



**IN THE GRAND COURT OF THE CAYMAN ISLANDS**

**FINANCIAL SERVICES DIVISION**

**CAUSE NO. FSD OF 2024 ( IKJ )**

**IN THE MATTER OF SECTION 35 OF THE COMPANIES ACT (2023 REVISION)**

**AND IN THE MATTER OF UNIRUWEL HOLDING LIMITED**

---

**PETITION**

---

**To the Grand Court**

The humble petition of UniRuwel Holding Limited, c/o Portcullis (Cayman) Ltd, The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands (the "**Company**"), shows that:-

**Object of the Petition**

- 1 The object of this Petition is to seek an order pursuant to section 35 of the Companies Act (2023 Revision) confirming the proposed issuance of 2,165,800,000 shares in the capital of the Company with a par value of US\$1.00 each at a discount to par of US\$0.99 each (the "**Discounted Allotment**").

This Petition is filed by Ogier (Cayman) LLP, Attorneys for UniRuwel Holding Limited, Ltd whose address for service is:  
89 Nexus Way, Camana Bay, Grand Cayman KY1-9009, Cayman Islands (GEL/DZD/509283.00003)

### The Company

- 2 The Company was incorporated as an exempted company on 1 April 2011 (registration 254349).
- 3 The Company's registered office is at Portcullis (Cayman) Ltd, The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands.
- 4 The authorised share capital of the Company is US\$2,500,000,000 divided into 2,500,000,000 Shares of par value US\$1.00 each. The Company has 63,967,250 shares in issue that are all held by its sole shareholder.
- 5 The Company is a holding company which, through its parent and subsidiaries (together, the "**Group**"), is principally engaged in producing high-end Printed Circuit Boards (PCBs) for automotive, renewable energy sectors.
- 6 The objects for which the Company is established are unrestricted and except as prohibited or limited by the laws of the Cayman Islands, the Company has the full power and authority to carry out any object.
- 7 Article 6 of the Amended and Restated Memorandum and Articles of Association of the Company (adopted by special resolution on 21 May 2024) (the "**Articles of Association**") provides that "*The Shares shall be at the disposal of the Directors, and they may (subject to the provisions of the Act) allot, grant options over, or otherwise dispose of them to such persons, on such terms and conditions, and at such times as*

This Petition is filed by Ogier (Cayman) LLP, Attorneys for UniRuwel Holding Limited, Ltd whose address for service is:  
89 Nexus Way, Camana Bay, Grand Cayman KY1-9009, Cayman Islands (GEL/DZD/509283.00003)

*they think fit, but so that no Share shall be issued at a discount, except in accordance with the provisions of the Act."*

#### **The Discounted Allotment**

- 8 The Company has made investment in its subsidiary Unimicron Germany GmbH, a company incorporated in Germany (the "**German Sub**"). Due to the accumulated deficit of the German Sub, the Company has suffered investment loss and therefore the net value as of March 31, 2024 of the Company is US\$0.01 per share (which is lower than its par value of US\$1.00).
- 9 In order to maintain the operation of the German Sub and increase the working capital of the German Sub, Unimicron Technology Corporation (which is the ultimate holding company of the Company and a listed company in Taiwan (stock code: 3037.TPE)) wishes to directly increase capital in the amount of US\$21,658,000 in the Company by way of subscription of new shares to be issued by the Company at its net value as of March 31, 2024 (US\$0.01 per share), such that the Company can further increase capital in the German Sub.

**YOUR PETITIONER THEREFORE** humbly prays that:

- (1) The Discounted Allotment be sanctioned by the Court.
- (2) To this end, all necessary inquiries and directions may be made and given.

This Petition is filed by Ogier (Cayman) LLP, Attorneys for UniRuwel Holding Limited, Ltd whose address for service is:  
89 Nexus Way, Camana Bay, Grand Cayman KY1-9009, Cayman Islands (GEL/DZD/509283.00003)

(3) Such further or other relief be granted as the Court shall see fit.

AND your Petitioner will ever pray etc.

Dated the 16<sup>th</sup> day of July 2024



---

**Ogier (Cayman) LLP**  
**Attorneys for the Petitioner**

**NOTE:** This Petition is not intended to be served.

This Petition is filed by Ogier (Cayman) LLP, Attorneys for UniRuwel Holding Limited, Ltd whose address for service is:  
89 Nexus Way, Camana Bay, Grand Cayman KY1-9009, Cayman Islands (GEL/DZD/509283.00003)

**NOTICE OF HEARING**

**TAKE NOTICE THAT** the hearing of this petition will take place at the Law Courts, George Town, Grand Cayman, on 18th September 2024 at ~~10:00am~~<sup>9:00 a.m.</sup>.

Any correspondence or communication with the Court relating to the hearing of his petition should be addressed to the Registrar of the Financial Services Division of the Grand Court at PO Box 495, Grand Cayman, KY1-1106, telephone 345 959 4296.

This Petition is filed by Ogier (Cayman) LLP, Attorneys for UniRuwel Holding Limited, Ltd whose address for service is:  
89 Nexus Way, Camana Bay, Grand Cayman KY1-9009, Cayman Islands (GEL/DZD/509283.00003)