes will be referred to judicial authorities for handling in accordance with the law. Additionally, we stipulate the protection measures for whistle-blowers in the *Employee Handbook* to avoid the leakage of the personal information of whistle-blowers. The Group takes every report seriously, and has no compulsory-real-name reporting. Whistle-blowers can report to the Group on an anonymous basis. If the whistle-blower provides personal information, we will keep his/her personal information strictly confidential and will not disclose his/her personal information to a third party, other than members of the Group's supervisory committee, without the consent of the whistle-blower to prevent any possible retaliatory behaviour, ensure the safety and rights of the whistleblower.

In 2024, the Group and its employees did not have any major violations related to corruption, bribery, fraud or money laundering, and there were no lawsuits related to corruption.

9. COMMUNITY INVESTMENT

We not only focus on our growth and development, but also place great importance on the needs of the community, and are committed to moving forward together with them. Through close engagement and collaboration, we use collective resources to enrich community life and promote sustainable development. For example, by organising various public welfare initiatives that demonstrate our commitment to social responsibility. Our deep-seated passion for philanthropy is expressed through charitable donations, educational support programmes, and other initiatives that address pressing societal needs and enhance public welfare. The Group actively supports and participates in public welfare activities and safety training organised by communities and sub-districts, property manager of residential quarters, police stations, other authorities and units, in an effort to cultivate a culture of universal civic participation.

The Group attaches great importance to talent development and campus recruitment activities. On one hand, we aim to provide a platform for graduates to showcase their talents, facilitate their smooth transition into society, and explore growth opportunities. On the other hand, we seek to stimulate local labour markets and regional economic prosperity, thereby contributing to societal progress. To deepen the integration strategy between industry and education, the Group has partnered with Wuhan College of Communication since 2021 to establish a comprehensive practical training platform for students. This platform integrates professional video shooting facilities and production labs, while also launching a Digital Media Experimental Class to provide practical experience opportunities and internship opportunities. By providing comprehensive training resources and support to universities and their students, this initiative not only strengthens academic-industry cooperation but also expands our channels for recruiting outstanding talent. In May 2024, we jointly established the "Modern Industrial College of Digital Intelligence Imaging" with the Wuhan College of Communication. Going forward, we will continue to work closely with universities to promote the research, development, and application of digital intelligence imaging technologies. By cultivating and providing high-quality professionals, we aim to drive the continuous development of the media industry while strengthening the synergy between academia and industry.

Case: Joint establishment of the "Modern Industrial College of Digital Intelligence Imaging" with Wuhan College of Communication

On May 10, 2024, the signing ceremony for the joint establishment of the Modern Industrial College of Digital Intelligence Imaging was held at the Converged Media Command Hall of Wuhan College of Communication. Representatives from both sides signed the cooperation agreement and jointly unveiled the plaque, marking a new phase of deepening cooperation between the company and the colleges.

As a leading domestic expert in online short video marketing solutions, we have accumulated extensive experience in the research, development and application of digital intelligence imaging technology. Through this collaboration with Wuhan College of Communication, we will fully leverage our technological, resource, and industry advantages to deeply participate in curriculum development, practical teaching, and scientific research innovation We will focus on cultivating students' skills in intelligent image creation, digital content production, and new media operation to meet the urgent demand for digital intelligence talents in the media industry. In addition, we will jointly explore mechanisms for transforming scientific research results with the Wuhan College of Communication to promote innovative applications of digital intelligence imaging technology in the media sector.

UJU HOLDING LIMITED and Wuhan College of Communication inaugurate the Modern Industrial College of Digital Intelligence Imaging

We also care deeply about equalising educational resources and are committed to supporting the development of education in remote areas. Through the Guixin Foundation, we donated 22 laptops to Xiaozhai Primary School in Huangzhong District, Xining, Qinghai Province. Each laptop is equipped with 8GB of memory and a 1TB hard drive to help improve the quality of their teaching.

Case: Computer Donation supports Educational Informatization at Qinghai Xiaozhai Primary School

As an organization dedicated to educational philanthropy, Guixin Foundation has always been committed to improving access to educational resources in remote areas. In October 2024, after learning about the scarcity of educational resources and the limited conditions for planning lessons and preparing teaching materials at Xiao Zhai Primary School in Huangzhong District, Xining, Qinghai Province, we quickly responded by deciding to donate a batch of computers to the school through the Guixin Foundation. After careful preparation by all parties involved, 22 laptops were successfully delivered to Xiao Zhai Primary School. The donated devices will be directly used by the teachers for daily teaching and lesson preparation. By providing these devices, teachers will be able to access teaching resources more conveniently, create engaging lesson plans, and improve the quality of teaching. In addition, this initiative significantly facilitates the professional development of teachers, enabling them to better adapt to the evolving trend of computerisation in education.

The Guixin Foundation awarded a donation certificate to UJU HOLDING LIMITED

Guided by the concept of "giving back to society and promoting education", we proactively participate in various public welfare activities. We continually focus on the educational needs of remote areas. Through donations, volunteering, and other approaches, we strive to make a difference in the unequal distribution of educational resources.

10. APPENDIX

ESG REPORTING GUIDE INDEX

Mandatory Disclosure Requirements

Content of Mandatory Disclosure Requirements		Corresponding Section
Governance Structure	A statement from the Board containing the following elements: (1) a disclosure of the Board's oversight of ESG issues; (2) the Board's ESG management approach and strategy, including the process used to evaluate, prioritise and manage material ESG-related issues (including risks to the issuer's business); and (3) how the Board reviews progress made against ESG-related goals and targets with an explanation of how they relate to the issuer's business.	2. STATEMENT OF THE BOARD
Reporting Principle	Describe or explain how the reporting principles are applied when preparing an ESG report: **Materiality:** An ESG report should be disclosed: (i) the process to identify and the criteria for the selection of material ESG factors; (ii)if a stakeholder engagement is conducted, a description of significant stakeholders identified, and the process and results of the issuer's stakeholder engagement. **Quantitative:** Information on the standards, methodologies, assumptions and/or calculation tools used, and source of conversion factors used, for the reporting of emissions/energy consumption (where applicable) should be disclosed. **Consistency:** The issuer should disclose in the ESG report any changes (where applicable) to the methods or KPIs used, or any other relevant factors affecting a meaningful comparison.	1. ABOUT THIS REPORT
Reporting Boundary	A narrative explaining the reporting boundaries of the ESG report and describing the process used to identify which entities or operations are included in the ESG report. If there is a change in the scope, the issuer should explain the difference and reason for the change.	1. ABOUT THIS REPORT

"Comply or Explain" Provisions

Areas	Issues	Disclosure Requirements	Corresponding Sections
Environmental	A1 Emissions	General Disclosure Information on: (1) the policies; and (2) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	4.2 Emissions Management
		A1.1 The types of emissions and respective emissions data.	4.4 Environmental Targets and Performance
		A1.2 Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	4.4 Environmental Targets and Performance
		A1.3 Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	4.4 Environmental Targets and Performance
		A1.4 Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	4.4 Environmental Targets and Performance
		A1.5 Description of emission target(s) set and steps taken to achieve them.	4.2 Emissions Management 4.4 Environmental Targets and Performance
		A1.6 Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	4.2 Emissions Management 4.4 Environmental Targets and Performance

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

Areas	Issues	Disclosure Requirements	Corresponding Sections
	A2 Use of Resources	General Disclosure Policies on the efficient use of resources, including energy, water and other raw materials.	4.1 Resource Conservation
		A2.1 Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	4.4 Environmental Targets and Performance
		A2.2 Water consumption in total and intensity (e.g. per unit of production volume, per facility).	–
		A2.3 Description of energy use efficiency target(s) set and steps taken to achieve them.	4.1 Resource Conservation, 4.4 Environmental Targets and Performance
		A2.4 Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	4.4 Environmental Targets and Performance
		A2.5 Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	N/A
	A3 The Environment and Natural Resources	General Disclosure Policies on minimising the issuer's significant impact on the environment and natural resources.	4.4 Environmental Targets and Performance
		A3.1 Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	4.4 Environmental Targets and Performance
	A4 Climate Change	General Disclosure Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.	4.3 Response to Climate Change
		A4.1 Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	4.3 Response to Climate Change

Areas	Issues	Disclosure Requirements	Corresponding Sections
Social	B1 Employment	General Disclosure Information on (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	5.1 Employment Management 5.4 Employee Care
		B1.1 Total workforce by gender, employment type (full-time or part-time), age group and geographical region.	5.1 Employment Management
		B1.2 Employee turnover rate by gender, age group and geographical region.	5.1 Employment Management
	B2 Health and Safety	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	5.2 Occupational Health and Safety
		B2.1 Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	5.2 Occupational Health and Safety
		B2.2 Lost days due to work injury.	5.2 Occupational Health and Safety
		B2.3 Description of occupational health and safety measures adopted, and how they are implemented and monitored.	5.2 Occupational Health and Safety 5.4 Employee Care
	B3 Development and Training	General Disclosure Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	5.3 Employee Development
		B3.1 The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	5.3 Employee Development
		B3.2 The average training hours completed per employee by gender and employee category.	5.3 Employee Development

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

Areas	Issues	Disclosure Requirements		Corresponding Sections
	B4 Labor Standards	General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	5.1 Employment Management
		B4.1	Description of measures to review employment practices to avoid child and forced labour.	5.1 Employment Management
		B4.2	Description of steps taken to eliminate such practices when discovered.	5.1 Employment Management
	B5 Supply Chain Management	General Disclosure	Policies on managing environmental and social risks of the supply chain.	7. SUPPLIER MANAGEMENT
		B5.1	Number of suppliers by geographical region.	7. SUPPLIER MANAGEMENT
		B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored.	7. SUPPLIER MANAGEMENT
		B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	7. SUPPLIER MANAGEMENT
		B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	7. SUPPLIER MANAGEMENT

Areas	Issues	Disclosure Requirements	Corresponding Sections
	B6 Product Responsibility	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	6.1 Product Quality Management 6.2 Product Optimisation and Innovation 6.3 Responsible AI Applications 6.4 Customer Feedback Management 6.5 Intellectual Property Protection 6.6 Information and Cyber Security
		B6.1 Percentage of total products sold or shipped subject to recalls for safety and health reasons.	N/A
		B6.2 Number of products and service related complaints received and how they are dealt with.	6.4 Customer Feedback Management
		B6.3 Description of practices relating to observing and protecting intellectual property rights.	6.5 Intellectual Property Protection
		B6.4 Description of quality assurance process and recall procedures.	6.1 Product Quality Management 6.2 Product Optimisation and Innovation
		B6.5 Description of consumer data protection and privacy policies, and how they are implemented and monitored.	6.6 Information and Cyber Security

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

Areas	Issues	Disclosure Requirements	Corresponding Sections
	B7 Anti-Corruption	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	8. INCORRUPT BUSINESS PRACTICING
		B7.1 Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	8. INCORRUPT BUSINESS PRACTICING
		B7.2 Description of preventive measures and whistleblowing procedures, how they are implemented and monitored.	8. INCORRUPT BUSINESS PRACTICING
		B7.3 Description of anti-corruption training provided to directors and staff.	8. INCORRUPT BUSINESS PRACTICING
	B8 Community Investment	General Disclosure Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	9. COMMUNITY INVESTMENT
		B8.1 Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	9. COMMUNITY INVESTMENT
		B8.2 Resources contributed (e.g. money or time) to the focus area.	9. COMMUNITY INVESTMENT

REPORT OF THE DIRECTORS

The Board is pleased to present the annual report together with the audited consolidated financial statements of the Group for the year ended December 31, 2024.

PRINCIPAL ACTIVITIES

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on September 21, 2020. The Group is primarily engaged in digital marketing services and live-streaming e-commerce businesses. The digital marketing services provide one-stop cross media online marketing solutions, in particular online short video marketing solutions, through its media partners for its advertiser customers to market their products and services. The live streaming e-commerce businesses mainly include provision of live-streaming e-commerce services and sales of goods in online media platforms.

The activities and particulars of the Company's subsidiaries are set out in Note 41 to the consolidated financial statements.

BUSINESS REVIEW

A fair review of the Group's business as required under Schedule 5 to the Companies Ordinance (Cap. 622 of the Laws of Hong Kong), including the Group's performance analysis during the year ended December 31, 2024, particulars of important events affecting the Group that have occurred since the end of the year ended December 31, 2024, as well as the possible future business development of the Group, are set out in the sections headed "Chairman's Statement" on pages 4 to 6, "Management Discussion and Analysis" on pages 9 to 14 and "Report of the Directors — Events After the Financial Period" on page 75 of this annual report.

Possible risks and uncertainties that the Group may be facing are set out in the section headed "-Principal Risks and Uncertainties" below in this report. Discussions on the environmental policies and performance, compliance by the Group with the relevant laws and regulations that have a significant impact on the Group and the account of the key relationships of the Group with its stakeholders are set out in the "Environmental, Social and Governance Report" on pages 34 to 60 of this annual report.

A summary of the operating results and financial position of the Group for the most recent five financial years is set out on page 7 of this annual report. This summary does not form part of our consolidated financial statements.

REPORT OF THE DIRECTORS (CONTINUED)

USE OF THE NET PROCEEDS FROM THE GLOBAL OFFERING

The net proceeds received from 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 (equivalent to approximately RMB615.1 million). During the period from the Listing Date to December 31, 2024, 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	Net proceeds utilized as of December 31, 2024 HKD million	Remaining net proceeds as of December 31, 2024 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	2.3%	17.0	17.0	–	–
Developing the digitalization services platform of the U-Engine platform	2.0%	14.8	14.8	–	–
Upgrading the internal management system	0.6%	4.4	4.4	–	–
Expanding business opportunities in e-commerce businesses on online short video platforms	3.3%	24.4	24.4	–	–
Enhancing the content production capacities with AI technologies	6.6%	49.6	49.6	–	–
Enhancing our relationships with existing media partners and enlarging our advertiser customers and media partner bases					
Strengthening sales and marketing teams	3.4%	25.2	25.2	–	–
Enlarging media base	15.6%	117.0	117.0	–	–
Exploring new businesses with new advertiser customers and online media platforms	40.3%	302.1	302.1	–	–
Pursuit of strategic investments and acquisitions	16.0%	119.9	–	119.9	By the end of the year ending December 31, 2026
Working capital and general corporate purposes	9.9%	74.1	74.1	–	–
Total	100%	748.5	628.6	119.9	

As of December 31, 2024, the entire portion designated for strategic investment and acquisitions had remained unutilized. The delay in utilizing the proceeds was mainly due to more severe and complicated than expected pandemic development and its impact on market conditions since the Global Offering. Considering the unstable market environment and the fact that no suitable investment projects have yet been identified, the Group has cautiously conducted its strategic investments and acquisitions, and resulted in the delay in the utilization of the relevant proceeds.

As of December 31, 2024, the Group has utilized approximately HKD628.6 million of the net proceeds from the Global Offering, and the remaining net proceeds of approximately HKD119.9 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.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended December 31, 2024 and the state of affairs of the Group as of December 31, 2024 are set out in the consolidated financial statements on pages 82 to 149.

The Board recommends the payment of a final dividend of HKD4 cents per share for the year ended December 31, 2024, payable on or about July 2, 2025 to the Shareholders whose names appear on the register of members of the Company at the close of business on June 10, 2025, being the record date for determining the Shareholders' entitlement to the proposed final dividend. The proposed payment of the final dividend is subject to the consideration and approval of the Shareholders at the forthcoming AGM of the Company to be held on May 30, 2025.

PRINCIPAL RISKS AND UNCERTAINTIES

The main activities of the Group are to provide one-stop cross media online marketing solutions. It is exposed to a variety of principal risks and uncertainties. The following sets out the principal risks and uncertainties encountered by the Group in its business operations:

- the Group may not be able to retain, expand and/or attract existing and new advertiser customers and media partners, addressing their increasing and evolving demands and requirements for online short video marketing solutions;
- the Group may not be able to develop and launch high-quality online short video marketing solutions for advertiser customers and media partners;
- the Group may not be able to maintain and strengthen our competitive edge in high-quality, customized and technology-empowered online short video production capabilities;
- the Group may not be able to maintain a reliable, secure, high-performance and scalable technology infrastructure compatible to our growing business;
- the Group may not be able to strengthen our technology-based solutions and content production capabilities through U-Engine platform and keep up with the technological developments or new business models of the rapidly evolving online marketing industry;
- the Group may not be able to compete effectively with our competitors in the online marketing industry;
- the Group may not be able to attract and retain qualified and skilled talents; and
- the Group may not be able to understand and adapt to the changing regulatory environment.

However, the above is not an exhaustive list. Investors are advised to make their own judgment or consult their own investment advisors before making any investment in the Shares.

SHARE CAPITAL

Details of movements in share capital of the Company during the year ended December 31, 2024 are set out in Note 30 to the consolidated financial statements.

RESERVES AND DISTRIBUTABLE RESERVES

Details of movements in the reserves of the Group are set out in the consolidated statement of changes in equity of this annual report. As of December 31, 2024, the Group's reserves available for distribution (including share premium and retained earnings) amounted to approximately RMB1,365,422,000 (2023: RMB1,298,942,000).

REPORT OF THE DIRECTORS (CONTINUED)

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 debtors. 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, while a small portion of the media traffic acquisition costs is related to overseas media and paid in US dollars. The payables for overseas media in US dollars are hedged with foreign exchange options (if necessary).

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 range.

Capital structure

The shares of the Company were listed on Main Board of the Stock Exchange on the Listing Date. There has been no major change in the capital structure of the Company since then.

Contingent liabilities

The Group did not have any material contingent liabilities as of December 31, 2024 and 2023 unless otherwise stated.

Charge on the Group's assets

As at December 31, 2024, restricted cash balance of approximately RMB99.4 million (2023: approximately RMB13.1 million) were pledged primarily for the Group's issue of notes payables and certain of the Group's bank and other borrowings.

SIGNIFICANT INVESTMENTS HELD

During the year ended December 31, 2024, 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 report, the Group did not have plan for material investments and capital assets as of the date of this report.

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 year ended December 31, 2024.

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate revenue attributable to the Group's largest customers for the year ended December 31, 2024 accounted for approximately 49.5% (2023: 50.0%) of the Group's total revenue. The aggregate revenue attributable to the Group's five largest customers for the year ended December 31, 2024 accounted for approximately 67.1% (2023: 72.6%) of the Group's total revenue.

The aggregate cost of services and sales attributable to the Group's largest suppliers for the year ended December 31, 2024 accounted for approximately 54.2% (2023: 55.9%) of the Group's total cost of services and sales. The aggregate cost of services and sales attributable to the Group's five largest suppliers for the year ended December 31, 2024 accounted for approximately 95.7% (2023: 96.2%) of the Group's total cost of services and sales.

To the best knowledge of the Directors, none of the Directors or their associates or any Shareholders who owned more than 5% of the Company's issued share capital, had any beneficial interest in any of the Group's five largest customers or suppliers during the year ended December 31, 2024.

DIVIDEND POLICY

The Board has adopted a dividend policy that, in recommending or declaring dividends, the Company shall maintain adequate cash reserves for meeting its working capital requirements and future growth as well as its shareholder value. The Board has the discretion to declare and distribute dividends to the Shareholders, subject to the Articles of the Association and all applicable laws and regulations.

SUBSIDIARIES, ASSOCIATED COMPANIES AND JOINTLY CONTROLLED COMPANIES

The details of the subsidiaries of the Company are set out in Note 41 to the consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

During the year ended December 31, 2024, the Group's total capital expenditure amounted to approximately RMB1.3 million (2023: RMB0.9 million) which is primarily attributable to consideration paid for obtaining buildings, electronic equipment and leasehold improvement. The details of the properties, plant and equipment of the Group and their movements during the year ended December 31, 2024 are set out in Note 14 to the consolidated financial statements.

BORROWINGS

Particulars of borrowings of the Group as at the balance sheet date and the details of the charging on the Group's assets are set out in Note 28 to the consolidated financial statements.

On December 19, 2024, 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 RMB30,000,000 to Uju Beijing for 30 months, which was available for withdrawal until December 18, 2026. 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 December 19, 2024, 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 Beijing Zhongguancun releases the repayment obligation on behalf of Uju Beijing.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the year ended December 31, 2024, to the best knowledge of the Directors, there was no material breach of or non-compliance with applicable laws and regulations which have a significant impact on the business and operations of the Group.

REPORT OF THE DIRECTORS (CONTINUED)

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The Directors during the year ended December 31, 2024 and up to the date of this report were as follows:

Executive Directors

Mr. Ma Xiaohui *(resigned on March 28, 2024)*
Mr. Peng Liang *(Chairman of the Board)*
Ms. Luo Xiaomei

Independent Non-executive Directors

Mr. Zhang Peiao *(resigned on October 8, 2024)*
Ms. Lin Ting *(resigned on October 8, 2024)*
Mr. Wang Wenping *(resigned on October 8, 2024)*
Mr. Wang Gao (*appointed on October 8, 2024)*
Mr. Ye Fei *(appointed on October 8, 2024)*
Ms. Song Yi *(appointed on October 8, 2024)*

The biographical details of the Directors and the senior management of the Group are disclosed in the section headed "Biographical Details of Directors and Senior Management" on pages 15 to 18 of this annual report.

Each of the executive Directors has entered into a service contract with the Company, under which they agreed to act as executive Directors for an initial term of 3 years commencing from the Listing Date, which may be terminated by not less than 1 months' notice in writing served by either the Director or the Company.

Each of the independent non-executive Directors has entered into an appointment letter with the Company for a term of 3 years commencing from the Listing Date, which may be terminated by either party giving not less than 6 months' notice in writing to the other.

The appointments of the Directors are subject to the provisions of retirement and rotation of Directors under the Articles of Association.

No Director has entered a service contract with members of the Group which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

The Company has received annual confirmation of independence from each of the independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules and all of them are considered to be independent.

MANAGEMENT CONTRACTS

Other than the Directors' service contracts and appointment letters, no contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year or subsisted at the end of the year ended December 31, 2024.

INFORMATION ON EMPLOYEES

As of December 31, 2024, the Group had 826 (2023: 576) employees, including the executive Directors. Total staff costs (including Directors' emoluments) were approximately RMB173.1 million, as compared to approximately RMB147.4 million for the year ended December 31, 2023. 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.

EMOLUMENT POLICY

The emoluments of the Directors and senior management of the Group are determined by the Board with reference to the respective responsibilities and duties, experience, individual performance, and time devoted to the Group and may be adjusted upon the recommendation of the Remuneration Committee. The Remuneration Committee was set up for reviewing the Company's emolument policy and structure of all remuneration of the Directors and senior management of the Company. Other than the Share Option Scheme, no other long-term incentive schemes have been adopted by the Company. For details, please refer to the paragraph headed "Share Option Scheme" below.

REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the Directors and five highest paid individuals of the Group are set out in Notes 7 and 38 to the consolidated financial statements.

For the year ended December 31, 2024, no emoluments were paid by the Group to any Director or any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the Directors has waived any emoluments for the year ended December 31, 2024.

Except as disclosed above, no other payments have been made or are payable, for the year ended December 31, 2024, by the Group to or on behalf of any of the Directors.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

No transactions, arrangements and contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director or his or her connected entity had a material interest, whether directly or indirectly, subsisted at the end of the year ended December 31, 2024 or at any time during the year ended December 31, 2024.

NON-COMPETITION UNDERTAKING BY CONTROLLING SHAREHOLDERS

As disclosed in the Prospectus, each of the Controlling Shareholders has entered into a deed of non-competition on October 8, 2021 (the "**Deed of Non-competition**") in favour of the Company in respect of their compliance with the terms of non-competition undertaking to the effect that each of them will not, and will procure their subsidiaries (other than the Company) or his/its respective close associations not to, directly or indirectly participate in, or hold any interest or right or otherwise be involved in any business which may be in competition with undertakings the principal business of the Group. The non-competition undertakings in respect of the Controlling Shareholders have become effective from the Listing Date.

REPORT OF THE DIRECTORS (CONTINUED)

Each of the Controlling Shareholders has confirmed in writing to the Company of his/her/its compliance with the Deed of Non-competition for disclosure in this report during the year ended December 31, 2024 and up to the date of this report. The independent non-executive Directors have also reviewed the status of compliance by each of the Controlling Shareholders with the undertakings in the Deed of Non-competition and have confirmed that, as far as they can ascertain, there is no breach of any of the undertakings in the Deed of Non-competition.

CONNECTED TRANSACTIONS

During the year ended December 31, 2024, the Company has not entered into or conducted any connected transactions, which were subject to the reporting, announcement or independent shareholders' approval requirements as required under the Listing Rules.

RELATED PARTY TRANSACTIONS

Details of material related party transactions entered into by the Company, if any, are set out in Note 37 to the consolidated financial statements. None of the related party transactions, if any, constitutes a non-exempted connected transaction or continuing connected transaction that is required to be disclosed under Chapter 14A of the Listing Rules.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As of December 31, 2024, none of the Directors and chief executives of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required to notify the Company and the Stock Exchange, pursuant to the Model Code contained in Appendix C3 of the Listing Rules.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITION IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As of December 31, 2024, so far as was known to the Directors, the following persons/entities (other than the Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Name of Shareholders	Capacity/Nature of interest	Number of securities held[1]	Approximate percentage of shareholding
Mr. Ma Xiaohui (馬曉輝先生)[2]	Interest of controlled corporation	436,045,400 Shares (L)	72.7%
Ms. Yu Juan (喻娟女士)[3]	Interest of spouse	436,045,400 Shares (L)	72.7%
Supreme Development[4]	Interest of controlled corporation	303,695,400 Shares (L)	50.6%
Infinity Investment[4]	Beneficial owner	303,695,400 Shares (L)	50.6%
Vast Business[5]	Interest of controlled corporation	132,350,000 Shares (L)	22.1%
Vigorous Development[5]	Beneficial owner	132,350,000 Shares (L)	22.1%

Notes:

(1) The letter "L" denotes a person's long position (as defined under Part XV of the SFO) in the shares of the Company.

(2) As of the date of this report, Infinity Investment is wholly-owned by Supreme Development and Vigorous Development is wholly-owned by Vast Business. Supreme Development is owned as to 100% by Mr. Ma Xiaohui, and Mr. Ma Xiaohui has control of 100% of the voting rights of Vast Business. Since Supreme Development and Vast Business are deemed to be interested in the Shares held by Infinity Investment and Vigorous Development, respectively (for details, refer to Notes (4) and (5) below), Mr. Ma Xiaohui is accordingly deemed to be interested in the 303,695,400 Shares held by Infinity Investment and the 132,350,000 Shares held by Vigorous Development pursuant to the SFO.

(3) Ms. Yu Juan is the spouse of Mr. Ma Xiaohui. As such, Ms. Yu Juan is deemed under the SFO to be interested in the Shares in which Mr. Ma Xiaohui is interested.

(4) On January 26, 2024, Aura transferred 55,814,400 Shares to Supreme Development and Supreme Development transferred 303,695,400 Shares to Infinity Investment. Infinity Investment is wholly-owned by Supreme Development. As such, Aura has ceased to be a substantial shareholder and Supreme Development is deemed to be interested in 303,695,400 Shares held by Infinity Investment pursuant to the SFO as of the date of this report.

(5) On January 26, 2024, Vast Business transferred 132,350,000 Shares to Vigorous Development. Vigorous Development is wholly-owned by Vast Business. As such, Vast Business is deemed to be interested in 132,350,000 Shares held by Vigorous Development pursuant to the SFO as of the date of this report.

Save as disclosed above, as of December 31, 2024, the Directors were not aware of any other persons/entities (other than the Directors and chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

COMPETITION AND CONFLICT OF INTERESTS

During the year ended December 31, 2024, none of the Directors or Controlling Shareholders or any of their respective associates has any interests in any business that competes or may compete, directly or indirectly, with the business of the Group or has any other conflict of interests with the Group.

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

Save as disclosed in this annual report, the Company does not have any other disclosure obligations under Rules 13.20, 13.21 and 13.22 of the Listing Rules.

CONTRACT OF SIGNIFICANCE WITH CONTROLLING SHAREHOLDERS

No contract of significance (including contract of significance for the provision of services) was entered into between the Company or its subsidiaries and the Controlling Shareholders or any of its subsidiaries during the year ended December 31, 2024 or subsisted as of December 31,2024.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year ended December 31, 2024, none of the Company or any of its subsidiaries had purchased, sold or redeemed any of the listed securities (including sale of treasury shares (as defined under the Listing Rules)) of the Company, and the trustee of the Share Award Scheme, pursuant to the terms of the rules and trust deed of the Share Award Scheme, did not purchase any shares of the Company. As of December 31, 2024, the Company did not hold any treasury shares.

SHARE OPTION SCHEME

The Company's existing Share Option Scheme was approved for adoption pursuant to a written resolution of the Shareholders passed on October 8, 2021 (the "**Adoption Date**") for the purpose of motivating the relevant participants to optimize their future contributions and efficiency to the Group and/or to reward them for their past contributions, to attract and retain or otherwise maintain on-going relationships with such participants who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group.

The eligible participants include any full-time or part-time employees, executives or officers, directors, advisers, consultants, suppliers, customers and agents of the Company or any of its subsidiaries; and such other persons who, in the sole opinion of the Board, will contribute or have contributed to the Group.

Subject to the terms and conditions of the Share Option Scheme, the maximum numbers of shares in respect of which options may be granted under the Share Option Scheme and any other schemes shall not, in aggregate, exceed 10% of the Company's shares in issue as at the Listing Date (i.e. 60,000,000 Shares) unless approved by the Shareholders. Such limit also represented 10% of the total issued shares of the Company as at the date of this annual report.

Unless approved by shareholders of the Company in general meeting in the manner stipulated in the Listing Rules, the maximum entitlement for each eligible participant (including both exercised and outstanding options) under the Share Option Scheme or any other share option schemes of the Company in any twelve month period up to the date of grant shall not exceed 1% of the total number of shares in issue.

An option shall be deemed to have been granted and accepted by the grantee and to have taken effect when the duplicate offer document constituting acceptance of the options duly signed by the grantee, together with a remittance in favour of the Company of HK$1.0 by way of consideration for the grant thereof, is received by the Company on or before the relevant acceptance date.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date upon which the option is deemed to be granted and accepted and prior to the expiry of ten years from that date. The minimum period for which an option must be held before it can be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than ten years after it has been granted.

The exercise price of share option granted under the Share Option Scheme shall be a price solely determined by the Board and shall be at least the highest of: (a) the closing price of the shares as stated in the Stock Exchange's daily quotation sheet on the date of grant of the option; (b) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant of the option; and (c) the nominal value of a share.

Subject to earlier termination by the Company in general meeting or by the Directors, the Share Option Scheme shall be valid and effective for a period of ten years from the Adoption Date and remains in force until October 7, 2031, with a remaining life of approximately 6 years.

During the year ended December 31, 2024 and as of that date, no options were granted under the Share Option Scheme.

SHARE AWARD SCHEME

The Company has adopted the Share Award Scheme on May 22, 2023, (the "**SAS Adoption Date**") terms of the scheme rules is set out below.

Purposes and Objectives

The purposes of the Share Award Scheme are: (i) to recognize the contributions by certain eligible participants of the Share Award Scheme (the "**Eligible Participants**") and to provide them with incentives in order to retain them for the continual operation and development of the Group; and (ii) to attract suitable personnel for further development of the Group. The Eligible Participants include any individual being an employees (including full-time employees and part-time employees) of the Company or any of its Subsidiaries (including persons who are granted awards under the Share Award Scheme as an inducement to enter into employment contracts with these companies).

Duration

Subject to any early termination as may be determined by the Board pursuant to the scheme rules, the Share Award Scheme shall be valid and effective for a term of ten years commencing on the SAS Adoption Date and remains in force until May 21, 2033, with a remaining life of approximately 7 years.

Administration

The Share Award Scheme is subject to the administration by the committee as from time to time delegated by the Board to administer the Share Award Scheme (the "**Committee**") and the professional trustee to be appointed by the Company of the trusts to be declared in the Trust Deed, who are independent third party to the Company (the "**Trustee**") in accordance with the scheme rules and the Trust Deed.

Operation of the Share Award Scheme

The Committee may from time to time cause to be paid a contributed amount to the Trust by way of settlement or otherwise contributed by the Company or any of its subsidiaries as directed by the Committee which shall constitute part of the Trust Fund, for the purchase of Shares and other purposes set out in the scheme rules and the Trust Deed.

The Committee shall determine the number of Shares to purchase and, prior to the intended purchase, cause to be paid to the Trustee a contributed amount sufficient for the Trustee to complete the intended purchase.

Subject to the provisions of the scheme rules, the Committee may, from time to time, at its sole and absolute discretion select any Eligible Participant (other than any Excluded Participant) for participation in the Trust as a Selected Participant, and grant an award to any Selected Participant at such consideration subject to such terms and conditions as the Committee may in its sole and absolute discretion determine. The Committee may determine that a Selected Participant will be granted awarded interests in the form of awarded shares or awarded cash or in the combination thereof. The Committee may also grant the related income of the awarded interests to any Selected Participant in such amount or to such extent as the Committee determines.

No award shall be made by the Committee pursuant to the scheme rules and no instructions to acquire any Shares shall be given to the Trustee under the Share Award Scheme where dealings in the Shares are prohibited under any code or requirement of the Listing Rules and all applicable laws from time to time.

REPORT OF THE DIRECTORS (CONTINUED)

Vesting and Lapse

Subject to the terms and condition of the Share Award Scheme and the fulfillment of all vesting conditions applicable to the vesting of the awarded interests on such Selected Participant, the respective awarded interests held by the Trustee on behalf of the Selected Participant pursuant to the provision in the scheme rules shall vest in such Selected Participant in accordance with the applicable vesting schedule, and the Trustee shall cause the awarded interests to be transferred to such Selected Participant and/or a vehicle controlled by him/her (such as a trust or a private company) for the benefit of the Selected Participant and any family members of such Selected Participant in accordance with the scheme rules. As such, the basis of determining the purchase price of Shares awarded, if any, is subject to the discretion of the Committee and the vesting schedule.

In the event that prior to or on the vesting date, a Selected Participant is found to be an Excluded Participant or is deemed to cease to be an Eligible Participant pursuant to the scheme rules, the relevant award made to such Selected Participant shall automatically lapse forthwith and the relevant awarded shares shall not vest on the relevant vesting date but shall remain part of the Trust Fund.

A Selected Participant shall not have any interest or rights (including the right to receive dividends) in the awarded interests by virtue of the grant of an award pursuant to the Share Award Scheme, unless and until the awarded interests are actually transferred to the Selected Participant and/or a vehicle controlled by him/her (such as a trust or a private company) upon vesting of the awards on the vesting date. A Selected Participant shall have no rights in the residual cash or Shares or such other Trust Fund or property held by the Trust.

Unless otherwise determined by the Committee, in the event that the vesting conditions specified in the grant instrument are not fully satisfied prior to or on the relevant vesting date, the award of the awarded shares in respect of the relevant vesting date shall lapse, such awarded shares shall not vest on the relevant vesting date and the Selected Participant shall have no claims against the Company, the Board, the Committee, the Trust or the Trustee.

Scheme Limit

The Committee shall not make any further award of awarded shares which will result in the aggregate number of the Shares awarded under the Share Award Scheme exceeding 10% of the issued share capital of the Company as of the SAS Adoption Date (i.e. 60,000,000 Shares). As of the date of this report, 6,000,000 Shares were available for grant under the Share Award Scheme, representing 10% of the total issued share capital of the Company.

The maximum number of Shares which may be awarded to a Selected Participant under the Share Award Scheme shall not exceed 1% of the issued share capital of the Company in any 12-month period.

The Shares held by the Trustee will not be regarded as public float.

Voting Rights

No instructions shall be given by a Selected Participant (including, without limitation, voting rights) to the Trustee in respect of the awarded shares that have not been vested, and such other properties of the Trust Fund managed by the Trustee.

The Trustee shall abstain and, where applicable, shall procure its wholly-owned subsidiary to abstain from exercising the voting rights in respect of any Shares held directly or indirectly by it under the Trust (if any) (including but not limited to the awarded shares, any bonus shares and scrip shares derived therefrom).

During the year ended December 31, 2024, the trustee of the Share Award Scheme, pursuant to the terms of the rules and trust deed of the Share Award Scheme, did not purchase any shares of the Company and no awards were granted under the Share Award Scheme. As such, no information as to the amount payable on application or acceptance of the award could be provided by the Company.

Apart from the Share Option Scheme and Share Award Scheme, at no time during the year ended December 31, 2024 was any of the Company and its holding companies, subsidiaries and fellow subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors, or their spouses or children under the age 18, had any right to subscribe for the shares in, or debentures of, the Company, or had exercise any such right.

TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to the Shareholders by reason of their holding the Company's securities.

PRE-EMPTIVE RIGHTS

There is no provision for the pre-emptive rights under the Articles of Association, or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to its existing Shareholders.

PERMITTED INDEMNITY PROVISIONS

Pursuant to the Articles of Association, every Director shall be entitled to be indemnified out of the assets of the Company against all actions, costs, charges, losses, damages and expenses (to the fullest extent permitted by the Companies Laws of the Cayman Islands) which he/she may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty. The Company has arranged for appropriate liability insurance to indemnify the Directors and senior management to reduce the risks that may be caused by the normal performance of duties of such personnel. For the year ended December 31, 2024, no claim has been made against the Directors and senior management.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed public float under the Main Board Listing Rules during the year ended December 31, 2024 and up to the date of this annual report.

CORPORATE GOVERNANCE REPORT

The Company recognizes the importance of good corporate governance for enhancing the management of the Company as well as preserving the interests of the Shareholders as a whole. The Company has adopted the code provisions set out in the CG Code as its own code to govern its corporate governance practices. In the opinion of the Directors, save as disclosed in this annual report and except for the deviation from code provisions C.2.1 and C.2.7 of the CG Code, the Company has complied with the relevant code provisions contained in the CG Code during the year ended December 31, 2024.

Details of the Group's corporate governance practices can be found in the Corporate Governance Report contained on pages 19 to 33 of this annual report.

ENVIRONMENTAL, SOCIAL AND CORPORATE RESPONSIBILITY

As a responsible corporation, the Group is committed to maintaining the highest environmental and social standards to ensure sustainable development of its business. The Group has not noted any material non-compliance with all relevant laws and regulations in relation to its business including health and safety, workplace conditions, employment and the environment. The Group understands that a better future depends on everyone's participation and contribution. The Company has encouraged employees, customers, suppliers and other stakeholders to participate in environmental and social activities which benefit the community as a whole. Further, the Group has implemented environmental protection measures and has also encouraged staff to be environmental friendly at work by consuming electricity and paper according to actual needs, so as to reduce energy consumption and minimize unnecessary waste. The Group endeavors to maintain the relationships with its employees, suppliers and customers to ensure sustainable development. For further details of the Company's environmental performance and relationship with its employees, suppliers and customers, please refer to the Environmental, Social and Governance Report set out on pages 34 to 60 of this annual report.

REPORT OF THE DIRECTORS (CONTINUED)

EQUITY-LINKED AGREEMENTS

Save as disclosed in this report, the Company has not entered into any equity-linked agreement during the year ended December 31, 2024.

RETIREMENT BENEFIT PLAN

The Group participates in defined contribution retirement benefit plan managed by the PRC local government authorities for the Group's eligible employees in the PRC. The eligible employees in the PRC are required to contribute a certain percentage of their payroll to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to this retirement benefits scheme is to make the required contributions under the scheme. Particulars of these retirement plans are set out in note 40.15 to the consolidated financial statements.

MATERIAL LEGAL PROCEEDINGS

On 15 January 2021, the Company entered into a service contract (the "**Service Contract**") with iOne International Limited (卓智集團國際有限公司) ("**iOne**") for financial printing and translation services in relation to the Company's then proposed listing application (the "**IPO Project**"). According to the terms of the Service Contract, if the IPO Project was completed by 31 December 2021, the Company would pay iOne a capped fee based on the number of pages in the prospectus of the Company.

Throughout the IPO Project, the Company made timely payments for the first and second installments to iOne following receipt of an invoice in April 2021. In November 2021, the Company successfully listed on the Main Board of The Stock Exchange of Hong Kong Limited.

In December 2021, the Company received an invoice from iOne (the "**2021 Invoice**"), claiming a total of US$723,527.12 for the services rendered, with the total outstanding balance of US$598,638.80 after deducting the deposits paid by the Company.

From the outset of iOne's engagement, it was agreed under the Service Contract that the service fees for the IPO Project would be subject to a specified cap. The amount demanded in the 2021 Invoice significantly and unreasonably exceeded the agreed amount. As such, the Company made a partial settlement on 15 February 2023, covering the outstanding amount under the capped fee.

On or about 31 December 2024, the Company became aware that iOne had obtained a default judgment against Uju Hongkong Limited (优矩(香港)有限公司) ("**Uju Hongkong**"), a wholly-owned subsidiary of the Company, based on the allegedly outstanding invoice amount and the interest accrued thereon (the "**Default Judgment**") in High Court Action 1761 of 2024.

On 20 February 2025, the Hong Kong Court approved the joint application made by iOne and Uju Hongkong to set aside the Default Judgment. Uju Hongkong will continue to contest and defend iOne's claims in any potential legal actions.

LOAN AND GUARANTEE

Save as disclosed in this report, during the year ended December 31, 2024, the Group had not made any loan or provided any guarantee for loan, directly or indirectly, to the Directors, senior management of the Company, the Controlling Shareholders or their respective connected persons.

CLOSURE OF REGISTER OF MEMBERS

For determining the Shareholders' entitlement to attend and vote at the AGM to be held on May 30, 2025, the register of members of the Company will be closed from May 27, 2025 to May 30, 2025, both days inclusive, during which no transfer of shares will be registered. To qualify for attending and voting at the AGM, Shareholders must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on May 26, 2025 for registration of the relevant transfer.

Conditional on the passing of the resolution approving the declaration of the proposed final dividend at the forthcoming AGM, the register of members of the Company will also be closed from June 5, 2025 to June 10, 2025 (both days inclusive) for the purpose of determining the entitlement to the proposed final dividend. In order to be qualified for the proposed final dividend (subject to the approval of the Shareholders at the forthcoming AGM), Shareholders must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on June 4, 2025.

ANNUAL GENERAL MEETING

The AGM will be held on May 30, 2025. Shareholders should refer to details regarding the AGM in the circular of the Company dated April 29, 2025 and the notice of meeting and form of proxy accompanying thereto.

AUDITORS

The consolidated financial statements of the Company for the year ended December 31, 2024 have been audited by PricewaterhouseCoopers. A resolution to re-appoint the retiring auditors, Messrs. PricewaterhouseCoopers, is to be proposed at the forthcoming annual general meeting of the Company.

DONATION

No charitable or other donations were made by the Group during the year ended December 31, 2024.

EVENTS AFTER THE FINANCIAL PERIOD

After the year financial ended December 31, 2024 and up to the date of this report, there has been no significant event relevant to the business or financial performance of the Group that comes to the attention of the Directors.

Best regards,
Peng Liang
Chairman of the Board and Executive Director
UJU HOLDING LIMITED

Beijing, the PRC, March 31, 2025

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of UJU HOLDING LIMITED
(incorporated in the Cayman Islands with limited liability)

OPINION

What we have audited

The consolidated financial statements of UJU HOLDING LIMITED (the "Company") and its subsidiaries (the "Group"), which are set out on pages 82 to 149, comprise:

- the consolidated balance sheet as at December 31, 2024;
- the consolidated statement of profit or loss and other comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at December 31, 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters identified in our audit are summarised as follows:

- Revenue recognition of online marketing solution services
- Impairment losses on accounts receivables

Key Audit Matter	How our audit addressed the Key Audit Matter
Revenue recognition of online marketing solution services	
Refer to Notes 4.1 and 5 to the consolidated financial statements. For the year ended December 31, 2024, the Group recognised revenue of approximately RMB9,062,814,000 for the provision of all-in-one online marketing solution services, which is recognised on gross basis, and revenue of approximately RMB19,692,000 from the provision of advertisement distribution services, which is recognised on net basis (collectively referred to as the "online marketing solution services"). The determination as to gross or net basis used is based on the assessment as to whether the Group acts as a principal or an agent in the transaction, taking into account the nature of specified services and whether the Group obtains controls of the specified services before transferring to advertisers (the "principal-agent assessment"). In the principal-agent assessment, the indicators considered by management of the Company ("management") mainly include (a) whether the Group is primarily responsible for fulfilling the promise to provide the specified services; (b) whether the Group has inventory risk before the specified services transferred to a customer; and (c) whether the Group has discretion in establishing the prices for the specified services. We focused on this area due to the significant management's judgements involved in determining the Group's role as a principal or an agent and hence the gross or net basis used in the revenue recognition of online marketing solution services which will have a significant impact on the presentation of revenue and related cost in the consolidated financial statements.	We performed the following procedures to address this key audit matter: — Understood, evaluated and tested, on a sample basis, the key controls over management's principal-agent assessment, including management's approval and review of sales contracts. — Discussed with management and understood the indicators and judgement which management considered and applied when performing principal-agent assessment under different circumstances. — Checked the online marketing solution services transactions, on a sample basis, for the key indicators that management considered in the principal-agent assessment to the relevant evidence, including the relevant sales contracts (focusing on scope of service and pricing terms), reports/screenshots generated from data management platform which manages advertisement creation and placement, and contracts of traffic acquisition from media partners. Also interviewed the Company's key employees and observed the process on how they created and placed advertisement on the data management platform for the selected customers. — For the above samples selected, we considered whether the judgements made by management in assessing gross versus net basis would give rise to indicators of possible management bias. Based on the above, we considered that the management's judgements applied in the revenue recognition of online marketing solution services using gross or net basis are supportable by the evidence obtained.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

KEY AUDIT MATTERS (Continued)

Key Audit Matter	How our audit addressed the Key Audit Matter
Impairment losses on accounts receivables	
Refer to Notes 3.1(b), 4.3 and 20 to the consolidated financial statements. As of December 31, 2024, the Group's gross accounts receivables and the provision for impairment losses on these receivables amounted to approximately RMB3,284,262,000 and RMB115,678,000, respectively. Management applied the expected credit loss model for determining impairment losses on accounts receivables (the "ECL assessment"). Expected credit loss ("ECL") for accounts receivables relating to customers with known financial difficulties or significant doubt on collection of receivables were identified and assessed by management individually. ECL are also estimated by grouping the remaining accounts receivables based on their shared credit risk characteristics and collectively assessed for likelihood of recovery, taking into account the industry the customers engaged in, the creditworthiness of the customers and their ageing category, and applying expected credit loss rates to the respective gross carrying amounts of the accounts receivables. The expected credit loss rates are determined based on historical credit loss rates and are adjusted to reflect existing market conditions and forward-looking information such as macroeconomic factors affecting the ability of the customers to settle the accounts receivables. We focused on this area because the ECL assessment is inherently subjective and requires significant management's judgement and estimation.	We performed the following procedures to address this key audit matter: — Understood, evaluated, and tested, on a sample basis, the key controls over management's ECL assessment. — Assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors involved in management's ECL assessment such as subjectivity. — Assessed the appropriateness of the methodology as adopted by management in the ECL assessment, including the grouping of customers in determining the respective historical loss rates. — Discussed with management to understand the reasons and justifications behind each individual provision for those customers which were identified as having financial difficulties or the collection of the related accounts receivables were considered as with significant doubt and corroborated with public available information as we obtained from our internet search. — Tested, on a sample basis, the accuracy of the key data inputs for the determination of the ECL amounts, such as the ageing of accounts receivables and historical credit loss rates against the respective underlying supporting documents. — Discussed with management to understand the nature of forward-looking elements as considered by management and evaluated the management's judgement applied by considering China macroeconomic factors. — Evaluated the outcome of prior year's ECL assessment by performing a retrospective review, on a sample basis, on the settlement of accounts receivables during the year against relevant bank receipt records. — Checked the mathematical accuracy of the calculations of management's ECL assessment. Based on the above, we considered that the management's judgement and estimates applied in the ECL assessment of accounts receivables are supportable by the evidence obtained.

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in UJU HOLDING LIMITED 2024 Annual Report (the "annual report") other than the consolidated financial statements and our auditor's report thereon. We have obtained some of the other information including the report of the directors, the management discussion and analysis and the financial highlights prior to the date of this auditor's report. The remaining other information, including the chairman's statement, corporate governance report, environmental, social and governance report, and the other sections to be included in the annual report, is expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the remaining other information to be included in the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the Audit Committee of the Company and take appropriate action considering our legal rights and obligations.

RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS Accounting Standards and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee of the Company is responsible for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee of the Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee of the Company with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

From the matters communicated with the Audit Committee of the Company, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Wong Cheuk Kay.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, March 31, 2025

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Notes	Year ended December 31, 2024 RMB'000	2023 RMB'000
Revenue	5	9,153,318	7,076,001
Cost of services and sales	6	(8,865,580)	(6,789,983)
Gross profit		287,738	286,018
Selling expenses	6	(33,909)	(30,563)
General and administrative expenses	6	(82,802)	(74,047)
Research and development expenses	6	(9,642)	(8,816)
Net impairment losses on financial assets	8	(29,973)	(45,909)
Other income	9	2,459	4,075
Other losses, net	10	(18,346)	(5,276)
Operating profit		115,525	125,482
Finance income		18,391	12,523
Finance costs		(20,656)	(20,784)
Finance costs, net	11	(2,265)	(8,261)
Profit before income tax		113,260	117,221
Income tax expense	12	(20,280)	(26,249)
Profit for the year		92,980	90,972
Other comprehensive income			
Items that may be subsequently reclassified to profit or loss			
Exchange differences on translation of foreign operations		(8,852)	(7,763)
Items that will not be reclassified to profit or loss			
Exchange differences on translation of the financial statements of the Company		13,901	12,705
		5,049	4,942
Total comprehensive income for the year		98,029	95,914

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

	Notes	Year ended December 31, 2024 RMB'000	2023 RMB'000
Profit is attributable to:			
Owners of the Company		93,873	90,560
Non-controlling interests		(893)	412
		92,980	90,972
Total comprehensive income for the year is attributable to:			
Owners of the Company		98,922	95,502
Non-controlling interests		(893)	412
		98,029	95,914
Earnings per share for profit attributable to owners of the Company (expressed in RMB per share)			
Basic earnings per share	13	0.16	0.15
Diluted earnings per share	13	0.16	0.15

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

CONSOLIDATED BALANCE SHEET

	Notes	As at December 31, 2024 RMB'000	2023 RMB'000
ASSETS			
Non-current assets			
Property, plant and equipment	14	13,451	15,372
Right-of-use assets	15	9,270	10,874
Intangible assets	16	961	1,282
Deferred income tax assets	29	41,467	32,985
Deposits	21	790	2,183
Financial assets at fair value through other comprehensive income	19	3,620	—
Total non-current assets		69,599	62,696
Current assets			
Inventories	17	3,610	10,729
Accounts receivables	20	3,168,584	2,210,071
Prepayments, deposits and other assets	21	453,338	425,387
Term deposit	22	20,000	—
Restricted cash	23	99,382	13,081
Cash and cash equivalents	24	782,032	719,445
Total current assets		4,526,946	3,378,713
Total assets		4,596,505	3,441,409
LIABILITIES			
Non-current liabilities			
Lease liabilities	15	3,396	4,723
Total non-current liabilities		3,396	4,723
Current liabilities			
Accounts payables	25	2,095,504	1,433,800
Notes payables	26	235,000	150,000
Other payables and accruals	27	395,715	302,637
Borrowings	28	248,220	10,012
Lease liabilities	15	5,807	6,320
Contract liabilities	5	121,668	127,335
Current income tax liabilities		24,496	20,702
Provision	10(b)	10,137	—
Total current liabilities		3,136,547	2,050,806
Total liabilities		3,139,943	2,055,529

CONSOLIDATED BALANCE SHEET (CONTINUED)

	Notes	As at December 31, 2024 RMB'000	2023 RMB'000
EQUITY			
Equity attributable to owners of the Company			
Share capital	30	38,380	38,380
Share premium		676,633	703,820
Shares held for Share Award Scheme	31	(25,762)	(25,762)
Other reserves	32	76,527	71,272
Retained earnings		688,789	595,122
Capital and reserves attributable to owners of the Company		1,454,567	1,382,832
Non-controlling interests		1,995	3,048
Total equity		1,456,562	1,385,880
Total liabilities and equity		4,596,505	3,441,409

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

The consolidated financial statements on pages 82 to 149 were approved and authorised for issue by the Board of Directors of the Company on March 31, 2025 and were signed on its behalf by:

Executive Director:
Mr. Peng Liang

Executive Director:
Ms. Luo Xiaomei

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Notes	Share capital RMB'000	Share premium RMB'000	Shares held for Share Award Scheme RMB'000	Other reserves RMB'000	Retained earnings RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
Year ended December 31, 2024									
At January 1, 2024		38,380	703,820	(25,762)	71,272	595,122	1,382,832	3,048	1,385,880
Profit for the year		–	–	–	–	93,873	93,873	(893)	92,980
Other comprehensive income		–	–	–	5,049	–	5,049	–	5,049
Total comprehensive income		–	–	–	5,049	93,873	98,922	(893)	98,029
Transactions with owners in their capacity as owners:									
Dividends declared and paid	34	–	(27,187)	–	–	–	(27,187)	(160)	(27,347)
Profit appropriation to statutory reserves	32	–	–	–	206	(206)	–	–	–
		–	(27,187)	–	206	(206)	(27,187)	(160)	(27,347)
At December 31, 2024		38,380	676,633	(25,762)	76,527	688,789	1,454,567	1,995	1,456,562

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

	Notes	Share capital RMB'000	Share premium RMB'000	Shares held for Share Award Scheme RMB'000	Other reserves RMB'000	Retained earnings RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
Year ended December 31, 2023									
At January 1, 2023		38,380	714,884	–	57,003	513,525	1,323,792	–	1,323,792
Profit for the year		–	–	–	–	90,560	90,560	412	90,972
Other comprehensive income		–	–	–	4,942	–	4,942	–	4,942
Total comprehensive income		–	–	–	4,942	90,560	95,502	412	95,914
Transactions with owners in their capacity as owners:									
Repurchase of the Company's shares	31	–	–	(25,762)	–	–	(25,762)	–	(25,762)
Transactions with non-controlling interests		–	–	–	364	–	364	2,636	3,000
Dividends declared and paid	34	–	(11,064)	–	–	–	(11,064)	–	(11,064)
Profit appropriation to statutory reserves	32	–	–	–	8,963	(8,963)	–	–	–
		–	(11,064)	(25,762)	9,327	(8,963)	(36,462)	2,636	(33,826)
At December 31, 2023		38,380	703,820	(25,762)	71,272	595,122	1,382,832	3,048	1,385,880

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASH FLOWS

	Notes	Year ended December 31, 2024 RMB'000	2023 RMB'000
Cash flows from operating activities			
Cash (used in)/generated from operations	35(a)	(21,175)	833,644
Interest received		16,289	12,362
Income tax paid		(24,968)	(33,845)
Net cash (used in)/from operating activities		(29,854)	812,161
Cash flows from investing activities			
Purchases of property, plant and equipment		(1,344)	(884)
Proceeds from disposal of property, plant and equipment	35(c)	26	188
Placement of term deposits	22	(20,000)	—
Purchases of intangible assets		—	(1,415)
Loans to third parties		(21,646)	—
Repayment of loan from third parties		9,161	—
Net cash used in investing activities		(33,803)	(2,111)
Cash flows from financing activities			
Capital injection from non-controlling interests		—	3,000
Repurchase of shares		—	(25,762)
Dividends paid		(27,187)	(11,064)
Repayment of borrowing to a financial institution		—	(9,950)
Proceeds from bank and other borrowings		248,000	366,943
Repayment of bank and other borrowings		(10,000)	(686,943)
Increase in bank deposits restricted for borrowings		(74,884)	—
Repayment of deposits from a third party guarantee company		—	10,000
Payment of lease liabilities		(6,893)	(8,378)
Interest paid		(6,124)	(19,955)
Net cash from/(used in) financing activities		122,912	(382,109)
Net increase in cash and cash equivalents		59,255	427,941
Cash and cash equivalents at beginning of the year		719,445	288,660
Exchange gains on cash and cash equivalents		3,332	2,844
Cash and cash equivalents at end of the year	24	782,032	719,445

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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 on November 8, 2021 (the "**Listing**").

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 in online media platforms).

The ultimate holding company of the Company is Supreme Development Limited (" **Supreme Development**"), a company incorporated in the British Virgin Islands, and is controlled by Mr. Ma Xiaohui ("**Mr. Ma**"), the ultimate controlling shareholder (the "**Controlling Shareholder**") of the Group.

These consolidated financial statements are 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 principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied throughout all years presented, unless otherwise stated.

(i) Compliance with IFRS Accounting Standards and HKCO

The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards issued by the International Accounting Standards Board ("**IASB**") and the disclosure requirements of the Hong Kong Companies Ordinance Cap. 622 ("**HKCO**").

IFRS Accounting Standards comprise the following authoritative literature:

- IFRS Accounting Standards ("**IFRS**")
- IAS Standards ("**IAS**")
- Interpretations developed by the IFRS Interpretations Committee ("**IFRIC Interpretations**") or its predecessor body, the Standing Interpretations Committee ("**SIC Interpretations**")

The preparation of financial statements in conformity with IFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

(ii) Historical cost convention

The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain financial assets measured at fair value.

2 BASIS OF PREPARATION (Continued)

(iii) New or amended standards adopted by the Group

The Group has applied the following amended standards which are effective for its annual reporting period commencing January 1, 2024:

- Classification of Liabilities as Current or Non-current and Non-current liabilities with Covenants — Amendments to IAS 1;
- Lease Liability in Sale and Leaseback — Amendments to IFRS 16; and
- Supplier Finance Arrangements — Amendments to IAS 7 and IFRS 7.

The adoption of these amended standards did not result in any material impact on the accounting policies of the Group and the presentation of these consolidated financial statements.

(iv) New or amended standards not yet adopted

Certain new accounting standards and amendments to accounting standards have been published that are not mandatory for December 31, 2024 reporting periods and have not been early adopted by the Group:

The Group's assessment of the key impact of these new standards and amendments is set out below:

- Lack of Exchangeability — Amendments to IAS 21 (effective for annual periods beginning on or after 1 January 2025)

  The IASB amended IAS 21 to help entities to determine whether a currency is exchangeable into another currency, and which spot exchange rate to use when it is not. The Group does not expect these amendments to have a material impact on its operations or financial statements.

- Amendments to the Classification and Measurement of Financial Instruments — Amendments to IFRS 9 and IFRS 7 (effective for annual periods beginning on or after 1 January 2026)

  The IASB issued targeted amendments to IFRS 9 and IFRS 7 to respond to recent questions arising in practice, and to include new requirements not only for financial institutions but also for corporate entities. These amendments:

  - clarify the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
  - clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion;
  - add new disclosures for certain instruments with contractual terms that can change cash flows (such as some financial instruments with features linked to the achievement of environment, social and governance targets); and
  - update the disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI).

  The Group does not expect these amendments to have a material impact on its operations or financial statements.

2 BASIS OF PREPARATION (Continued)

(iv) New or amended standards not yet adopted (Continued)

- Presentation and Disclosure in Financial Statements — IFRS 18 (effective for annual periods beginning on or after 1 January 2027)

  IFRS 18 will replace IAS 1 Presentation of Financial Statements, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though IFRS 18 will not impact the recognition or measurement of items in the financial statements, its impacts on presentation and disclosure are expected to be pervasive, in particular those related to the statement of financial performance and providing management-defined performance measures within the financial statements.

  Management is currently assessing the detailed implications of applying the new standard on the Group's consolidated financial statements. From the high-level preliminary assessment performed, the following potential impacts have been identified:

  - Although the adoption of IFRS 18 will have no impact on the Group's net profit, the Group expects that grouping items of income and expenses in the statement of profit or loss into the new categories will impact how operating profit is calculated and reported. From the high-level impact assessment that the Group has performed, the following items might potentially impact operating profit: Foreign exchange differences currently aggregated in the line item "other gains/(losses)-net" in operating profit might need to be disaggregated, with some foreign exchange gains or losses presented below operating profit.

  - The line items presented on the primary financial statements might change as a result of the application of the concept of 'useful structured summary' and the enhanced principles on aggregation and disaggregation.

  - The Group does not expect there to be a significant change in the information that is currently disclosed in the notes because the requirement to disclose material information remains unchanged; however, the way in which the information is grouped might change as a result of the aggregation/disaggregation principles. In addition, there will be significant new disclosures required for:

    — management-defined performance measures;

    — a break-down of the nature of expenses for line items presented by function in the operating category of the statement of profit or loss — this break-down is only required for certain nature expenses; and

    — for the first annual period of application of IFRS 18, a reconciliation for each line item in the statement of profit or loss between the restated amounts presented by applying IFRS 18 and the amounts previously presented applying IAS 1.

  - From a cash flow statement perspective, there will be changes to how interest received and interest paid are presented. Interest paid will continue to be presented as financing cash flows while interest received will be presented as investing cash flows, and hence there may be certain change from the current presentation as part of operating cash flows.

  The Group will apply the new standard from its mandatory effective date of 1 January 2027.

  Retrospective application is required, and so the comparative information for the financial year ending 31 December 2026 will be restated in accordance with IFRS 18.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

3 FINANCIAL RISK MANAGEMENT

The Group's activities may expose it to a variety of financial risks: market risk (primarily foreign exchange risk and cash flow and fair value interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Risk management is carried out by the senior management of the Group and approved by the executive directors of the Company.

3.1 Financial risk factors

(a) Market risk

(i) Foreign exchange risk

The functional currency of the Company is Hong Kong dollar ("**HKD**"). The Group's primary subsidiaries are incorporated in the PRC and these subsidiaries consider RMB as their functional currency.

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency (primarily USD) other than the functional currency of the each of the group companies.

For the year ended December 31, 2024, if RMB had strengthened/weakened by 5% against USD, with all other variables held constant, pre-tax profit for the year would have been RMB13,707,000 (2023: RMB12,485,000) lower/higher respectively, mainly as a result of foreign exchange (losses)/gains on retranslation of USD-denominated cash and cash equivalents, term deposit and accounts payables.

(ii) Cash flow and fair value interest rate risk

Financial assets/liabilities with variable interest rate expose the Group to cash flow interest-rate risk and financial assets/liabilities with fixed interest rate expose the Group to fair value interest-rate risk. All of the Group's borrowings (Note 28) bear interests at fixed interest rates as at December 31, 2024 and 2023. Other than these borrowings, interest-bearing cash and cash equivalents, term deposits, restricted cash and lease liabilities, the Group has no other significant interest-bearing assets or liabilities. The directors of the Company do not anticipate there is any significant impact on the Group resulting from the changes in interest rates.

(b) Credit risk

(i) Risk management

Credit risk is managed on a group basis.

The Group is exposed to credit risk primarily in relation to its cash and cash equivalents, term deposits, restricted cash, accounts receivables, deposits and other receivables. The carrying amount of each class of the above financial assets represents the Group's maximum exposure to credit risk in relation to the corresponding class of financial assets.

To manage credit risk, cash and cash equivalents, term deposits and restricted cash are mainly placed with state-owned or reputable banks or financial institutions in the PRC and reputable international banks or financial institutions outside of the PRC. There has been no recent history of default in relation to these banks or financial institutions.

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(i) Risk management (Continued)

To manage the risk arising from accounts receivables, the Group has policies in place to ensure that credit terms are made to counterparties with an appropriate credit history and the management performs ongoing credit evaluations of its counterparties.

The Group generated revenue from advertisers or its agencies. The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The Group performed credit evaluation which focus on the customer's history of making payments and current ability to pay. Generally, the Group does not obtain collateral from customers unless for any need to do so.

The Group was exposed to concentration of credit risk on its accounts receivables. As at December 31, 2024 and 2023, accounts receivables of approximately RMB2,163,636,000 and RMB1,556,466,000 respectively (representing approximately 66% and 68% of the Group's gross accounts receivables, respectively) were due from the Group's largest five customers (including the major customer A as mentioned in Note 5). Given the strong business relationship established with these customers, the regular payments made according to contract terms and the financial capability of these customers, the directors of the Company do not expect that there will be any significant credit risk from the non-performance of these customers.

(ii) Impairment of financial assets

Accounts receivables

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all accounts receivables.

To measure the expected credit losses, accounts receivables have been grouped based on shared credit risk characteristics and the aging of receivables. The expected loss rates are based on the payment profiles and the corresponding historical credit losses. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the Consumer Price Index, Producer Price Index and Broad Money Supply (M2) to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors. There is no significant changes in the estimation techniques or key assumptions adopted in determining the expected loss rate during the reporting period.

And the recognition and measurement method of loss allowance for each category is measured separately:

— For accounts receivables due from customers grouped based on similar credit risk characteristics, the Group calculates the expected credit loss by referring to the historical credit loss experience, combining with the current situation and the forecast of future economic conditions and considering the accounts receivables aging which are counted from the date they are generated and expected credit loss rate during the lifetime.

— For accounts receivables due from customers with different credit risks, such as the customers that the Group has identified with financial difficulties, the Group applies the individual identification method based on the characteristics of credit risk of each individual balance. The Group also applies the individual identification method for those customers with external credit ratings available.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(ii) Impairment of financial assets (Continued)

Accounts receivables (Continued)

The balance of each category of accounts receivables as at December 31, 2024 and 2023 was as follows:

	Accounts receivables RMB'000	Loss allowance RMB'000	Net carrying amount RMB'000
At December 31, 2024			
Accounts receivables			
Customers with credit ratings	2,055,076	(1,441)	2,053,635
Customers grouped based on similar credit risk characteristics	1,162,380	(56,751)	1,105,629
Customers with specific credit risks	66,806	(57,486)	9,320
	3,284,262	(115,678)	3,168,584
At December 31, 2023			
Accounts receivables			
Customers with credit ratings	1,366,703	(830)	1,365,873
Customers grouped based on similar credit risk characteristics	875,172	(56,496)	818,676
Customers with specific credit risks	59,945	(34,423)	25,522
	2,301,820	(91,749)	2,210,071

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(ii) Impairment of financial assets (Continued)

Accounts receivables (Continued)

The loss allowance as at December 31, 2024 and 2023 was determined as follows for accounts receivables from customers which have been grouped based on similar credit risk characteristics:

	Less than 90 days RMB'000	91–180 days RMB'000	181–270 days RMB'000	Over 270 days RMB'000	Total RMB'000
At December 31, 2024					
Accounts receivables gross carrying amount	1,063,593	54,971	2,752	41,064	1,162,380
Less: loss allowance	(9,241)	(6,239)	(1,184)	(40,087)	(56,751)
	1,054,352	48,732	1,568	977	1,105,629
Expected loss rate (%)	0.87%	11.35%	43.02%	97.62%	4.88%
At December 31, 2023					
Accounts receivables gross carrying amount	796,621	25,502	7,374	45,675	875,172
Less: loss allowance	(7,050)	(3,511)	(3,176)	(42,759)	(56,496)
	789,571	21,991	4,198	2,916	818,676
Expected loss rate (%)	0.88%	13.77%	43.07%	93.62%	6.46%

The accounts receivables from customers with credit ratings primarily include the accounts receivable from the major customer A as mentioned in Note 5. These customers with credit ratings are all reputable and well rated in the market. Therefore, management considered that the credit risk associated with these customers is very limited. As at December 31, 2024, the expected credit loss rates applied to the accounts receivables from these customers with credit ratings ranged from 0.06% to 0.28% (2023: 0.03% to 0.19%) and the net reversal for credit loss allowances as recognised on these accounts receivables during the year ended December 31, 2024 amounted to approximately RMB611,000 (2023: RMB67,000).

The Group has recognised credit loss allowance against customers with specific credit risks considering the financial difficulties encountered by the respective customers.

Throughout the years presented, management kept monitoring closely the recoverability of accounts receivables.

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(ii) *Impairment of financial assets* (Continued)

Accounts receivables (Continued)

Accounts receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group and the bankruptcy of a debtor.

Impairment losses on accounts receivables are presented as "net impairment losses on financial assets" within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

Other financial assets at amortised cost

Other financial assets at amortised cost mainly include deposits, other receivables and term deposits. The Group considers the probability of default upon initial recognition of other receivables and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default on other receivables as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information. Especially the following indicators are incorporated:

- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the debtors' ability to meet its obligations;

- actual or expected significant changes in the operating results of the debtors;

- significant increases in credit risk on other financial instruments of the same debtors; or

- significant changes in the expected performance and behaviour of the debtors, including changes in the payment status of debtors, etc.

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(ii) Impairment of financial assets (Continued)

Other financial assets at amortised cost (Continued)

For the deposits, advances to staff, loans receivable and other receivables, management applies 3-stages model to assess the expected credit loss. Management makes periodic collective assessments as well as individual assessment on the recoverability of other receivables based on historical settlement records and past experiences.

Stage 1 — Deposits, advances to staff, loans receivable and other receivables that are not credit-impaired since initial recognition are classified in 'stage 1' and have their credit risk continuously monitored by the Group. The expected credit loss is measured on a 12-month basis.

Stage 2 — If a significant increase in credit risk (specifically, when the debtor is more than 1 day past due on its contractual payments) since initial recognition is identified, the financial instrument is moved to 'stage 2' but is not yet deemed to be credit-impaired. The expected credit loss is measured on lifetime basis.

Stage 3 — If the financial instrument is credit-impaired (specifically, when the debtor is more than 90 days past due on its contractual payments), the financial instrument is then moved to "stage 3". The expected credit loss is measured on lifetime basis.

In view of the history of cooperation with the debtors and collection from them, the Group provides for credit losses against other financial assets at amortised cost as of December 31, 2024 and 2023 as follows:

Category of other financial assets at amortised cost	Expected credit loss rate	Gross carrying amount (Stage 1) RMB'000	Gross carrying amount (Stage 2) RMB'000	Gross carrying amount (Stage 3) RMB'000	Total RMB'000
As at December 31, 2024					
Deposits	0.43%	103,162	—	—	103,162
Advances to staff	0.93%	1,943	—	—	1,943
Other receivables	74.48%	16,277	—	46,760	63,037
Total		121,382	—	46,760	168,142
As at December 31, 2023					
Deposits	0.75%	92,484	—	—	92,484
Advances to staff	0.84%	2,012	—	—	2,012
Other receivables	80.36%	6,761	—	46,760	53,521
Total		101,257	—	46,760	148,017

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(ii) *Impairment of financial assets* (Continued)

Other financial assets at amortised cost (Continued)

The loss allowance for other financial assets at amortised cost as at the respective balance sheet dates, reconciles to the opening loss allowance are as follows:

	Deposits RMB'000	Advances to staff RMB'000	Other receivables RMB'000	Total RMB'000
Opening loss allowance as at January 1, 2023	471	10	38,284	38,765
Increase in the allowance recognised in profit or loss during the year	223	14	4,726	4,963
Receivables written off during the year as uncollectable	—	(7)	—	(7)
Closing loss allowance as at December 31, 2023	694	17	43,010	43,721
(Decrease)/increase in the allowance recognised in profit or loss during the year	(253)	1	3,942	3,690
Closing loss allowance as at December 31, 2024	441	18	46,952	47,411

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk

To manage the liquidity risk, the Group's management monitors and maintains cash and cash equivalents at a level which is considered as adequate by the management to finance the Group's operations and mitigate the effects of any unexpected significant fluctuations in cash flows.

As disclosed in Note 26, the Group has entered into a supplier finance arrangement with a supplier to offset payment by bank acceptance on 1 January 2024 which ends on 31 December 2024. This has improved the Group's working capital. The finance provider which issue bank acceptance is in good financial condition and the Group has no significant concentration of liquidity risk with this finance provider.

The table below analyses the Group's financial liabilities into relevant maturity grouping based on the remaining period at the end of each reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

	Less than 1 year RMB'000	Between 1 and 2 years RMB'000	Between 2 and 5 years RMB'000	Total RMB'000
At December 31, 2024				
Accounts payables	2,095,504	—	—	2,095,504
Notes payables	235,000	—	—	235,000
Other payables and accruals (excluding non-financial liabilities)	97,404	—	—	97,404
Borrowings	250,833	—	—	250,833
Lease liabilities	6,195	1,310	2,484	9,989
	2,684,936	1,310	2,484	2,688,730
At December 31, 2023				
Accounts payables	1,433,800	—	—	1,433,800
Notes payables	150,000	—	—	150,000
Other payables and accruals (excluding non-financial liabilities)	78,104	—	—	78,104
Borrowings	10,201	—	—	10,201
Lease liabilities	6,578	4,861	—	11,439
	1,678,683	4,861	—	1,683,544

3.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares, draw down of new borrowings or sell assets to reduce debt.

3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 Capital management (Continued)

The Group monitors capital on the basis of the debt to asset ratio. This ratio is calculated as total liabilities divided by total assets. The debt to asset ratio at December 31, 2024 and 2023 were as follows:

	As at December 31, 2024	2023
Debt to asset ratio	68%	60%

The increase in the Group's debt to asset ratio is primarily due to the increase in the Group's borrowings and notes payables during the year ended December 31, 2024.

3.3 Fair value estimation

(i) Fair value hierarchy

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

Level 1: The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and equity securities) is based on quoted market prices at the end of the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The following table presents the Group's financial assets that are measured at fair value.

	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
At December 31, 2024				
Financial assets at fair value through other comprehensive income ("**FVOCI**")				
— Unlisted equity investment (Note 19)	—	—	3,620	3,620

The Group did not have any financial liabilities that were measured at fair value as of December 31, 2024.

The Group did not have any financial assets/liabilities that were measured at fair value as of December 31, 2023.

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(ii) Valuation process and valuation techniques used to determine level 3 fair value

The Group has a team that manages the valuation exercise of level 3 instruments on a case by case basis for the financial reporting purpose. At least once every year, the team would use valuation techniques to determine the fair value of the Group's level 3 instruments. External valuation experts will be involved when necessary.

The fair value of the unlisted equity investment is determined based on the recent transaction approach. Management has determined the fair value based on the implied equity value of the investee company as determined by reference to the most recent equity financing transactions of the investee company.

(iii) Fair value measurements using significant unobservable inputs (level 3)

The following table summarises the quantitative information about the significant unobservable inputs used in recurring level 3 fair value measurements.

	Significant unobservable inputs	Range of inputs As at December 31, 2024	 As at December 31, 2023	Relationship of unobservable inputs to fair values
Unlisted equity investment	Most recent equity financing price per share	USD 18.16/share	N/A	The higher the recent financing price, the higher the fair value

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

4.1 Determination of revenue recognition on gross or net basis

As disclosed in Note 5, the Group provides online marketing solution services to its customers, which involve the assessment of revenue recognition on a gross or net basis, i.e. principal vs agent assessment in different business models. The Group follows the accounting guidance for principal-agent considerations to assess whether the Group controls the specified service before it is transferred to the customer, the indicators of which including but not limited to (a) whether the Group is primarily responsible for fulfilling the promise to provide the specified service; (b) whether the Group has inventory risk before the specified service has been transferred to a customer; and (c) whether the Group has discretion in establishing the prices for the specified goods or service. Management considers the above factors in totality, as none of the factors individually are considered presumptive or determinative and applies judgment when assessing the indicators depending on each different circumstances.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

4.2 Rebates from media partners

As disclosed in Note 5, media partners (or their authorised agencies) may grant the Group rebates in various forms. The Group records such rebates as reduction of cost of services under gross basis (where the Group acts as principal), or as revenue under net basis (where the Group acts as agent). The rebates earned by the Group from media partners (or their authorised agencies) come with a variety of structures and rates, which are primarily determined based on the contract terms with these media partners (or their authorised agencies), their applicable rebate policies, the business performances of the Group and the discretionary incentive programs as set up by the media partners (or their authorised agencies).

The Group accrues rebates from media partners based on evaluation as to whether the contractually stipulated thresholds of the Group's spending on traffic consumption are likely to being reached, or other benchmarks or certain prescribed classification are likely to be qualified. This determination requires significant judgment and estimation. In making this judgment and estimation, the Group evaluates based on the past experience and regular monitoring of various performance factors set within the rebate policies. Such rebates as a percentage of gross spending of the Group and the advertisers may fluctuate and are reviewed and adjusted from time to time.

4.3 Impairment of accounts receivables and other financial assets

The Group follows the guidance of IFRS 9 when assessing the expected credit losses of accounts receivables and other financial assets. This determination requires significant judgment and estimation. In making this judgment and estimation, the Group evaluates, among other factors, the aging of accounts receivables and the financial position and collection history of debtors and expected future changes in credit risks, including the consideration of factors such as general economy measure, changes in macroeconomic indicators etc. Further details are included in Note 3.1(b) to the consolidated financial statements.

4.4 Current and deferred income tax

The Group is subject to income taxes in different areas. Judgment is required in determining the provision for income taxes in each of these jurisdictions. There are transactions and calculations during the ordinary course of business for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax provisions in the period in which such determination is made.

Deferred income tax assets relating to certain temporary differences and tax losses are recognised when management considers it is probable that future taxable profits will be available against which the temporary differences or tax losses can be utilised. When the expectation is different from the original estimate, such differences will impact the recognition of deferred income tax assets and taxation charges in the period in which such estimate is changed.

4.5 Presentation of liabilities under supplier finance arrangement

As disclosed in Note 26, the supplier collect payment by bank acceptances and the Group is able to offset the accounts payables from the supplier, management has determined that it is appropriate to present the amounts as a notes payables item in the balance sheet instead of within borrowings.

For the purpose of the statement of cash flows, management considers that the amounts are part of the working capital used in the Group's principal operating activities, the Group obtain a six-month credit term by endorsing bank acceptances to supplier. When the Group subsequently pays the amount outstanding to banks, this is presented as an operating cash outflow.

5 REVENUE AND SEGMENT INFORMATION

5.1 Revenue from contracts with customers

An analysis of the Group's revenue from contracts with customers by category for the years ended December 31, 2024 and 2023 was as follows:

	Year ended December 31, 2024 RMB'000	2023 RMB'000
All-in-one online marketing solution services	9,062,814	6,997,239
Advertisement distribution services	19,692	11,264
Live streaming e-commerce businesses (note)	68,094	61,855
Provision of other services	2,718	5,643
Total	9,153,318	7,076,001

Note:

For the years ended December 31, 2024 and 2023, live streaming e-commerce businesses mainly include provision of live streaming e-commerce services and sales of goods in online media platforms.

An analysis of the Group's revenue from contracts with customers by the timing of revenue recognition for the years ended December 31, 2024 and 2023 is as follows:

	Year ended December 31, 2024 RMB'000	2023 RMB'000
Revenue recognised:		
— at a point in time	8,023,227	6,079,506
— over time	1,130,091	996,495
Total	9,153,318	7,076,001

The Group has concentration of credit risk from a major customer A as the customer contributed approximately 50% and 50% of the Group's total revenue for the years ended December 31, 2024 and 2023, respectively.

As at December 31, 2024 and 2023, the accounts receivable balance from the aforesaid major customer A amounted to approximately RMB1,684,826,000 and RMB1,245,135,000, representing approximately 51% and 54% of the Group's gross total accounts receivable, respectively.

Except for the abovementioned major customer A, no other individual customer has contributed more than 10% of the Group's total revenue during the years ended December 31, 2024 and 2023.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

5 REVENUE AND SEGMENT INFORMATION (Continued)

5.1 Revenue from contracts with customers (Continued)

(a) Contract liabilities

The Group has recognised the following revenue-related contract liabilities:

	As at December 31,		As at January 1,
	2024 RMB'000	2023 RMB'000	2023 RMB'000
Advance from customers	121,668	127,335	108,724

Contract liabilities of the Group mainly arise from the advance payments made by customers while the underlying services are yet to be provided.

Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities.

	Year ended December 31,	
	2024 RMB'000	2023 RMB'000
Revenue recognised that was included in the balance of contract liabilities at the beginning of the year	127,335	108,724

(b) Transaction price allocated to unsatisfied long-term contract

The Group generally enters into service contracts with customers for a contract term less than one year. Therefore, the Group has applied the practical expedient permitted under IFRS 15 "Revenue from Contracts with Customers" not to disclose the transaction price allocated to the unsatisfied performance obligations.

(c) Assets recognised from costs to fulfil a contract

While providing all-in-one marketing solution services to customers, the Group may incur fulfilment costs including production cost of short video, etc. However, considering that the service is usually satisfied in a short period, the Group did not capitalise assets recognised from costs to fulfil a contract.

5 REVENUE AND SEGMENT INFORMATION (Continued)

5.2 Accounting policies of revenue recognition

(a) Revenue from provision of online marketing solutions

The Group generates revenue primarily from providing online marketing solutions. The method the Group recognises revenue from its online marketing solutions business is affected by the role under each particular contract with customers. For contracts where the Group acts as a principal, the Group recognises revenue on a gross basis, while for contracts where the Group acts as an agent, the Group recognises revenue on a net basis. In determining whether the Group is acting as a principal or as an agent in the provision of online marketing solutions, it requires the Group's management's judgements and considerations of all relevant facts and circumstances, including but not limit to (a) whether the Group is primarily responsible for fulfilling the promise to provide the specified service; (b) whether the Group has inventory risk before the specified service has been transferred to a customer or after transfer of control to the customer; and (c) whether the Group has discretion in establishing the prices for the specified goods or service. Specifically, for all-in-one online marketing solution service, the Group recognises revenue on a gross basis; while for advertisement distribution service, the Group recognises revenue on a net basis. When the Group provides services to customers which are charged based on the time advertised under the cost-per-time ("**CPT**") model, control of services transfers over time and revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the services.

(i) All-in-one Online Marketing Solutions Services (Gross basis)

The Group provides one-stop online marketing solutions, including traffic acquisition from top media platforms (i.e. online publishers), content production, big data analysis and advertising campaign optimisation, to the Group's advertisers. The Group charges the advertisers primarily based on a mix of CPC (i.e. "**Cost-Per-Click**") or CPT (i.e. "**Cost-Per-Time**") and recognise revenue when specified action, such as click-throughs, is performed. Media partners may also grant to the Group rebates (i) in the form of prepayments for future traffic acquisition; (ii) to net off the accounts payables the Group owed to them; or (iii) in cash mainly based on the gross spending of the advertisers.

While none of the factors individually are considered presumptive or determinative, in these arrangements the Group is the primary obligor and responsible for (i) identifying and contracting with third-party advertisers which the Group views as customers, and delivering the specified integrated services to the advertisers; (ii) bearing certain risks of loss to the extent that the cost incurred for producing contents, formulating advertisement campaign and acquiring user traffic from media platforms cannot be compensated by the total consideration received from the advertisers, which is similar to inventory risk; and (iii) performing all the billing and collection activities, including retaining credit risk. The Group has control in the specified service before that service is delivered to the advertiser and act as the principal of these arrangements and therefore recognises revenue earned and costs incurred related to these transactions on a gross basis. Under these arrangements, the rebates earned from the media partners are recorded as a reduction of cost of services.

5 REVENUE AND SEGMENT INFORMATION (Continued)

5.2 Accounting policies of revenue recognition (Continued)

(a) Revenue from provision of online marketing solutions (Continued)

(ii) Advertisement Distribution Services (Net basis)

The Group also provides traffic acquisition service only to distribute the advertisements produced by the advertisers online. The advertisements are published on the targeted media platforms as determined by the customers.

The Group is not the principal in this arrangement as the Group does not control the specified service before that service is delivered to the customer, because (i) the Group does not provide the all-in-one integrated services. Online publisher (i.e. media platforms), rather than the Group, is primarily responsible for providing the media publishing service; (ii) the media platforms are identified and determined by the customers, rather than the Group. Therefore, the Group is not the principal in executing these transactions. The Group reports the amount received from the customers and the amounts paid to the media platforms related to these transactions on a net basis. Under these arrangements, media partners may also grant the Group rebates which are recorded as revenue in the consolidated statement of profit or loss and other comprehensive income.

The Group may offer rebates to customers as part of its incentive activities in some circumstances at its own discretion. Upon when the Group has decided to offer such incentive rebates to its customers, the rebates as offered under the abovementioned "All-in-one Online Marketing Solutions Services (Gross basis)" and "Advertisement Distribution Services (Net basis)" business models are both considered as variable considerations and hence recognised as a deduction of revenue for the period when the related promised services were transferred to the customers.

(b) Revenue from e-commerce businesses

(i) Live streaming e-commerce services

The Group provides live streaming e-commerce services, with major performance obligation to facilitate steamers, show room, operation personnel, digital marketing solution, etc. The Group act as a service provider under service fee model. The Group charges its customers a combination of fixed fees and/or variable fees based on the value of merchandise sold or other variable factors. The Group recognises service fees as revenue over time in the consolidated statement of profit or loss and other comprehensive income during the service period. All the costs that the Group incurs in the provision of the services are classified as cost of services and sales in the consolidated statement of profit or loss and other comprehensive income.

(ii) Sales of goods

The Group engages in sales of goods and concluded that the Group acts as the principal for such transactions as it controls the specified goods before they are transferred to the customer after taking into consideration indicators such as the Group is primarily responsible for fulfilling the promise to deliver the goods and the Group has inventory risk. When the Group satisfies the performance obligation, being at the point the goods are delivered to the customers, the Group recognises trading revenue in the gross amount of consideration to which the Group expects to be entitled as specified in the contracts.

5 REVENUE AND SEGMENT INFORMATION (Continued)

5.2 Accounting policies of revenue recognition (Continued)

(c) Revenue from provision of other services

The Group also engages in the provision of other services, mainly including the provision of SaaS service, including both self-developed SaaS platform and third party authorised SaaS service. Self-developed SaaS platform is dedicated to facilitate advertisement distributors in managing and uploading advertisement contents. The Group charges advertisement distributors at a fixed service fee rate and recognises revenue when the service is delivered. The Group also acts as a sales agent of third party authorized SaaS platform service and earns commission fee as calculated based on the number of platform users as referred by the Group. The Group recognises the commission fee as revenue when referred users complete registration on the third party authorised SaaS platform.

5.3 Segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker ("**CODM**"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors of the Company that makes strategic decisions.

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) and also advertisement distribution services to the customers (which are primarily providing traffic acquisition service only) to customers in the PRC. For the purpose of resources allocation and performance assessment, the 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.

6 EXPENSES BY NATURE

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

	Year ended December 31,	
	2024	2023
	RMB'000	RMB'000
Traffic acquisition and monitoring costs	8,712,250	6,657,207
Employee benefit expenses (Note 7)	173,133	147,402
Outsourcing short video production, advertising and streamer costs	30,227	27,459
Professional and consulting service fees	16,446	12,168
Costs of inventories sold and consumed	14,948	14,617
Taxes and surcharges	10,739	10,226
Depreciation and amortisation expenses	10,383	12,818
Travelling and hospitality expenses	9,489	6,390
Office expenses	6,706	5,136
Transportation cost	2,589	3,238
Auditor's remuneration		
— audit services	2,450	2,950
— non-audit services	170	170
Others	2,403	3,628
Total	8,991,933	6,903,409

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

7 EMPLOYEE BENEFIT EXPENSES

	Year ended December 31, 2024 RMB'000	2023 RMB'000
Wages, salaries and bonuses	136,444	112,411
Pension costs — defined contribution plans (note)	14,737	12,983
Other social security costs, housing benefits and other employee benefits	21,952	22,008
Total	173,133	147,402

Note:

During the year ended December 31, 2024, no forfeited contributions were utilised by the Group to reduce its pension contributions (2023: Nil).

(a) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group include 2 (2023: 2) directors for the year ended December 31, 2024, whose emoluments are reflected in the analysis shown in Note 38 for each of the years presented.

The emoluments payable to the remaining 3 (2023: 3) highest paid individuals during the year ended December 31, 2024 are as follows:

	Year ended December 31, 2024 RMB'000	2023 RMB'000
Wages, salaries and bonuses	5,500	6,129
Pension costs — defined contribution plans	133	235
Other social security costs, housing benefits and other employee benefits	195	179
	5,828	6,543

Their emoluments fell within the following bands:

	Number of individuals Year ended December 31, 2024	2023
Emolument bands (in HKD)		
1,500,001–2,000,000	1	2
2,500,001–3,000,000	2	—
3,000,001–4,000,000	—	1
	3	3

8 NET IMPAIRMENT LOSSES ON FINANCIAL ASSETS

	Year ended December 31, 2024 RMB'000	2023 RMB'000
Provision for impairment losses		
— accounts receivables	26,283	40,946
— other receivables	3,690	4,963
Total	29,973	45,909

9 OTHER INCOME

	Year ended December 31, 2024 RMB'000	2023 RMB'000
Government grants	2,329	3,312
Value-added tax additional deduction	—	527
Others	130	236
Total	2,459	4,075

10 OTHER LOSSES, NET

	Year ended December 31, 2024 RMB'000	2023 RMB'000
Net foreign exchange losses	(1,900)	(6,224)
Provision for impairment and losses on merchandises obtained in a settlement-in-kind arrangement	(2,163)	(1,532)
Late surcharge and penalties	136	(504)
Reversal of aged payable balances	655	2,907
Net gain on early termination of leases	884	87
Provision for an onerous contract (note a)	(5,705)	—
Provision for a litigation loss (note b)	(10,137)	—
Others	(116)	(10)
Total	(18,346)	(5,276)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

10 OTHER LOSSES, NET (Continued)

Notes:

(a) The provision for an onerous contract is relating to a one-year contract with a third party which was matured on December 31, 2024 and the associated loss is caused by certain unexpected one-off events. The provision amount is estimated based on the unavoidable costs which are the least net cost of exiting from the contract.

(b) During the year ended December 31, 2024, a provision has been recognised for the probable litigation loss on a legal claim as initiated by a financial service supplier in 2024.

11 FINANCE COSTS, NET

	Year ended December 31, 2024 RMB'000	Year ended December 31, 2023 RMB'000
Finance income		
Interest income from		
— bank deposits	17,756	12,362
— loan to a third party	635	161
	18,391	12,523
Finance costs		
Interest expenses on		
— bank borrowings	(5,622)	(11,199)
— guarantee fee paid to a third party	(11,385)	(3,300)
— discount of bank acceptance bills	(3,024)	(809)
— lease liabilities (Note 15)	(625)	(980)
— factoring borrowings	—	(3,996)
— borrowings from a financial institution	—	(500)
	(20,656)	(20,784)
Finance costs, net	(2,265)	(8,261)

12 INCOME TAX EXPENSE

Income tax expense during the years presented comprise of:

	Year ended December 31, 2024 RMB'000	2023 RMB'000
Current income tax expense	28,762	26,482
Deferred income tax credit (Note 29)	(8,482)	(233)
Income tax expense	20,280	26,249

(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

The Hong Kong two-tiered profits tax regime took effect on April 1, 2018 and 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 years ended December 31, 2024 and 2023.

(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 principal PRC subsidiaries is 25% except that, Hainan Uju Technology Co., Ltd. ("**Hainan Uju**") enjoys the preferential CIT tax rate of 15%. Certain of the remaining subsidiaries enjoy the CIT tax rate of 20% as small and low-profit enterprises.

(d) PRC Withholding Tax ("WHT")

According to the applicable PRC tax regulations, dividends distributed by a company established in the PRC to a foreign investor with respect to profits derived after January 1, 2008 are generally subject to a 10% WHT. If a foreign investor incorporated in Hong Kong meets the conditions and requirements under the double taxation treaty arrangement entered into between the PRC and Hong Kong, the relevant withholding tax rate will be reduced from 10% to 5%.

As of December 31, 2024 and 2023, the Group does not have any plan to further distribute the retained earnings of all PRC subsidiaries and intends to retain them for the operation and expansion of the Group's business in the PRC. Accordingly, no deferred income tax liability in connection with the undistributed retained earnings of the PRC subsidiaries has been recognised as at the end of each reporting period. As of December 31, 2024 and 2023, the undistributed retained earnings of those PRC subsidiaries amounted to approximately RMB724,740,000 and RMB661,001,000, respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

12 INCOME TAX EXPENSE (Continued)

The taxation on the Group's profit before income tax differs from the theoretical amount that would arise using the applicable corporate income tax rate of PRC, the principal place of the Group's operations, as follows:

	Year ended December 31, 2024 RMB'000	2023 RMB'000
Profit before income tax	113,260	117,221
Tax at the PRC statutory corporate income tax rate of 25%	28,315	29,305
Effects of preferential tax rates applicable to eligible subsidiaries	(11,606)	(4,845)
Effect of expenses not deductible for income tax purposes	1,698	820
Tax losses for which no deferred income tax asset was recognised	3,448	772
Others	(1,575)	197
Income tax expense	20,280	26,249

13 EARNINGS PER SHARE

(a) Basic

The basic earnings per share is calculated by dividing the profit 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 for the Company's share award scheme) during the years ended December 31, 2024 and 2023.

	Year ended December 31, 2024	2023
Profit attributable to owners of the Company (RMB'000)	93,873	90,560
Weighted average number of ordinary shares in issue (thousand shares)	590,919	594,894
Basic earnings per share (expressed in RMB)	0.16	0.15

(b) Diluted

Diluted earnings per share as presented is the same as the basic earnings per share as no potentially dilutive ordinary shares were in issue as of December 31, 2024 and 2023.

14 PROPERTY, PLANT AND EQUIPMENT

	Building RMB'000	Vehicles RMB'000	Electronic equipment RMB'000	Furniture and fixtures RMB'000	Leasehold improvement RMB'000	Total RMB'000
Year ended December 31, 2024						
Opening net book amount	11,585	141	1,802	169	1,675	15,372
Additions	—	—	241	—	1,103	1,344
Disposals	—	—	(45)	(74)	—	(119)
Depreciation charge	(580)	(63)	(1,034)	(43)	(1,426)	(3,146)
Closing net book amount	11,005	78	964	52	1,352	13,451
At December 31, 2024						
Cost	12,262	212	10,010	414	12,290	35,188
Accumulated depreciation	(1,257)	(134)	(9,046)	(362)	(10,938)	(21,737)
Net book amount	11,005	78	964	52	1,352	13,451
Year ended December 31, 2023						
Opening net book amount	11,761	204	4,342	243	3,628	20,178
Additions	407	—	211	4	262	884
Disposals	—	—	(222)	—	—	(222)
Depreciation charge	(583)	(63)	(2,529)	(78)	(2,215)	(5,468)
Closing net book amount	11,585	141	1,802	169	1,675	15,372
At December 31, 2023						
Cost	12,262	212	10,601	511	11,187	34,773
Accumulated depreciation	(677)	(71)	(8,799)	(342)	(9,512)	(19,401)
Net book amount	11,585	141	1,802	169	1,675	15,372

Note:

Depreciation was charged to profit or loss and presented in the following categories in the consolidated statement of profit or loss and other comprehensive income:

	Year ended December 31, 2024 RMB'000	2023 RMB'000
Cost of services and sales	2,323	3,473
General and administrative expenses	557	1,160
Selling expenses	117	563
Research and development expenses	149	272
	3,146	5,468

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

14 PROPERTY, PLANT AND EQUIPMENT (Continued)

Depreciation is calculated using the straight-line method to allocate the costs of property, plant and equipment, net of their residual values, over their estimated useful lives as follows:

Buildings	20 years
Vehicles	4 years
Electronic equipment	3 years
Furniture and fixtures	5 years
Leasehold improvement	Shorter of estimated useful life of 3 years and the lease term

See note 40.3 for the other accounting policies relevant to property, plant and equipment.

15 LEASES

(a) Amounts recognised in the balance sheet

Right-of-use assets

	As at December 31,	
	2024 RMB'000	2023 RMB'000
Leased properties	9,270	10,874

Lease liabilities

	As at December 31,	
	2024 RMB'000	2023 RMB'000
Current	5,807	6,320
Non-current	3,396	4,723
	9,203	11,043

Additions to the right-of-use assets during the years ended December 31, 2024 and 2023 were approximately RMB13,069,000 and RMB1,700,000, respectively.

15 LEASES (Continued)

(b) Amounts recognised in the statement of profit or loss

The amounts recognised in profit or loss and presented in the consolidated statement of profit or loss and other comprehensive income are summarised as below:

	Year ended December 31, 2024 RMB'000	2023 RMB'000
Depreciation charge of right-of-use assets	6,916	7,217
Interest expense (included in finance costs) (Note 11)	625	980
Expense relating to short-term and low-value leases (included in general and administrative expenses)	144	10
Net gain on early termination of leases	(884)	(87)

For the years ended December 31, 2024 and 2023, the total cash outflows from financing activities for leases amounted to approximately RMB6,893,000 (2023: RMB8,378,000) and the total cash outflows from operating activities for short-term and low-value leases amounted to approximately RMB144,000 (2023: RMB10,000).

(c) Accounting policies of leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;

- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases, which does not have recent third-party financing; and

- makes adjustments specific to the lease, e.g. term, country, currency and security.

15 LEASES (Continued)

(c) Accounting policies of leases (Continued)

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the Group use that rate as a starting point to determine the incremental borrowing rate.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less without a purchase option. Low-value assets comprise IT equipment and small items of office furniture.

See note 40.18 for the other accounting policies relevant to leases.

16 INTANGIBLE ASSETS

	Year ended December 31, 2024 RMB'000	2023 RMB'000
Opening net book amount	1,282	—
Additions	—	1,415
Amortisation charge	(321)	(133)
Closing net book amount	961	1,282
Representing:		
Cost	1,415	1,415
Accumulated amortisation	(454)	(133)
Net book amount	961	1,282

Pursuant to an agreement entered into between the Group and the minority shareholder of a subsidiary (the "**counterparty**") dated July 20, 2023 (the "**Agreement**"), the Group has paid a consideration of RMB1,500,000 for the exclusive right to operate an online account as registered by the counterparty for a period of 53 months. The consideration paid by the Group has been capitalised as intangible asset and amortised on a straight-line basis over the contractual period of the Agreement and the amortisation is charged as "Cost of services and sales" in the consolidated statement of profit or loss and other comprehensive income.

17 INVENTORIES

	As at December 31, 2024 RMB'000	2023 RMB'000
Merchandises, at cost	7,262	12,770
Less: impairment provision	(3,652)	(2,041)
	3,610	10,729

The cost of inventories as recognised as expenses for the year ended December 31, 2024 amounted to approximately RMB14,948,000 (2023: RMB15,381,000).

The provision for impairment and losses on merchandises obtained on a settlement-in-kind arrangement in prior year have been included as "Other losses, net" for the year ended December 31, 2024 and 2023 (Note 10).

18 FINANCIAL INSTRUMENTS BY CATEGORY

The Group holds the following financial instruments:

	Notes	As at December 31, 2024 RMB'000	2023 RMB'000
Financial assets			
Financial assets at amortised cost			
Prepayments, deposits and other assets (excluding non-financial assets)	21	120,731	104,296
Accounts receivables	20	3,168,584	2,210,071
Restricted cash	23	99,382	13,081
Cash and cash equivalents	24	782,032	719,445
Term deposits	22	20,000	—
Financial assets at fair value through other comprehensive income ("**FVOCI**")	19	3,620	—
		4,194,349	3,046,893
Financial liabilities			
Financial liabilities at amortised cost			
Accounts payables	25	2,095,504	1,433,800
Notes payables	26	235,000	150,000
Other payables and accruals (excluding non-financial liabilities)	27	97,404	78,104
Borrowings	28	248,220	10,012
Lease liabilities	15	9,203	11,043
		2,685,331	1,682,959

19 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	As at December 31,	
	2024	2023
	RMB'000	RMB'000
Unlisted equity investment	3,620	—

The Group had a loan due from a third party of US$500,000 (equivalent to approximately RMB3,620,000) as of December 31, 2024. Subsequent to a conversion of debt to equity arrangement as agreed between the Group and the debtor, the Group has converted the receivable balance into a 5% equity interest in the debtor and the investment has been accounted for as a financial asset at fair value through other comprehensive income.

Information about the methods and assumptions used in determining fair value of the investment has been set out in Note 3.3.

20 ACCOUNTS RECEIVABLES

	As at December 31,	
	2024	2023
	RMB'000	RMB'000
Accounts receivables	3,284,262	2,301,820
Less: credit loss allowance (Note 3.1(b)(ii))	(115,678)	(91,749)
Accounts receivables — net	3,168,584	2,210,071

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.

20 ACCOUNTS RECEIVABLES (Continued)

An aging analysis of the gross accounts receivables as at December 31, 2024 and 2023, based on invoice date, is as follows:

	As at December 31, 2024 RMB'000	As at December 31, 2023 RMB'000
Within 90 days	3,107,466	2,134,696
91 days — 180 days	77,864	42,767
181 days — 270 days	6,080	24,015
271 days — 1 year	3,934	6,980
Over 1 year	88,918	93,362
	3,284,262	2,301,820

The Group applies the simplified approach to provide for expected credit losses prescribed by IFRS 9 "Financial Instruments". Movement in provision for expected credit losses that has been recognised for accounts receivables is as follows:

	Year ended December 31, 2024 RMB'000	Year ended December 31, 2023 RMB'000
At beginning of the year	(91,749)	(90,612)
Credit loss allowance recognised, net	(26,283)	(40,946)
Receivables written off during the year as uncollectable	2,354	39,809
At end of the year	(115,678)	(91,749)

The Group normally does not hold any collaterals over its accounts receivables except that two properties of a debtor have been pledged as collaterals of the receivable balances of RMB26,989,000. In determining the provision for credit loss allowance for the related receivable balances of approximately RMB23,021,000 as of December 31, 2024, the Group has considered the estimated market value of these properties of approximately RMB3,968,000.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

21 PREPAYMENTS, DEPOSITS AND OTHER ASSETS

	As at December 31, 2024 RMB'000	2023 RMB'000
Deposits to media platforms	98,612	89,224
Receivables from a supplier (note a)	46,760	46,760
Rental and other deposits	4,550	3,260
Advances to staff	1,943	2,012
Loans to a third party	—	3,541
Loan receivable from a service provider (note b)	12,485	—
Others	3,792	3,220
	168,142	148,017
Less: loss allowance for deposits and other assets	(47,411)	(43,721)
Total categorised as financial assets	120,731	104,296
Prepayments to media platforms and suppliers	126,393	137,177
Value-added tax recoverable	207,004	186,097
Total categorised as non-financial assets	333,397	323,274
Total prepayments, deposits and other assets	454,128	427,570
Less: non-current rental deposits	(790)	(2,183)
Total prepayments, deposits and other assets, current	453,338	425,387

Notes:

(a) As at December 31, 2024, the loss allowance as recognised on the receivables amounted to approximately RMB46.76 million (2023: RMB42.94 million) and the additional provision for loss allowances as recognised during the year ended December 31, 2024 amounted to approximately RMB3,820,000.

(b) In June 2024, the Group has advanced a loan of RMB12,485,000 to a third party brand promotion service provider and the loan is unsecured, bears interests at a fixed rate of 5% per annum and is repayable by installments prior to June 20, 2026.

The Group will cooperate with this service provider to deliver certain marketing and promotion services to a third party customer of the Group during the period from July 2024 to December 2025. As of December 31, 2024, the service fees payable by the Group to the service provider amounted to approximately RMB9,200,000. The Group will coordinate with the service provider for the offset of these payable balances against the abovementioned loan receivable during the year ending December 31, 2025. Management expects that the remaining loan receivable balance will also be fully offset against the marketing and promotion service fees payable to the service provider in the coming next twelve months from December 31, 2024.

22 TERM DEPOSIT

	As at December 31, 2024 RMB'000	2023 RMB'000
Short-term bank deposit (note)	20,000	—

Note:

The Group's short-term bank deposit is with initial terms of over three months and within one year. This term deposit bears interest at the fixed interest rate of 2.8% per annum and denominated in RMB. The investment is held for collection of contractual cash flows and the contractual cash flows of this investment qualify for solely payments of principal and interest, hence it is measured at amortized costs. The investment is not past due.

As at December 31, 2024, the Group also has other short-term bank deposits with initial terms of over three months and within one year and considering these deposits have been pledged as securities of the Group's notes payable and borrowings, they are classified as restricted cash of the Group (Note 23).

23 RESTRICTED CASH

	As at December 31, 2024 RMB'000	2023 RMB'000
Restricted bank balances and deposits	99,382	13,081

As at December 31, 2024, the Group's restricted bank balances are denominated in RMB and primarily comprise of (i) bank deposits of RMB15,000,000 as secured for the Group's issue of notes payables (Note 26); (ii) a short-term bank deposit of USD10 million (equivalent to approximately RMB71,884,000) as secured for the Group's other borrowing (Note 28(b)); (iii) a bank deposit of RMB3,000,000 as secured for a bank borrowing (Note 28(b)); and (iv) bank balances of RMB7,536,000 as freezed by the court order for a legal litigation against a subsidiary of the Group. The litigation was settled in January 2025 and the restricted bank balances was released by the court in January 2025 accordingly.

As at December 31, 2023, restricted bank balances are all denominated in RMB and balances of RMB12,000,000 represented the bank deposits as secured for the Group's issue of notes payables.

24 CASH AND CASH EQUIVALENTS

	As at December 31, 2024 RMB'000	2023 RMB'000
Cash on hand	22	27
Cash at bank (i)	781,368	718,854
Cash equivalents (ii)	642	564
	782,032	719,445

Cash and cash equivalents are denominated in the following currencies:

	As at December 31, 2024 RMB'000	2023 RMB'000
RMB	622,841	454,934
USD	151,978	247,802
HKD	7,213	16,709
	782,032	719,445

Notes:

(i) Cash at bank earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

(ii) Cash equivalents represent cash balances in third party payment platform which can be withdrawn at any time at the Group's discretion.

25 ACCOUNTS PAYABLES

Aging analysis of the accounts payables as at December 31, 2024 and 2023, based on the date of recognition, are as follows:

	As at December 31,	
	2024	2023
	RMB'000	RMB'000
Less than 6 months	2,087,566	1,424,445
6 months to 1 year	1,251	1,643
Over 1 year	6,687	7,712
	2,095,504	1,433,800

Pursuant to the guarantee agreements as entered into between Hainan Uju, Uju Interactive (Beijing) Technology Co., Ltd. ("**Uju Beijing**") and a third party guarantee company, the third party guarantee company has guaranteed for part of the payment obligations of Hainan Uju and Uju Beijing under the cooperation agreements as Hainan Uju and Uju Beijing contracted with a media platform. As of December 31, 2024, the guaranteed accounts payable to the media platform amounted to approximately RMB390,000,000 (2023: RMB134,000,000).

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.

26 NOTES PAYABLES

	As at December 31,	
	2024	2023
	RMB'000	RMB'000
Notes payables issued by bank	235,000	150,000

The Group has arranged with several banks for the issue of these notes payable as the settlement of the Group's payable balances due to a media platform as arisen from the Group's purchases of user traffic in the ordinary course of its business. The bank deposits as pledged for the issue of the aforementioned notes payable amounted to approximately RMB15,000,000 (Note 23).

As at December 31, 2024, notes payable of Uju Beijing of RMB175,000,000 (2023: RMB90,000,000) are guaranteed by another subsidiary of the Group, Hainan Uju and notes payable of Hainan Uju of RMB60,000,000 (2023: RMB30,000,000) are guaranteed by Uju Beijing. These guaranteed amounts are for their respective payment obligations under the cooperation agreement with a media platform.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

27 OTHER PAYABLES AND ACCRUALS

	As at December 31, 2024 RMB'000	2023 RMB'000
Cost payable to media platforms on behalf of customers (note a)	51,173	40,020
Deposits from customers	20,566	28,063
Compensation payable (note b)	13,920	—
Dividend payable	160	—
Others	11,585	10,021
Total categorised as financial liabilities	97,404	78,104
Value-added tax payable	251,619	191,825
Other taxes payable	5,950	3,108
Payroll and welfare payable	40,742	29,600
Total categorised as non-financial liabilities	298,311	224,533
Total other payables and accruals	395,715	302,637

Notes:

(a) The amounts represented the traffic acquisition costs as prepaid by customers which the Group is providing advertising distribution services to them and the amounts as collected by the Group will be wholly settled to media platforms on behalf of these customers.

(b) The amount represents the compensation payable to a customer as the settlement for certain service claims and complaints as raised by the customer. The loss on the compensation (net of the related value-added taxes) of approximately RMB13,526,000 has been recognised as a reduction in revenue for the year ended December 31, 2024.

28 BORROWINGS

	As at December 31,	
	2024	2023
	RMB'000	RMB'000
Short-term bank and other borrowings, unsecured (note a)	151,102	10,012
Short-term bank and other borrowings, secured (note b)	97,118	—
	248,220	10,012

Notes:

(a) In 2024, the Group has discounted the notes payable for certain intra-group marketing transactions as conducted between different subsidiaries of the Group to a bank and received proceeds of RMB70,000,000 from the bank. Management considers that the discount of those notes payable is, in substance, the drawn down of a short term loan from the bank and hence it is accounted for as an unsecured other borrowing of the Group. The effective interest rate for this financing arrangement ranges from 0.9% to 1.2% per annum. The rest of the Group's unsecured short-term bank borrowings bear interests at fixed rates ranging from 2.8% to 3.6% (2023: 3.50%-6.00%) per annum.

(b) In November 2024, a subsidiary of the Group has issued a letter of credit with facility amount of RMB67,000,000 (the "**L/C**") through a bank to another subsidiary of the Group (as the beneficiary recipient) for the settlement of certain intra-group marketing transactions. The subsidiary as the beneficiary has received the cash payment from the bank of RMB67,000,000 in November 2024 and a bank deposit of USD10,000,000 (equivalent to approximately RMB71,884,000) of the subsidiary (the L/C issuer) has been pledged as the security for the L/C arrangement (Note 23). The L/C is maturing in November 2025 and upon the maturity of the L/C, the subsidiary (as the L/C issuer) is obliged to repay the principal amount of RMB67,000,000 to the bank. Management considers that the L/C arrangement is, in substance, the drawn down of a one-year term loan from the bank and hence it is accounted for as a secured other borrowing of the Group. The effective interest rate for this L/C financing arrangement is 1.3% per annum.

As at December 31, 2024, the Group's short-term bank borrowings also included a borrowing of RMB30,118,000 which is secured by a bank deposit of the Group of RMB3,000,000 (Note 23) and the borrowing bears interest at a fixed rate of 3% per annum.

(c) In addition to those as disclosed in Notes 25 and 26, the Group also has the following financial guarantee contracts:

(i) As at December 31, 2024, bank borrowings of Uju Beijing of RMB115,012,000 (2023: Nil) are guaranteed by another subsidiary of the Group, Hainan Uju, bank borrowing of Uju Beijing of RMB97,118,000 (2023: Nil) are guaranteed by the Company, and bank borrowing of Hainan Uju of RMB6,005,000 (2023: Nil) are guaranteed by Uju Beijing.

(ii) On December 19, 2024, Uju Beijing entered into a banking facility agreement with a bank in respect of a revolving credit facility of RMB30 million for a period of 30 months. In December 2024, Uju Beijing has utilised the banking facility and issued notes payable of RMB30 million to Hainan Uju for certain intra-group marketing transactions. Pursuant to the facility agreement, a third party guarantee company has been arranged to provide a credit guarantee in favour of the bank to secure the Uju Beijing's obligation in the repayment of the related facility. At the same time, the Company has also entered into a counter-guarantee agreement with the aforesaid third party guarantee company to provide a counter-guarantee of joint and several liability in favour of that third party guarantee company in respect of its guarantee obligations under the facility agreement.

The directors of the Company considers that Uju Beijing and Hainan Uju have sufficient financial resources to fulfil their obligations and hence the risk of their defaults in the repayment of the related borrowings or the settlement of the note payable upon their maturities are remote. Therefore, the directors of the Company are of the view that the fair value of the abovementioned financial counter-guarantee guarantees (including those as disclosed in Notes 25 and 26), as at dates of initial recognition, was considered as insignificant and there has been no significant increase in credit risk since initial recognition of these financial guarantee contracts and thus, no loss allowance was recognised in the profit or loss during the years ended December 31, 2024 and 2023.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

28 BORROWINGS (Continued)

As at December 31, 2024 and 2023, the Group's borrowings are all repayable within 1 year.

29 DEFERRED INCOME TAX

Deferred income tax is calculated in full on temporary differences under the liability method using the tax rates at which are expected to be applied at the time of reversal of the temporary differences.

	As at December 31,	
	2024	2023
	RMB'000	RMB'000
Deferred income tax assets:		
— Deferred income tax assets to be recovered after more than 12 months	4,232	1,390
— Deferred income tax assets to be recovered within 12 months	38,749	32,766
	42,981	34,156
Deferred income tax liabilities:		
— Deferred income tax liabilities to be settled after more than 12 months	157	278
— Deferred income tax liabilities to be settled within 12 months	1,357	893
	1,514	1,171

The deferred income tax assets (after the set off of deferred income tax liabilities pursuant to set off provisions) are as below:

	As at December 31,	
	2024	2023
	RMB'000	RMB'000
Deferred income tax assets	41,467	32,985
Deferred income tax liabilities	—	—

Deferred income tax asset is recognised for tax losses carry-forwards to the extent that the realisation of the related tax benefit through future taxable profits is probable. As at December 31, 2024, the Group did not recognise deferred income tax asset of approximately RMB4,274,000 (2023: RMB826,000), in respect of tax losses that can be carried forward against future taxable income amounting to approximately RMB30,346,000 (2023: RMB5,290,000). These unrecognised tax losses will expire between 2026 and 2029 under the PRC tax regulations.

29 DEFERRED INCOME TAX (Continued)

The gross movement of deferred income tax assets is as follows:

Deferred income tax assets	Credit loss allowance RMB'000	Provision for impairment of inventories RMB'000	Lease liabilities RMB'000	Accrued liabilities and provisions RMB'000	Tax losses RMB'000	Total RMB'000
At January 1, 2024	28,508	510	836	1,070	3,232	34,156
Credited to profit or loss	4,815	403	451	2,992	164	8,825
At December 31, 2024	33,323	913	1,287	4,062	3,396	42,981
At January 1, 2023	29,776	995	4,291	1,440	1,586	38,088
(Charged)/credited to profit or loss	(1,268)	(485)	(3,455)	(370)	1,646	(3,932)
At December 31, 2023	28,508	510	836	1,070	3,232	34,156

Deferred income tax liabilities	Right-of-use assets RMB'000	Depreciation of property, plant and equipment RMB'000	Total RMB'000
At January 1, 2024	795	376	1,171
Charged/(credited) to profit or loss	566	(223)	343
At December 31, 2024	1,361	153	1,514
At January 1, 2023	4,199	1,137	5,336
Credited to profit or loss	(3,404)	(761)	(4,165)
At December 31, 2023	795	376	1,171

30 SHARE CAPITAL

Group and Company

	Number of ordinary shares	Nominal value of ordinary shares USD
Authorised shares at January 1, 2023, December 31, 2023 and 2024 — US$0.01 each	10,000,000,000	100,000,000

	Number of ordinary shares	Nominal value of ordinary shares RMB'000
Issued share capital as at January 1, 2023, December 31, 2023 and 2024	600,000,000	38,380

31 SHARES HELD FOR SHARE AWARD SCHEME

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

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 and July 2023, the Trust has purchased 6,784,000 shares and 2,297,000 shares of the Company through the Stock Exchange at a total consideration of HKD20,939,040 and HKD6,877,730 (equivalent to approximately RMB19,362,000 and RMB6,400,000), respectively for the Share Award Scheme.

The carrying amounts of these repurchased shares are presented as "Shares held for Share Award Scheme" in the consolidated balance sheet.

As of December 31, 2024 and 2023, none of these shares have been granted out to the Selected Participants under the Share Award Scheme.

32 OTHER RESERVES

	Statutory reserves (note) RMB'000	Foreign currency translation reserve RMB'000	Capital reserve RMB'000	Total RMB'000
At January 1, 2024	42,523	28,385	364	71,272
Profit appropriation to statutory reserves	206	—	—	206
Currency translation differences	—	5,049	—	5,049
At December 31, 2024	42,729	33,434	364	76,527
At January 1, 2023	33,560	23,443	—	57,003
Profit appropriation to statutory reserves	8,963	—	—	8,963
Transactions with non-controlling interest	—	—	364	364
Currency translation differences	—	4,942	—	4,942
At December 31, 2023	42,523	28,385	364	71,272

Note:

In accordance with the Company Law of the PRC, domestic enterprises in Mainland China are required to transfer 10% of their profit after taxation, as determined under accounting principles generally accepted in the PRC, to the statutory reserve until such reserve balance reaches 50% of the registered capital of such entities.

The statutory reserves can be used to reduce previous years' losses, if any, and may be converted into paid-in capital, provided that the statutory reserve after such conversion is not less than 25% of the registered capital of the relevant subsidiaries.

33 SHARE-BASED COMPENSATION

In accordance with a Board resolution on October 8, 2021, a share option scheme was approved and adopted by the Group (the "**2021 Share Option Scheme**"). As of December 31, 2024 and 2023, no options have been granted under the 2021 Share Option Scheme.

The Group's also adopted the Share Award Scheme as mentioned in Note 30 and none of the Company's shares were granted out under the Share Award Scheme as of December 31,2024 and 2023.

34 DIVIDENDS

	Year ended December 31,	
	2024	2023
	RMB'000	RMB'000
Dividends declared by the Company (note)	27,187	11,064

Note:

On March 28, 2024, the Board of Directors of the Company proposed the payment of a final dividend of HKD5 cents per ordinary share, totaling approximately HKD30,000,000 (equivalent to approximately RMB27,186,600, translated using the exchange rate as of December 31, 2023) for the year ended December 31, 2023 (the "**2023 final dividend**"). The proposed payment of the 2023 final dividend was approved in the annual general meeting of the Company held on May 31, 2024 and the 2023 final dividend was all paid in June 2024.

On March 31, 2025, the Board of Directors of the Company proposed the payment of a final dividend of HKD4 cents per ordinary share, totaling approximately HKD24,000,000 (equivalent to approximately RMB22,224,960 translated using the exchange rate as of December 31, 2024) for the year ended December 31, 2024 (the "**2024 final dividend**"). The proposed payment of the 2024 final dividend is subject to the consideration and approval of the shareholders of the Company at the forthcoming annual general meeting of the Company to be held on May 30, 2025. This proposed dividend is not reflected as a dividend payable in the consolidated financial statements, but will be reflected as an appropriation from the share premium account for the year ending December 31, 2025.

35 CASH FLOW INFORMATION

(a) Cash generated from operations

	Year ended December 31, 2024 RMB'000	2023 RMB'000
Profit before income tax	113,260	117,221
Adjustments for		
Amortisation of intangible assets	321	133
Depreciation of right-of-use assets	6,916	7,217
Depreciation of property, plant and equipment	3,146	5,468
Net impairment losses on financial assets	29,973	45,909
Loss on compensation to a customer (Note 27(b))	13,526	—
Impairment losses on inventories	2,163	501
Finance cost, net	(11,434)	8,261
Net loss on disposal of property, plant and equipment	93	34
Other losses/(gains), net	8,598	(2,994)
Net foreign exchange losses	1,900	6,224
	168,462	187,974
Changes in working capital:		
(Increase)/decrease in accounts receivables	(984,796)	453,914
Decrease/(increase) in inventories	4,956	(795)
(Increase)/decrease in prepayments, deposits and other receivables	(20,931)	425,202
Decrease in financial assets at FVOCI	—	6,420
(Increase)/decrease in restricted cash	(9,950)	21,978
Increase/(decrease) in accounts payables and notes payables	746,704	(95,826)
Increase/(decrease) in other payables and accruals	80,047	(183,834)
(Decrease)/increase in contract liabilities	(5,667)	18,611
Cash (used in)/generated from operations	(21,175)	833,644

(b) Major non-cash transactions

The Group's major non-cash transactions for the year ended December 31, 2024 are as below:

- additions to right-of-use assets and lease liabilities and termination of leases — Note 15.
- rebates receivable from media partners of approximately RMB1,157,529,000 (2023: RMB938,460,000) are settled by offsetting the account payable or in the form of prepayments for future traffic acquisition with these media partners during the year ended December 31, 2024.
- conversion of a loan receivable from a third-party company into the equity interest in that third party company — Note 19.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

35 CASH FLOW INFORMATION (Continued)

(c) Proceeds from disposal of property, plant and equipment

	Year ended December 31,	
	2024	2023
	RMB'000	RMB'000
Net book amount of property, plant and equipment disposed	119	222
Net loss on disposal of property, plant and equipment	(93)	(34)
Proceeds from disposal	26	188

(d) Net cash reconciliation

This section sets out an analysis of the Group's net cash and its movements during each of the periods presented.

	As at December 31,	
	2024	2023
	RMB'000	RMB'000
Cash and cash equivalents	782,032	719,445
Borrowings	(248,220)	(10,012)
Lease liabilities	(9,203)	(11,043)
Net cash	524,609	698,390

35 CASH FLOW INFORMATION (Continued)

(d) Net cash reconciliation (Continued)

	Cash and cash equivalents RMB'000	Bank and other borrowings RMB'000	Factoring borrowings RMB'000	Borrowings from a financial institution RMB'000	Lease liabilities RMB'000	Total RMB'000
As at January 1, 2024	719,445	(10,012)	–	–	(11,043)	698,390
Cash flows	59,255	(231,876)	–	–	6,893	(165,728)
Accrual of interest	–	(6,332)	–	–	(625)	(6,957)
New leases	–	–	–	–	(13,069)	(13,069)
Termination of leases	–	–	–	–	8,641	8,641
Effects of exchange rate changes	3,332	–	–	–	–	3,332
As at December 31, 2024	782,032	(248,220)	–	–	(9,203)	524,609
As at January 1, 2023	288,660	(280,413)	(49,750)	(9,950)	(19,908)	(71,361)
Cash flows	427,941	280,788	57,046	10,450	8,378	784,603
Accrual of interest	–	(10,387)	(7,296)	(500)	(980)	(19,163)
New leases	–	–	–	–	(1,700)	(1,700)
Termination of leases	–	–	–	–	3,167	3,167
Effects of exchange rate changes	2,844	–	–	–	–	2,844
As at December 31, 2023	719,445	(10,012)	–	–	(11,043)	698,390

36 COMMITMENTS

Non-cancellable leases commitment

The Group leases some offices under non-cancellable lease contracts and has been exempted from recognition of right-of-use assets as permitted under IFRS 16 "Leases" (considering they are short-term or low-value leases). The future aggregate minimum lease payment under the relevant non-cancellable lease contracts for these leases are as follows:

	As at December 31, 2024 RMB'000	2023 RMB'000
Within 1 year	108	3

37 RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operational decisions. Parties are also considered to be related if they are subject to common control. Members of key management and their close family members of the Group are also considered as related parties.

The following significant transactions were carried out between the Group and its related parties during the years presented. In the opinion of the directors of the Company, the related party transactions were carried out in the normal course of business and at terms negotiated between the Group and the respective related parties.

(a) Names and relationships with related parties

The following individuals/companies are related parties of the Group that had significant transactions and/or balances with the Group during the years presented.

Individuals/Companies	Relationship
Mr. Ma Xiaohui	The Controlling Shareholder
Mr. Peng Liang (i)	Executive director and Co-Chief Executive Officer of the Group
Ms. Zhao Ting (i)	Chief Operating Officer of the Group
Ms. Luo Xiaomei (i)	Executive director and Chief Financial Officer of the Group
Mr. Li Nian (i)	Co-Chief Executive Officer of the Group
Ms. Meng Ran (i)	Chief Media Officer of the Group

(i) These management has been regarded as key management personnel of the Group.

(b) Key management personnel compensation

Key management personnel ("**KMP**") includes executive directors and the senior management of the Group. The compensation paid or payable to these KMP is shown below:

	Year ended December 31, 2024 RMB'000	2023 RMB'000
Wages, salaries and bonuses	9,709	10,487
Other social security costs, housing benefits and other employee benefits	456	309
Pension costs — defined contribution plans	332	235
	10,497	11,031

The wages, salaries and bonuses disclosed above include salaries and bonuses payable of RMB654,000 (2023: RMB2,916,000) which were unpaid as at year end and are included in other payables.

38 BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' and chief executive's emoluments

For the year ended December 31, 2024:

	Wages, salaries and bonuses RMB'000	Share-based compensation RMB'000	Other social security costs, housing allowance and other allowance RMB'000	Contributions to pension plans RMB'000	Total RMB'000
Executive directors					
Mr. Ma Xiaohui	458	–	16	–	474
Mr. Peng Liang	4,350	–	99	66	4,515
Ms. Luo Xiaomei	1,478	–	89	66	1,633
Independent non-executive directors					
Mr. Zhang Pei'ao (resigned on October 8, 2024)	60	–	–	–	60
Ms. Lin Ting (resigned on October 8, 2024)	60	–	–	–	60
Mr. Wang Wenping (resigned on October 8, 2024)	229	–	–	–	229
Mr. Wang Gao (appointed on October 8, 2024)	30	–	–	–	30
Mr. Ye Fei (appointed on October 8, 2024)	12	–	–	–	12
Ms. Song Yi (appointed on October 8, 2024)	12	–	–	–	12
Co-Chief Executive Officer					
Mr. Li Nian	1,253	–	89	66	1,408
Chief Operating Officer					
Ms. Zhao Ting	946	–	–	89	1,035
Chief Media Officer					
Ms. Meng Ran	1,682	–	–	89	1,771
	10,570	–	293	376	11,239

38 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' and chief executive's emoluments (Continued)

For the year ended December 31, 2023:

	Wages, salaries and bonuses RMB'000	Share-based compensation RMB'000	Other social security costs, housing allowance and other allowance RMB'000	Contributions to pension plans RMB'000	Total RMB'000
Executive directors					
Mr. Ma Xiaohui	270	–	2	–	272
Mr. Peng Liang	4,333	–	74	57	4,464
Ms. Luo Xiaomei	1,469	–	85	63	1,617
Independent non-executive directors					
Mr. Zhang Pei'ao	72	–	–	–	72
Ms. Lin Ting	72	–	–	–	72
Mr. Wang Wenping	270	–	–	–	270
Chief Operating Officer					
Ms. Zhao Ting	3,002	–	85	63	3,150
Chief Media Officer					
Ms. Meng Ran	1,682	–	66	52	1,800
	11,170	–	312	235	11,717

Salary paid to a director is generally an emolument paid or payable in respect of that person's other services in connection with the management of the affairs of the Company or its subsidiary undertakings.

(b) Director's retirement and termination benefits

No retirement or termination benefits have been paid to the Company's directors during the years ended December 31, 2024 and 2023.

(c) Consideration provided to third parties for making available directors' services

No consideration provided to third parties for making available directors' services subsisted at the end of the year or at any time during the years ended December 31, 2024 and 2023.

(d) Information about loans, quasi-loans and other dealings in favor of directors, controlled bodies corporate by and connected entities with such directors

No loans, quasi-loans and other dealings in favor of directors, controlled bodies corporate by and connected entities with such directors during the years ended December 31, 2024 and 2023.

(e) Directors' material interests in transactions, arrangements or contract

Other than those disclosed in this Note 38, no significant transactions, arrangements and contracts in relation to the Company's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted during the years ended December 31, 2024 and 2023.

39 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY

Balance sheet of the Company

	Notes	As at December 31, 2024 RMB'000	2023 RMB'000
ASSETS			
Non-current assets			
Investments in subsidiary		8	8
Financial assets at fair value through other comprehensive income		3,620	—
Loans to subsidiary	(i)	646,965	774,096
Total non-current assets		650,593	774,104
Current assets			
Prepayments, deposits and other assets		206	3,709
Cash and cash equivalents		112,550	8,380
Total current assets		112,756	12,089
Total assets		763,349	786,193
LIABILITIES			
Current liabilities			
Other payables and accruals		1,025	35
Total liabilities		1,025	35
EQUITY			
Share capital	30	38,380	38,380
Share premium	(ii)	676,633	703,820
Shares held for Share Award Scheme	(ii)	(25,762)	(25,762)
Other reserves	(ii)	91,806	77,905
Accumulated losses	(ii)	(18,733)	(8,185)
Total equity		762,324	786,158
Total liabilities and equity		763,349	786,193

The balance sheet of the Company was approved and authorised for issue by the Board of Directors of the Company on March 31, 2025 and were signed on its behalf by:

Executive Director:
Mr. Peng Liang

Executive Director:
Ms. Luo Xiaomei

39 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY (Continued)

Balance sheet of the Company (Continued)

Notes:

(i) These loans to a subsidiary are unsecured, interest-free and repayable on demand. As at December 31, 2024, its repayment is neither planned nor likely to occur within the next twelve months from the balance sheet date.

(ii) Reserve movement of the Company

	Share premium RMB'000	Shares held for Share Award Scheme RMB'000	Other reserves RMB'000	Accumulated losses RMB'000	Total RMB'000
As at January 1, 2024	703,820	(25,762)	77,905	(8,185)	747,778
Dividends declared and paid	(27,187)	—	—	—	(27,187)
Currency translation differences	—	—	13,901	—	13,901
Loss for the year	—	—	—	(10,548)	(10,548)
As at December 31, 2024	676,633	(25,762)	91,806	(18,733)	723,944
As at January 1, 2023	714,884	—	65,200	(4,846)	775,238
Repurchase of the Company's shares	—	(25,762)	—	—	(25,762)
Dividends declared and paid	(11,064)	—	—	—	(11,064)
Currency translation differences	—	—	12,705	—	12,705
Loss for the year	—	—	—	(3,339)	(3,339)
As at December 31, 2023	703,820	(25,762)	77,905	(8,185)	747,778

40 SUMMARY OF OTHER ACCOUNTING POLICIES

This note provides a list of other accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The consolidated financial statements are for the Group consisting of Company and its subsidiaries.

40.1 Principles of consolidation

(a) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

40 SUMMARY OF OTHER ACCOUNTING POLICIES (Continued)

40.1 Principles of consolidation (Continued)

(b) Changes in ownership interests in subsidiaries without change of control

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of the Group.

40.2 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "**functional currency**"). The functional currency of the Company and its subsidiaries have been set out in Note 3.1(a). As the major operations of the Group are within Mainland China, the Group determined to present its consolidated financial statements in RMB.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

Foreign exchange gains and losses that relate to borrowings are presented in the statement of profit or loss and other comprehensive income within finance costs, net. All other foreign exchange gains and losses are presented in the statement of profit or loss and other comprehensive income on a net basis within other gains/(losses)-net.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at financial assets at fair value through profit or loss ("**FVPL**") are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as fair value through other comprehensive income ("**FVOCI**") are recognised in other comprehensive income ("**OCI**").

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

40 SUMMARY OF OTHER ACCOUNTING POLICIES (Continued)

40.2 Foreign currency translation (Continued)

(c) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;

(ii) income and expenses for each statement of profit or loss and statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and

(iii) all resulting exchange differences are recognised in OCI.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in OCI. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

40.3 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment (if any). Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 40.5).

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss.

Entity-specific details about the Group's accounting policy and estimates on property, plant and equipment are provided in Note 14.

40 SUMMARY OF OTHER ACCOUNTING POLICIES (Continued)

40.4 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of purchased inventories are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

40.5 Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

40.6 Investments and other financial assets

(a) Classification

The Group classifies its financial assets in the following measurement categories:

— those to be measured subsequently at fair value (either through OCI or through profit or loss); and

— those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at FVOCI.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(b) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

40 SUMMARY OF OTHER ACCOUNTING POLICIES (Continued)

40.6 Investments and other financial assets (Continued)

(c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

— Amortised cost:
Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) — net together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss and other comprehensive income.

— FVOCI:
Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gain/(losses) — net. Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) — net and impairment expenses are presented as separate line item in the statement of profit or loss and other comprehensive income.

— FVPL:
Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) — net in the period in which it arises.

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in profit or loss and presented as other gains/(losses) — net in the statement of profit or loss and other comprehensive income as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

40 SUMMARY OF OTHER ACCOUNTING POLICIES (Continued)

40.6 Investments and other financial assets (Continued)

(d) Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For accounts receivables, the Group applies the simplified approach, which requires expected lifetime loss to be recognised from initial recognition of the receivables, see Note 3.1(b) for further details.

40.7 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where the Group currently has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

40.8 Accounts receivables

Accounts receivables are amounts due from customers for services performed in the ordinary course of business. They are generally due for settlement within one year and therefore all classified as current.

Accounts receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. Accounts receivables where the Group holds with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. Accounts receivables where the contractual cash flows are solely payments of principal and interest and the objective of the Group's business model is achieved both by collecting contractual cash flows and selling financial assets were classified as financial assets at FVOCI.

See Note 20 for further information about the Group's accounting for accounts receivables and Notes 3.1(b) and 40.6(d) for more information in respect of the Group's impairment policies.

40.9 Cash and cash equivalents

For the purpose of presentation in the statements of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, cash held at third party payment platform, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Cash that is restricted from withdrawal, from use or from being pledged as security is reported separately on the face of the consolidated balance sheet, and is not included in the total cash and cash equivalents in the consolidated statements of cash flows.

40.10 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

40.11 Accounts and other payables

These amounts primarily represent liabilities for services provided to the Group prior to the end of financial year which are unpaid. Accounts and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

40 SUMMARY OF OTHER ACCOUNTING POLICIES (Continued)

40.12 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

40.13 Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred.

40.14 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by changes in deferred income tax assets and liabilities attributable to temporary differences and to unused tax losses.

(i) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet dates in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(ii) Deferred income tax

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

40 SUMMARY OF OTHER ACCOUNTING POLICIES (Continued)

40.14 Current and deferred income tax (Continued)

(ii) Deferred income tax (Continued)

Deferred income tax assets and liabilities are offset where there is a legally enforceable right to offset current income tax assets and liabilities and where the deferred income tax balances relate to the same taxation authority. Current income tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred income tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

40.15 Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Pension obligations

The entities within the Group registered in the PRC make employee benefit contributions based on certain percentage of the salaries of the employees to a defined contribution retirement benefit plan and medical benefit plan organised by relevant government authorities in the PRC on a monthly basis. The government authorities undertake to assume the retirement benefit obligations payable to the existing and future retired employees under these plans and the Group has no further obligations for the post-retirement benefits beyond the contributions made. Contributions to these plans are expensed as incurred. Assets of the plans are held and managed by government authorities and are separate from those of the Group.

(iii) Housing funds

The PRC employees of the Group are also entitled to participate in various government-sponsored housing funds. The Group contributes on a monthly basis to those funds based on a certain percentage of the employee's salaries. The Group's liabilities in respect of these funds is limited to the contributions payable in each period and the Group has no further obligation beyond the contributions made. The non-PRC employees are not covered by the housing funds.

40.16 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

40 SUMMARY OF OTHER ACCOUNTING POLICIES (Continued)

40.16 Provisions (Continued)

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

40.17 Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company, excluding any costs of servicing equity other than ordinary shares;

- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares (if any).

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares (if any), and

- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares (if any).

40.18 Leases

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments (if applicable):

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;

- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date;

- amounts expected to be payable by the Group under residual value guarantees;

- the exercise price of a purchase option if the Group is reasonably certain to exercise that option; and

- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

40 SUMMARY OF OTHER ACCOUNTING POLICIES (Continued)

40.18 Leases (Continued)

Right-of-use assets are measured at cost comprising the following (if applicable):

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Entity-specific details about the Group's leasing policy are provided in Note 15.

40.19 Dividend distribution

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the Company, on or before the end of the reporting period but not distributed at the end of the reporting period.

40.20 Interest income

Interest income is presented as finance income where it is earned from financial assets that are held for cash management purposes, see Note 11.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets, the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

40.21 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to cost are deferred and recognised as income in the profit or loss over the period necessary to match them with the expense that they are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

41 SUBSIDIARIES

As of December 31, 2024, the Group's subsidiaries are as below:

Company name	Place and date of incorporation/ establishment/ operation	Kind of legal entity	Principal activities	Issued and paid-in capital/ Registered capital	Ownership interest held by the Group As at December 31, 2024	2023	Ownership interest held by non-controlling interest As at December 31, 2024	2023
Directly held:								
Uju Hongkong Limited ("**Uju Hong Kong**")	Hong Kong/November 2, 2020	Limited liability company	Investment holding	HKD10,000	100%	100%	–	–
Indirectly held:								
Uju Interactive (Beijing) Technology Co., Ltd. ("**Uju Beijing**")	The PRC/November 23, 2017	Limited liability company	Online marketing solutions	RMB460,000,000	100%	100%	–	–
Beijing Juliang Tongchuang Technology Co., Ltd. ("**Beijing Juliang**")	The PRC/October 20, 2020	Limited liability company	Online marketing solutions	RMB1,000,000	100%	100%	–	–
Hainan Uju Technology Co., Ltd. ("**Hainan Uju**")	The PRC/April 17, 2020	Limited liability company	Online marketing solutions	RM10,000,000	100%	100%	–	–
Shanghai Juqing Technology Co., Ltd. ("**Shanghai Juqing**")	The PRC/November 13, 2020	Limited liability company	Online marketing solutions	RMB1,000,000	100%	100%	–	–
Chongqing Juqing Internet Technology Co., Ltd. ("**Chongqing Juqing**")	The PRC/March 10, 2021	Limited liability company	Online marketing solutions	RMB1,000,000	100%	100%	–	–
Hangzhou Qingchunyouju Technology Co., Ltd. ("**Hangzhou Qingchunyouju**")	The PRC/December 9, 2021	Limited liability company	Online marketing solutions	RMB10,000,000	100%	100%	–	–
Hainan Yingliang Technology Co., Ltd. ("**Hainan Yingliang**")	The PRC/February 28, 2022	Limited liability company	Online marketing solutions	RMB5,000,000	100%	100%	–	–
Beijing Yiju Technology Co., Ltd. ("**Beijing Yiju**")	The PRC/July 1, 2022	Limited liability company	Online marketing solutions	RMB500,000	100%	100%	–	–
Guangzhou Juliang Network Technology Co., Ltd. ("**Guangzhou Juliang**")	The PRC/August 2, 2022	Limited liability company	Online marketing solutions	RMB500,000	100%	100%	–	–
Hangzhou Jubaopen Technology Co., Ltd. ("**Hangzhou Jubaopen**")	The PRC/February 22, 2022	Limited liability company	Sales of goods	RMB10,000,000	70%	70%	30%	30%
Hangzhou Rouduoduo Food Co., Ltd. ("**Hangzhou Rouduoduo**")	The PRC/July 1, 2022	Limited liability company	Sales of goods	RMB1,000,000	100%	100%	–	–

41 SUBSIDIARIES (Continued)

As of December 31, 2024, the Group's subsidiaries are as below: (Continued)

Company name	Place and date of incorporation/ establishment/ operation	Kind of legal entity	Principal activities	Issued and paid-in capital/ Registered capital	Ownership interest held by the Group As at December 31, 2024	2023	Ownership interest held by non-controlling interest As at December 31, 2024	2023
Indirectly held: (Continued)								
Hangzhou jiuxianguojiang Business Co., Ltd. ("**Hangzhou jiuxianguojiang**")	The PRC/July 1, 2022	Limited liability company	Online marketing solutions	RMB1,000,000	100%	100%	–	–
Beijing Juzhongbai Technology Co., Ltd. ("**Beijing Juzhongbai**")	The PRC/March 3, 2023	Limited liability company	Online marketing solutions	RMB5,000,000	70%	70%	30%	30%
Foshan Youliangtongchuang Technology Co., Ltd. ("**Foshan Uju**")	The PRC/August 26, 2023	Limited liability company	Online marketing solutions	RMB2,000,000	100%	100%	–	–
Uju International Hongkong Limited ("**Uju International HK**")	Hong Kong/February 7, 2023	Limited liability company	Sales of goods	HKD200,000	51%	51%	49%	49%
UJU Media Singapore PTE. LTD. *	Singapore/September 6, 2024	Limited liability company	Online marketing solutions	SGD20,000	100%	–	–	–
UJU Media Hongkong Limited*	Singapore/September 27, 2024	Limited liability company	Online marketing solutions	HKD10,000	100%	–	–	–
Hangzhou Qingqu Technology Co., Ltd. *	The PRC/April 28, 2024	Limited liability company	Sales of goods	RMB100,000	100%	–	–	–
Chengmai Youyidu Business Co., Ltd. *	The PRC/May 27, 2024	Limited liability company	Sales of goods	RMB100,000	100%	–	–	–
UJU GLOBAL INC. *	The United States of America/ March 11, 2024	Stock Corporation	Sales of goods	USD10,000	100%	–	–	–

* Subsidiaries as newly incorporated by the Group during the year ended December 31, 2024.

All English names represent the best effort of the Company in translating the Chinese names, as they do not have official English names, and are for reference only.

Unless otherwise stated, the subsidiaries as disclosed above have share capital consisting solely of ordinary shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

DEFINITIONS

"advertiser"	any persons, companies, organizations which advertise their brands, products and services through placing advertisements
"AGM"	the annual general meeting of the Company to be held on Friday, May 30, 2025 at 10:00 a.m. or any adjournment thereof
"AI"	artificial intelligence
"AIGC"	artificial intelligence generated content
"Articles of Association"	the amended and restated articles of association of the Company effective on May 31, 2024 and as amended from time to time
"Audit Committee"	the audit committee of the Board
"Aura"	AURA INVESTMENT HOLDINGS LIMITED, a company incorporated in the BVI with limited liability on February 3, 2004
"big data analytics"	the use of advanced analytic techniques against very large, diverse data sets to uncover hidden patterns, unknown correlations, market trends, customer preferences and other useful information that can help organizations make more-informed business decisions
"Board"	the board of Directors
"CAGR"	compound annual growth rate
"China" or "the PRC"	The People's Republic of China excluding, for the purpose of this report, Hong Kong, Macau Special Administrative Region and Taiwan
"Company"	UJU HOLDING LIMITED, an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
"Controlling Shareholder(s)"	has the meaning ascribed to it under the Listing Rules and, for the purpose of this report, refers to Mr. Ma Xiaohui, Supreme Development, Infinity Investment, Vast Business, Vigorous Development or, where the context so requires, any one of them
"Director(s)"	director(s) of our Company
"e-commerce"	electronic commerce, a transaction of buying or selling online which draws on technologies such as mobile commerce, electronic funds transfer, supply chain management, internet marketing, online transaction processing, electronic data interchange, inventory management systems, and automated data collection systems
"Excluded Participant"	any Eligible Participant who is a core connected person of the Company, or is resident in a place where the grant of an Award and/or the vesting and transfer of the Awarded Interests pursuant to the terms of the Scheme is not permitted under the laws or regulations of such place or where in the view of the Board or the Trustee (as the case may be), compliance with applicable laws or regulations in such place makes it necessary or expedient to exclude such Eligible Participant

"Global Offering"	has the meaning as defined in the Prospectus
"gross billing"	the total monetary value we charge advertiser customers for our services
"Group" or "our Group" or "we" or "us"	the Company and its subsidiaries
"Hainan Uju"	Uju Technology Co., Ltd. (海南优矩科技有限公司), a company established in the PRC on April 17, 2020 and our indirect wholly-owned subsidiary
"HKD" or "HK$"	Hong Kong Dollars, the lawful currency of Hong Kong
"Hong Kong"	Hong Kong Special Administrative Region of the PRC
"IAS"	International Accounting Standards
"IFRSs"	International Financial Reporting Standards
"Infinity Investment"	Infinity Investment Holdings Limited, a company incorporated in the BVI with limited liability on January 2, 2024
"Listing"	the listing of the Shares on the Main Board of the Stock Exchange
"Listing Date"	November 8, 2021, the date of which dealing in Shares first commenced on the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
"Memorandum"	the amended and restated memorandum of association of the Company effective on May 31, 2024 and as amended, supplemented or otherwise modified from time to time
"Model Code"	the Model Code for Securities Transactions by Directors of Listed Issuers, as amended from time to time
"Nomination Committee"	the nomination committee of the Board
"online short video platform"	a platform focusing on facilitating creation and sharing of online short-form videos, which range from seconds to minutes in duration and easily shared and accessed across the mobile internet
"Prospectus"	the prospectus of the Company dated November 8, 2021
"Remuneration Committee"	the remuneration committee of the Board
"RMB" or "Renminbi"	the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented, or otherwise modified from time to time
"Shares"	share(s) in the share capital of the Company with a nominal or par value of US$0.01 each

DEFINITIONS (CONTINUED)

"Shareholder(s)"	holder(s) of the Share(s)
"Share Option Scheme"	the share option scheme conditionally adopted by the Company on October 8, 2021, details of which are described under "Statutory and General Information — Other Information — 13. Share Option Scheme" in Appendix IV to the Prospectus
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Supreme Development"	SUPREME Development Limited, a company incorporated in the BVI with limited liability on August 26, 2020
"Uju Beijing"	Uju Interactive (Beijing) Technology Co., Ltd* (优矩互動(北京)科技有限公司), a company established in the PRC on November 23, 2017 and our indirect wholly-owned subsidiary
"Uju Hong Kong"	Uju Hongkong Limited (优矩(香港)有限公司), a company incorporated in Hong Kong on November 2, 2020 and our direct wholly-owned subsidiary
"US"	the United States
"USD" or "US$"	U.S. dollars, the lawful currency of the United States of America
"Vast Business"	VAST BUSINESS (BVI) GLOBAL LIMITED, a company incorporated in the BVI with limited liability on August 31, 2020
"Vigorous Development"	Vigorous Development Limited, a company incorporated in the BVI with limited liability on January 4, 2024