



IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO. FSD OF 2025 ()

IN THE MATTER OF SECTION 35 OF THE COMPANIES ACT (2025 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 (2025 Revision) sanctioning the proposed issuance of 142,493,500,000 shares in the capital of the Company with a par value of US\$1.00 each at a discount to par of US\$0.9998 each (the “**Discounted Allotment**”).

The Company

2 The Company was incorporated in the Cayman Islands as an exempted company on 1 April 2011 (registration number 254349).

3 The Company's registered office is at Portcullis (Cayman) Ltd, P.O. Box 32052, The Grand Pavilion

This PETITION is filed by Campbells LLP, Attorneys for the Petitioner, whose address for service is Floor 4, Willow House, Cricket Square, George Town, Grand Cayman, Cayman Islands (ref SDA/18206-44741)

Commercial Centre, 802 West Bay Road, Oleander Way, Grand Cayman KY1-1208, Cayman Islands.

- 4 The authorised share capital of the Company is US\$300,000,000.00 divided into 300,000,000,000 shares of par value of US\$1.00 each. The Company has 2,229,767,250 shares in issue that are all held by its shareholders.
- 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 March 2025) provides that “[t]he 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 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 invested 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 losses and consequently its net value as of 30 November 2024 is US\$0.0002 per share (which is lower than its par value of US\$1.00 per share).
- 9 In order to maintain the German Sub’s operation and increase its working capital, the ultimate holding company of the Company, namely Unimicron Technology Corp. (欣興電子股份有限公司) (3037.TPE), a listed company in Taiwan, (which is also a direct shareholder of the Company) wishes to directly increase capital in the amount of US\$28,498,700 in the Company by way of subscription of new shares to be issued by the Company at its net value as of 30 November 2024 (US\$0.0002 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.
- (3) Such further or other relief be granted as the Court shall see fit.

AND your Petitioner will ever pray etc.

Dated this 7th day of May 2025



Campbells LLP

Attorneys-at-law for the Petitioner

NOTE: This Petition is not intended to be served.

Notice of Hearing

TAKE NOTICE THAT the hearing of this Petition will take place at the Law Courts, George Town, Grand Cayman, Cayman Islands on _____ at _____ am/pm.

Any correspondence or communication with the Court relating to the hearing of this Petition should be addressed to the Registrar of the Financial Services Division of the Grand Court at P.O. Box 495, George Town, Grand Cayman KY1-1106, Cayman Islands; Tel: 3459494296.