

(Incorporated in the Cayman Islands with limited liability) Stock Code: 8506

FIRST QUARTERLY REPORT



CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

FIRST QUARTERLY RESULTS



The Board is pleased to announce the unaudited condensed consolidated results of the Group for the three months ended 31 March 2020 together with the unaudited comparative figures for the corresponding period in 2019, as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 31 March 2020

	Note	2020 RMB'000 (unaudited)	2019 RMB'000 (unaudited)
Revenue Cost of goods sold	2,3	11,572 (8,105)	32,222 (21,616)
Gross profit Other income Selling expenses Administrative expenses		3,467 281 (437) (2,416)	10,606 400 (552) (3,729)
Profit from operations Finance costs		895 (644)	6,725 (587)
Profit before tax Income tax expense	4	251 (121)	6,138 (1,153)
Profit for the period and total comprehensive income for the period attributable to owners of the Company	5	130	4,985
Earnings per share - Basic (RMB cents)	6	0.01	0.50



CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 31 March 2020

		Attributable to owners of the Company				
	Share capital RMB'000	Share premium RMB'000	Capital reserve RMB'000	Statutory surplus reserve RMB'000	Retained profits RMB'000	Total RMB'000
As at 1 January 2019 (unaudited)	8,411	48,784	1,830	6,223	58,445	123,693
Profit for the period and total comprehensive income for the period (unaudited)	_	-	-	_	4,985	4,985
As at 31 March 2019 (unaudited)	8,411	48,784	1,830	6,223	63,430	128,678
As at 1 January 2020 (unaudited)	8,411	48,784	1,830	6,287	74,995	140,307
Profit for the period and total comprehensive income for the period (unaudited)	_	-	-	-	130	130
As at 31 March 2020 (unaudited)	8,411	48,784	1,830	6,287	75,125	140,437



1. BASIS OF PREPARATION

The Company was incorporated and domiciled in the Cayman Islands with limited liability.

The unaudited consolidated financial statements for the three months ended 31 March 2020 are presented in Renminbi.

The unaudited consolidated financial statements for the three months ended 31 March 2020 have been prepared in accordance with International Financial Reporting Standards ("IFRSs", which comprise all applicable respective International Financial Reporting Standards, International Accounting Standards and Interpretations). The unaudited consolidated financial statements also include applicable disclosures required by GEM Listing Rules.

The unaudited consolidated financial statements for the three months ended 31 March 2020 should be read in conjunction with the audited consolidated financial statements for the year ended 31 December 2019 and the notes thereto (the "2019 Audited Consolidated Financial Statements"). The significant accounting policies adopted in the preparation of the unaudited consolidated financial statements for the three months ended 31 March 2020 are consistent with those followed in the preparation of the 2019 Audited Consolidated Financial Statements. It should be noted that accounting estimates and assumptions were adopted in the preparation of the unaudited consolidated financial statements for the three months ended 31 March 2020. Although the estimates are based on the management's best knowledge of and judgement on the present events and actions, the actual results may eventually differ from those estimates.

Certain new and revised IFRSs have been issued. Adoption of new IFRSs which are effective for the accounting periods beginning on 1 January 2020 will not have any material impact on the preparation and presentation of the results and financial conditions of the current period and previous periods. For the IFRSs that are not yet effective nor have not been early adopted, the Group is in the process of making an assessment of the potential impact of the new IFRSs.

2. REVENUE

The revenue of the Group recognised in the three months ended 31 March 2020 includes the following:

	For the three months ended 31 March	
	2020 RMB'000 (unaudited)	2019 RMB'000 (unaudited)
Sales of circular knitting machines Sales of parts and consumables of circular knitting machines	11,177 395	30,878 1,344
	11,572	32,222



3. SEGMENT INFORMATION

The Group has three operating segments as follows:

Single circular knitting machine - manufacture and sales of single circular knitting machines

Double circular knitting machine - manufacture and sales of double circular knitting machines

Others – manufacture and sales of parts of circular knitting machines and sales of consumables

Information about operating segment profit or loss:

	Single circular knitting machine RMB'000 (Unaudited)	Double circular knitting machine RMB'000 (Unaudited)	Others RMB'000 (Unaudited)	Total RMB'000 (Unaudited)
For the three months ended 31 March 2020 Revenue from external customers Segment profits	4,989 1,445	6,188 1,966	395 56	11,572 3,467
For the three months ended 31 March 2019 Revenue from external customers Segment profits	8,506 2,628	22,372 7,735	1,344 243	32,222 10,606

The Group's revenue from external customers by location of operations (included through trading companies) are detailed below:

	For the three months ended 31 March		
	2020 RMB'000 (Unaudited)	2019 RMB'000 (Unaudited)	
PRC Overseas	4,841 6,731	11,484 20,738	
Consolidated total	11,572	32,222	



4. INCOME TAX EXPENSE

		For the three months ended 31 March		
	2020 RMB'000 (Unaudited)	2019 RMB'000 (Unaudited)		
Provision – PRC	121	1,153		

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

Under the two-tiered profits tax regime, profits tax rate for the first HK\$2 million of assessable profits of qualifying corporations established in Hong Kong will be lowered to 8.25%, and profits above that amount will be subject to the tax rate of 16.5%. On 26 February 2020, the Financial Secretary of the Government of Hong Kong Special Administrative Region proposed to reduce profits tax for the year of assessment 2019/2020 by 100%, subject to a ceiling of HK\$20,000.

No provision for Hong Kong profits tax is required since the Group has no assessable profit for the three months period ended 31 March 2020 (2019: Nil).

Under the Law of Enterprise Income Tax of the PRC (the "**EIT Law**") and Implementation Regulations of the EIT Law, the tax rate of the PRC subsidiaries is 25%. However, Fujian Fufang and Zhangzhou Fukai were recognised as "Small and Thin Profit Enterprise" under relevant enterprise income tax rules and regulations. 25% of their assessable profits are subject to a preferential enterprise income tax rate at 20%. No provision for enterprise income tax is made as Fujian Fufang and Zhangzhou Fukai incurred loss for the three months period ended 31 March 2020 (2019: RMB4,000). Zhangzhou Kaixing was granted the status of "High and New Technology Enterprise" and entitled to a preferential enterprise income tax rate at 15% for three years commencing from the year ended 31 December 2015. It was further extended for three more years commencing from the year ended 31 December 2018.

Pursuant to the EIT Law, the subsidiaries incorporated in the PRC are required to withhold 10% PRC enterprise income tax when they distribute dividends to their non-PRC resident enterprise shareholders.



5. PROFIT FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE COMPANY

The Group's profit attributable to owners of the Company is stated after charging the following:

	For the three months ended 31 March	
	2020 2019 RMB'000 RMB'000	
	(unaudited)	(unaudited)
Amortisation of prepaid land lease payments	18	18
Depreciation	511	516
Research and development expenditure	648	1,535
Cost of inventories sold	8,105	21,616
Net exchange loss	17	42

6. EARNINGS PER SHARE

The calculation of basic earnings per share for the period is based on profit attributable to owners of the Company for the three months ended 31 March 2020 of approximately RMB130,000 (2019: RMB4,985,000) and weighted average number of 1,000,000,000 Shares in issue for the three months ended 31 March 2020 (2019: 1,000,000,000 Shares).

7. INTERIM DIVIDENDS

The Directors do not recommend any payment of dividend for the three months ended 31 March 2020 (2019: Nil).



BUSINESS REVIEW

The Group is principally engaged in R&D, manufacturing and sales of circular knitting machines. The Group derives its revenue mainly from the sales of circular knitting machines (i) domestically under the Group's own brands; and (ii) overseas either under the Group's own brands or the brands specified by trading companies purchasing on OEM basis. For the three months ended 31 March 2020, the Group recorded a profit for the period of approximately RMB130,000, representing a decrease of approximately 97.4% from approximately RMB5.0 million recorded for the three months ended 31 March 2019. The main reasons for the decline in net profit are (i) a considerable drop in revenue of approximately 64.1% as compared with the corresponding period in 2019 due to the decrease in demand for the products of the Group, particularly after the outbreak of COVID-19; and (ii) the delayed and interrupted supply of products to the domestic and overseas customers of the Group as a result of transportation disruption after the outbreak of COVID-19.

OUTLOOK

At the beginning of 2020, the outbreak and continuing spread of COVID-19 had an adverse effect on the global economy. All sectors have been significantly affected by the obstructed economic activities, the stagnation of international freight, and the restrictions on human traffic and logistics between cities. The epidemic in the PRC has eased at the moment while the situation in foreign countries remains severe. Although 2020 is a very challenging year for the Group, the Group will closely monitor market changes and adopt effective business strategies to minimise the impact. Capitalizing on our refined management, R&D capability and effective product deployment, the Group is ready to seize business opportunities, continue to enrich product categories and enhance product competitiveness, and actively address customers' needs. In addition, the Group will continue to explore potential business co-operation and opportunities, enhancing the Group's performance and creating value for Shareholders.

FINANCIAL REVIEW

Revenue

The Group derives its revenue primarily from the manufacturing and sales of circular knitting machines which can be classified into (i) single circular knitting machines; and (ii) double circular knitting machines. For the three months ended 31 March 2020, the Group recorded revenue of approximately RMB11.6 million, representing a decrease of approximately 64.1% when compared with the three months ended 31 March 2019 of approximately RMB32.2 million. The sales of single circular knitting machines decreased by approximately 41.3% from approximately RMB8.5 million for the three months ended 31 March 2019 to approximately RMB5.0 million for the three months ended 31 March 2020. The sales of double circular knitting machines decreased by approximately 72.3% from approximately RMB22.4 million for the three months ended 31 March 2020.



Domestic sales decreased by approximately 57.8% from approximately RMB11.5 million for the three months ended 31 March 2019 to approximately RMB4.8 million for the three months ended 31 March 2020. Amongst the domestic sales, sale of single circular knitting machines has increased but the increment does not have substantial contribution to the overall domestic sales. Overseas sales decreased by approximately 67.5% from approximately RMB20.7 million for the three months ended 31 March 2019 to approximately RMB6.7 million for the three months ended 31 March 2020.

The Group also derives revenue from the sales of parts of circular knitting machines and consumables. The sales from such operating segment decreased by approximately 70.6% from approximately RMB1.3 million for the three months ended 31 March 2019 to approximately RMB395,000 for the three months ended 31 March 2020.

Cost of Goods Sold

The Group's cost of goods sold decreased by 62.5% from approximately RMB21.6 million for the three months ended 31 March 2019 to approximately RMB8.1 million for the three months ended 31 March 2020, which is generally in line with the decrease in revenue for the period.

Gross Profit and Gross Profit Margin

The Group's gross profit for the three months ended 31 March 2020 was approximately RMB3.5 million, representing a decrease of approximately 67.3% when compared with the gross profit of approximately RMB10.6 million for the three months ended 31 March 2019.

The Group's gross profit margin decreased from approximately 32.9% for the three months ended 31 March 2019 to approximately 30.0% for the three months ended 31 March 2020. During the period under review, due to the impact of COVID-19, the production capacity of the Group has reduced resulting in the increase of production costs and the impact on the gross profit margin of the Group.

Other Income

The Group's other income consists of R&D subsidies and reward, rental income, interest income and scrap sales. The Group's other income was approximately RMB281,000 for the three months ended 31 March 2020, representing a decrease of approximately 29.8% as compared with the other income of approximately RMB400,000 for the three months ended 31 March 2019. Such drop was mainly due to the decrease in R&D subsidies and reward.

Selling Expenses

The Group's selling expenses mainly consist of travelling, entertainment and transportation expenses and sales staff salary. For the three months ended 31 March 2020, the Group's selling expenses were approximately RMB437,000, representing a decrease of approximately 20.8% over the selling expenses of approximately RMB552,000 for the three months ended 31 March 2019. As a result of COVID-19 and the decrease of orders from customers, the Group's travelling and transportation expenses have decreased accordingly.



Administrative Expenses

The Group's administrative expenses mainly include (i) R&D expenses; (ii) employee salary and benefits expenses; and (iii) professional fees. The Group's administrative expenses for the three months ended 31 March 2020 were approximately RMB2.4 million, representing a decrease of approximately 35.2% over the administrative expenses of approximately RMB3.7 million for the three months ended 31 March 2019. The main reason for the decrease in administrative expenses was the reduction in R&D expenses.

Finance Costs

The Group's finance costs recorded an increase of approximately 9.7% from RMB587,000 for the three months ended 31 March 2019 to RMB644,000 for the three months ended 31 March 2020. This was due to the increase in bank borrowings of approximately RMB3.0 million which resulted in increase in interest expenses.

Income Tax Expense

The Group's income tax expense for the three months ended 31 March 2020 was approximately RMB121,000, representing a decrease of approximately 89.5% from approximately RMB1.2 million for the three months ended 31 March 2019. Such decrease was primarily due to the decrease in revenue which resulted in the decrease in profits for the three months ended 31 March 2020. The effective income tax rate of the Group, which equals to the income tax expense divided by profit before tax, were approximately 18.8% and 48.2% for the three months ended 31 March 2019 and 31 March 2020, respectively. The substantial increase in the effective income tax rate for the three months ended 31 March 2020 was primarily caused by tax loss incurred by Fujian Fufang and Zhangzhou Fukai for this period but assessable profit was incurred by these subsidiaries in the comparative period.

Profit for the Period Attributable to Owners of the Company

Profit attributable to owners of the Company for the three months ended 31 March 2020 amounted to approximately RMB130,000, representing a decrease of approximately 97.4% as compared with the profit of approximately RMB5.0 million for the three months ended 31 March 2019. The Group's net profit has substantially decreased mainly due to the decrease in demand for the products of the Group, particularly after the outbreak of COVID-19 and the delayed and interrupted supply of products to the domestic and overseas customers of the Group as a result of transportation disruption after the outbreak of COVID-19.

USE OF PROCEEDS FROM LISTING

The proceeds from the Listing, after deducting related issuance expenses, amounted to approximately HK\$40.9 million. Since the date of the Listing and up to 31 March 2020, approximately HK\$0.7 million has been used to enhance customer loyalty and brand awareness; approximately HK\$0.2 million has been used to maintain and enhance the Group's R&D capabilities; approximately HK\$2.3 million has been used to purchase machineries; and approximately HK\$3.6 million has been used as working capital.



PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the three months ended 31 March 2020.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2020, the interests or short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long Positions in Shares

Name of Director	Capacity and nature of interest	Number of Shares held	Percentage of the Company's share capital
Mr. Chen Yihui	Interest in controlled corporation	81,195,379 (note)	8.119%

Note: Sheen Vision Group Limited is wholly-owned by Mr. Chen Yihui and is the beneficial owner of 81,195,379 Shares. Accordingly, Mr. Chen Yihui is deemed to be interested in 81,195,379 Shares held by Sheen Vision Group Limited by virtue of the SFO.

Save as disclosed above, as at 31 March 2020, none of the Directors or chief executive of the Company nor their associates had registered an interest or short position in any Shares or underlying Shares and/or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions in which they are taken or deemed to have under such provisions of the SFO) or which was required to be recorded in the register kept by the Company pursuant to section 352 of the SFO, or which are required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.



SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 March 2020, the following interests and short positions of 5% or more of the share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to section 336 of the SFO:

Long Positions in Shares

Name	Capacity and nature of interest	Number of Shares held	Percentage of the Company's share capital
Azure Wealth Limited (藍裕有限公司)	Beneficial owner	369,219,084	36.922%
Ms. Zheng Yonghua (鄭勇華)	Interest in controlled corporation	369,219,084 (note 1)	36.922%
Mr. Ke Weibin (柯葳彬)	Interest of spouse	369,219,084 (note 2)	36.922%
Sheen Vision Group Limited	Beneficial owner	81,195,379	8.119%
Ms. Chen Qing (陳晴)	Interest of spouse	81,195,379 (note 3)	8.119%

Notes:

- (1) Azure Wealth Limited is owned as to 95% by Ms. Zheng Yonghua. Accordingly, Ms. Zheng Yonghua is deemed to be interested in 369,219,084 Shares held by Azure Wealth Limited by virtue of the SFO.
- (2) Mr. Ke Weibin (柯葳彬) is the spouse of Ms. Zheng Yonghua and is therefore deemed to be interested in all the Shares held/owned by Ms. Zheng Yonghua through Azure Wealth Limited by virtue of the SFO.
- (3) Sheen Vision Group Limited is wholly-owned by Mr. Chen Yihui. Ms. Chen Qing (陳晴) is the spouse of Mr. Chen Yihui and is therefore deemed to be interested in all the Shares held/owned by Mr. Chen Yihui through Sheen Vision Group Limited by virtue of the SFO.



Save as disclosed above, as at 31 March 2020, no person, other than the Directors whose interests are set out in the section "Directors' and chief executive's interests and short positions in Shares, underlying Shares and debentures" above, had registered an interest or short position in the Shares or underlying Shares which was required to be recorded in the register kept by the Company pursuant to section 336 of the SFO.

COMPETING INTERESTS

During the three months ended 31 March 2020, none of the Directors or the Controlling Shareholders or substantial Shareholders or their respective close associates (as defined in the GEM Listing Rules) is interested in any business which competes or may compete, either directly or indirectly, with the business of the Group nor any conflicts of interest which has or may have with the Group.

DEED OF NON-COMPETITION

Each of the Controlling Shareholders, namely Azure Wealth Limited, Ms. Zheng Yonghua and Ms. Yuan Yuan, entered into the Deed of Non-Competition, under which each of the Controlling Shareholders, among other things, irrevocably and unconditionally, jointly and severally, warrants and undertakes to the Company (for itself and as trustee for each of its subsidiaries) on competition related matters. Details of the Deed of Non-Competition are set out in the section headed "Relationship with Controlling Shareholders — Non-competition Undertaking" in the Prospectus.

INTEREST OF COMPLIANCE ADVISER

As notified by ECF, the Company's compliance adviser, save for (i) the participation of ECF as the sole sponsor in relation to the Listing, and (ii) the compliance adviser's agreement dated 19 December 2017 entered into between the Company and ECF, none of ECF or its directors, employees or close associates (as defined in the GEM Listing Rules) had any interest in the Group as at 31 March 2020, which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

AUDIT COMMITTEE

The audit committee of the Company, which consists of Mr. Shum Shing Kei, Dr. Mu Zhirong and Dr. Hu Xudong, all being independent non-executive Directors, has reviewed this report and the Group's unaudited consolidated financial results for the three months ended 31 March 2020, and is of the opinion that the preparation of such results complied with applicable accounting standards, the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures have been made in respect thereof.

DIVIDENDS

The Board does not recommend the payment of any interim dividend for the three months ended 31 March 2020 (2019: Nil).



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

"Board" the board of Directors

"China" or "PRC" the People's Republic of China and, except where the

context requires otherwise and only for the purposes of this report, references to China or the PRC exclude Hong Kong, the Macau Special Administrative Region of the PRC and

Taiwan

"Company" China Futex Holdings Limited 中國福紡控股有限公司, a

company incorporated as an exempted company with limited

liability in the Cayman Islands on 28 July 2016

"Controlling Shareholder(s)" has the meaning ascribed to it under the GEM Listing Rules

"COVID-19" coronavirus disease (COVID-2019)

"Deed of Non-Competition" a deed of non-competition dated 19 December 2017

entered into by Azure Wealth Limited, Ms. Zheng Yonghua and Ms. Yuan Yuan, the Controlling Shareholders, in favour

of the Company

"Director(s)" the director(s) of the Company

"ECF" Essence Corporate Finance (Hong Kong) Limited, a licensed

corporation to carry on type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under

the SFO

"Fujian Fufang" 福建福紡精密機械有限公司 (Fujian Futex Machinery Co..

Ltd*), a limited liability company established in the PRC on 4 November 2010 and an indirect wholly-owned subsidiary of

the Company

"GEM Listing Rules" the Rules Governing the Listing of Securities on GEM of the

Stock Exchange, as amended, supplemented or otherwise

modified from time to time as the context may require

"Group" the Company and its subsidiaries

"HK\$" Hong Kong dollars, the lawful currency of Hong Kong

"Hong Kong" the Hong Kong Special Administrative Region of the PRC

"Listing" the listing of the Shares on GEM of the Stock Exchange on 4

January 2018



"OEM" acronym for original equipment manufacturer, whereby

products are manufactured in accordance with the customer's specification and are marketed under the brand

names specified by the customers

"Prospectus" the prospectus of the Company published on 20 December

2017 in connection with the Listing

"R&D" research and development

"RMB" Renminbi, the lawful currency of the PRC

"SFO" Securities and Futures Ordinance (Chapter 571 of the Laws

of Hong Kong) as amended, supplemented or otherwise

modified from time to time

"Share(s)" ordinary share(s) of HK\$0.01 each in the share capital of the

Company

"Shareholder(s)" holder(s) of the Shares

"Stock Exchange" The Stock Exchange of Hong Kong Limited

"Zhangzhou Fukai" 漳州福凱貿易有限公司 (Zhangzhou Fukai Trading Co., Ltd*),

a limited liability company established in the PRC on 12 October 2016 and an indirect wholly-owned subsidiary of the

Company

"Zhangzhou Kaixing" 漳州凱星機械有限公司 (Zhangzhou Kaixing Machine Co.,

Ltd*), a wholly foreign owned enterprise company established in the PRC on 15 March 2004 and an indirect wholly-owned

subsidiary of the Company

"%" per cent

* For identification purposes only

By order of the Board

China Futex Holdings Limited

Yuan Yuan

Chairlady and Chief Executive Officer

Hong Kong, 8 May 2020

As at the date hereof, the Board comprises Ms. Yuan Yuan and Mr. Chen Yihui as executive Directors; and Dr. Hu Xudong, Dr. Mu Zhirong and Mr. Shum Shing Kei as independent non-executive Directors.