

## HISTORY AND CORPORATE STRUCTURE

### OVERVIEW

The history of our Group can be traced back to 1995 with the founding of OmniVision Technologies, one of the world’s leading image sensor companies and a subsidiary of our Company. Our Company was established in 2007 in Shanghai by our Chairman, Mr. YU Renrong. See “Directors and Senior Management—Directors” for more details. Since our establishment, our long-term vision has been to build a global fabless semiconductor company at the cutting-edge of technology, developing and delivering advanced digital imaging solutions, display solutions, and analog solutions for multiple applications across several industries. Over the years, we have evolved into one of the world’s top 10 fabless semiconductor companies, according to Frost & Sullivan, distinguished by our advanced proprietary technologies, diversified products and solution portfolio, flexible fabless business model, and extensive customer network and supply chain ecosystems.

In May 2017, we went public with our A Shares (Stock Code: 603501) listed on the main board of the Shanghai Stock Exchange, marking a significant milestone in our growth. This listing enabled us to enhance our research and development capabilities and expand our market presence. The acquisition in 2019 of OmniVision Technologies further bolstered our market position and marked the beginning of a new era in our business development. This synergistic integration catapulted us into the international arena and allowed us to gain global recognition as a world-leading semiconductor company. Since then, our portfolio has expanded significantly, enabling us to offer advanced digital imaging solutions, display solutions, and analog solutions for a wide range of industrial and consumer applications. In January 2022, we announced the adoption of our new global brand and logo: **OMNIVISION®**.

In November 2023, we successfully listed our GDRs on the SIX Swiss Exchange. This listing was part of the expanded China-Switzerland Stock Connect scheme. Our GDRs are traded under the symbol “WILL,” and the move enhances our access to international capital markets and supports our strategic growth initiatives.

On June 11, 2025, we changed our corporate name to OmniVision Integrated Circuits Group, Inc. (豪威集成电路（集團）股份有限公司), which embodies our creative brand-led and world-leading digital imaging business, while also representing the deep heritage of our Company.

### KEY CORPORATE DEVELOPMENT MILESTONES

The following sets forth a summary of our Company’s key corporate development milestones:

Year	Event
1995	OmniVision Technologies was founded.
2007	Our Company was incorporated in Shanghai.
2017	The A Shares of our Company were listed on the Shanghai Stock Exchange (Stock Code: 603501).
2019	We acquired OmniVision Technologies.
2020	We expanded into TDDI.
2022	Our Group adopted a new global brand and logo, <b>OMNIVISION®</b> .
2023	We completed the listing of our GDRs (Symbol: WILL) on the SIX Swiss Exchange.
2025	We changed our corporate name to OmniVision Integrated Circuits Group, Inc. (豪威集成电路（集團）股份有限公司).

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### MAJOR SUBSIDIARIES

The principal business activities and date of establishment of each of our Major Subsidiaries are shown below:

Name of company or partnership	Equity interest attributable to our Group	Principal business activities	Date and jurisdiction of establishment or formation
Will Semiconductor	100%	Semiconductor design and sales	August 12, 2008, Hong Kong SAR
Shenzhen Jinghongzhi	100%	Agency and sales of electronic component	May 15, 2014, PRC
Waching Electronic	100%	Agency and sales of electronic component	September 5, 2006, Hong Kong SAR
OmniVision TDDI	100%	Semiconductor design and sales	June 9, 2021, Ontario, Canada
Beijing OmniVision	100%	Semiconductor design and sales	July 15, 2015, PRC
OmniVision Technologies	100%	Semiconductor design and sales	February 28, 2000, Delaware, USA
OmniVision Technologies Singapore	100%	Semiconductor design and sales	March 30, 2012, Singapore
OmniVision International Ontario	100%	Semiconductor design and sales	January 10, 2020, Ontario, Canada
Zhejiang Will	100%	Investment holding	June 15, 2020, PRC
Shaoxing Weihao Business	100%	Investment holding	June 24, 2021, PRC
Shanghai OmniVision	100%	Semiconductor design and sales	July 2, 2021, PRC
Hunan Silicon	100%	Semiconductor design and sales	December 31, 2020, PRC
OmniVision Technology Beijing	96.12%	Semiconductor design and sales	September 28, 2004, PRC
OmniVision Semiconductor Shanghai	100%	Semiconductor design and sales	January 19, 2001, PRC
Beijing Jinghongzhi	100%	Agency and sales of electronic component	September 10, 2001, PRC
Superpix Technology	96.12%	Semiconductor design and sales	March 25, 2019, Hong Kong
OmniVision Touch & Display	100%	Semiconductor design and sales	June 8, 2021, Singapore

The Company held majority equity interests in the above Major Subsidiaries throughout the Track Record Period.

See “Appendix VI—Statutory and General Information—C. Further Information about Our Major Subsidiaries” for more details on share capital changes of the Major Subsidiaries.

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### MAJOR SHAREHOLDING CHANGES OF OUR COMPANY

#### Early Development of Our Company

Our Company was incorporated as a joint stock company in Shanghai in 2007 with an initial registered share capital of RMB5,000,000. Upon the completion of multiple rounds of share transfers and capital injection, the registered share capital of our Company reached RMB374,400,000 immediately prior to the listing of our A Shares on the Shanghai Stock Exchange in May 2017. Since our establishment, Mr. YU Renrong, our executive Director and Chairman of the Board, has been the single largest shareholder of our Company.

#### Listing on the Shanghai Stock Exchange

In May 2017, we completed the listing of our A Shares on the Shanghai Stock Exchange (Stock Code: 603501).

In the A-Shares Listing, we issued an aggregate of 41,600,000 A Shares, accounting for 10% of our Company’s then share capital immediately following the listing.

We issued 400,951,447 A Shares in August 2019 as consideration for our strategic acquisition of OmniVision Technologies and two other acquirees. In connection with this acquisition, we successfully completed a placement of 7,006,711 A Shares to finance our post-acquisition operational developments.

To further optimize the debt structure, broaden financing channels and satisfy funding needs of our Company, in December 2020, we completed the public issuance of the Convertible Bonds to the then shareholders of our Company and public investors. The Convertible Bonds have a maturity date of December 27, 2026 and carry varied interest rates from 0.20% in the first year to 2.00% in the sixth year. The conversion period of the Convertible Bonds lasts from six-months after the completion of the issuance of the Convertible Bonds until its maturity date on December 27, 2026. As of the Latest Practicable Date, our Company has issued 34,645 A shares as a result of the conversion of the Convertible Bonds.

#### Listing on the SIX Swiss Exchange

In November 2023, we completed the listing of our GDRs (Symbol: WILL) on the SIX Swiss Exchange. Each GDR represents an interest in one A Share.

In the GDR Listing, we issued an aggregate of 31,000,000 A Shares, accounting for 2.55% of our Company’s then share capital immediately following the listing.

### MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

We had not carried out any major acquisitions, disposals or mergers during the Track Record Period and up to the Latest Practicable Date.

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### POST TRACK RECORD PERIOD ACQUISITIONS

We proposed to acquire the majority equity interest of a company after the Track Record Period and up to the Latest Practicable Date. We have applied to the Stock Exchange for, and the Stock Exchange [has agreed to grant] us, a waiver from strict compliance with Rules 4.04(2) and 4.04(4) of the Listing Rules in relation to the proposed acquisition. See “Waivers and Exemptions — Waiver in respect of Company and Business to be Acquired after the Track Record Period” for alternative disclosure of the acquisition.

### OUR LISTINGS ON THE SHANGHAI STOCK EXCHANGE AND THE SIX SWISS EXCHANGE AND REASONS FOR THE [REDACTED] ON THE STOCK EXCHANGE

Since May 2017 and November 2023, our Company has been listed on the Shanghai Stock Exchange and on the SIX Swiss Exchange, respectively. As of the Latest Practicable Date, our Directors confirmed that we had no instances of material non-compliance with the rules of the Shanghai Stock Exchange or the SIX Swiss Exchange, respectively, and other applicable securities laws and regulations of the PRC in any material respects, and, to the best knowledge of our Directors having made all reasonable enquiries, there was no material matter that should be brought to the [REDACTED] attention in relation to our compliance record on the Shanghai Stock Exchange or the SIX Swiss Exchange, respectively.

Our Company seeks to be [REDACTED] on the Hong Kong [REDACTED] in order to provide further capital for the development and expansion of our global business, further strengthen our business profile and market position in the industry, and better attract overseas investors and talents. See “Business—Our Strategies” and “Future Plans and [REDACTED]” for more details.

### [REDACTED]

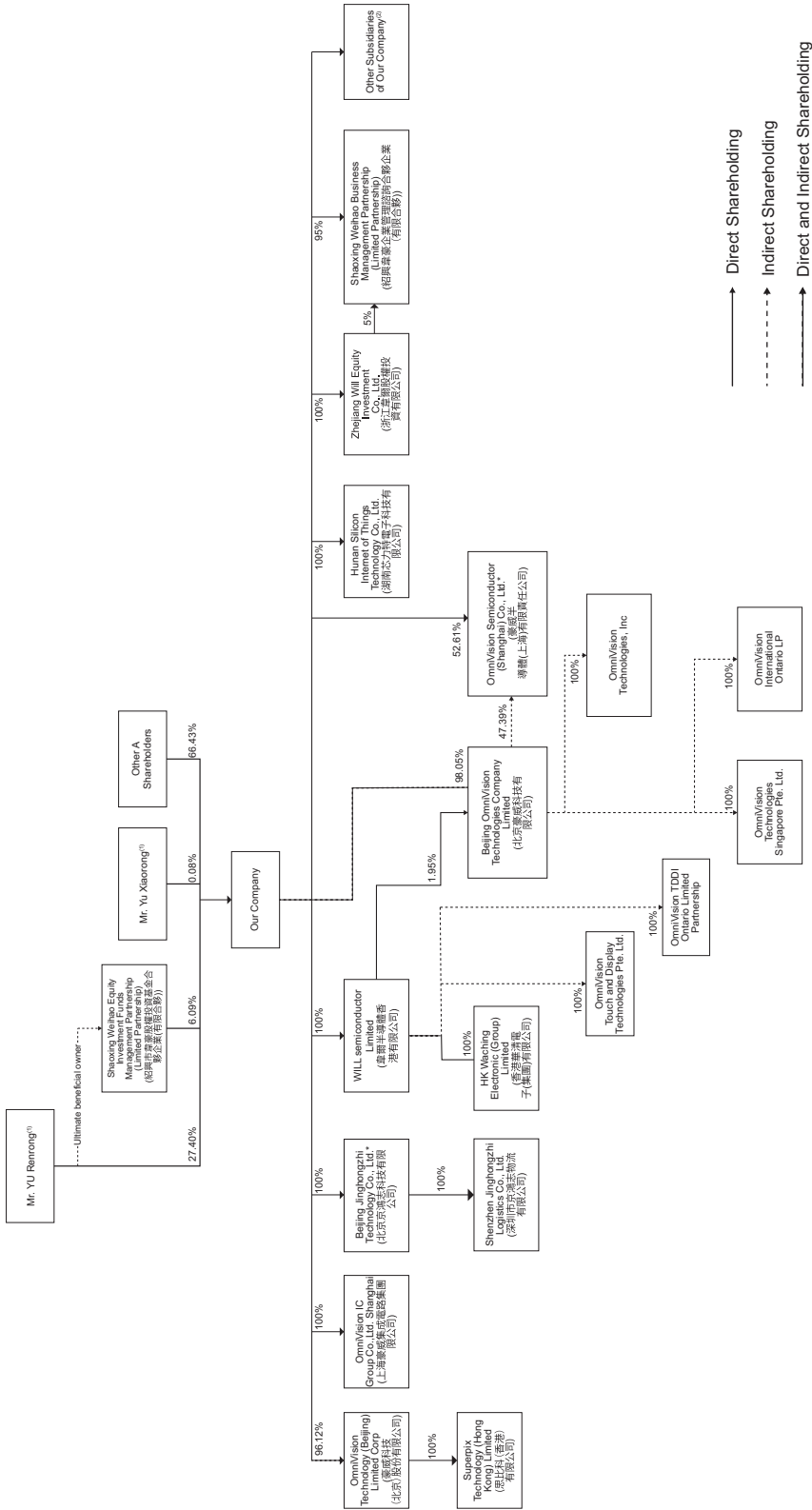
To the best of our Company’s knowledge, immediately following the completion of the [REDACTED] (assuming (i) the [REDACTED] is not exercised and (ii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED]), over [REDACTED] of our Shares (including our H Shares and A Shares) will be counted towards the [REDACTED] for the purpose of Rule 8.08 of the Listing Rules.

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OUR SHAREHOLDING AND CORPORATE STRUCTURE

Shareholding and Corporate structure immediately before the [REDACTED]

The following chart depicts a simplified shareholding and beneficial ownership structure of our Group immediately prior to the completion of the [REDACTED] (assuming that no changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED]):



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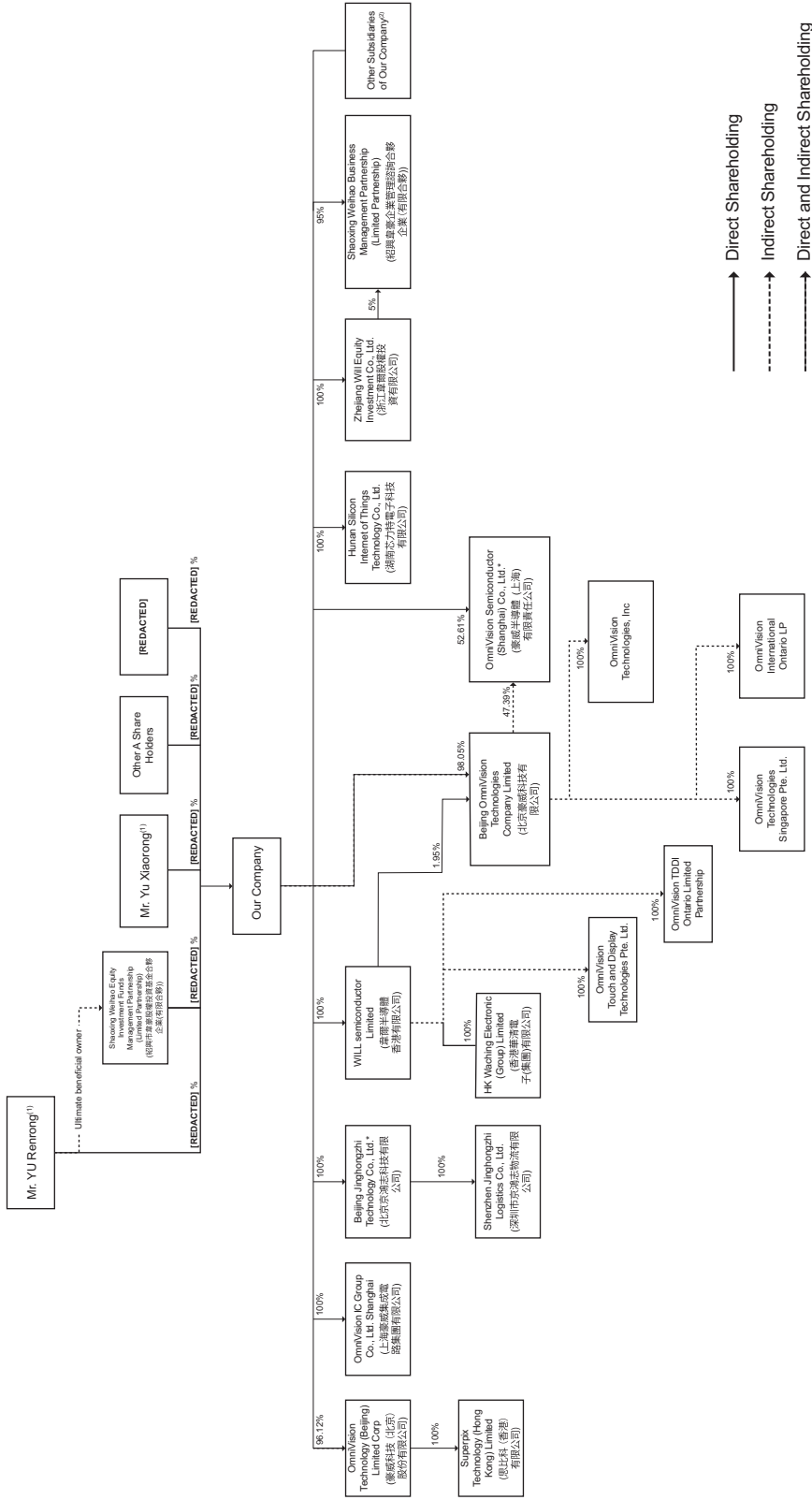
*Notes:*

- (1) Mr. YU Renrong is the chairman of the Board of Directors and an executive Director of our Company. See “Directors and Senior Management—Directors” for more details. Mr. YU Renrong is the direct beneficial owner of 333,472,250 A Shares of our Company and indirectly owns 74,132,662 A Shares of our Company through Shaoxing Weihao Management, which is ultimately controlled by Mr. YU Renrong. In addition, Mr. YU Xiaorong, brother of Mr. YU Renrong, is the direct beneficial owner of 972,000 A Shares of our Company. As advised by our PRC Legal Advisor, Shaoxing Weihao Management and Mr. YU Xiaorong are parties acting in concert with Mr. YU Renrong pursuant to PRC law. Each of Mr. YU Renrong, Shaoxing Weihao Management and Mr. YU Xiaorong is deemed to be interested in all the A Shares in which each of them is interested. Mr. YU Renrong, Shaoxing Weihao Management and Mr. YU Xiaorong constitute a group of our Controlling Shareholders, holding approximately 33.57% of the issued share capital of our Company immediately before the [REDACTED].
- (2) Our Company includes, in aggregate, over 80 subsidiaries (including the Major Subsidiaries) established in various jurisdictions.
- (3) As of the Latest Practicable Date, the remaining 3.88% equity interest in OmniVision Technology Beijing is directly held by CHEN Jie, LIU Zhibi, and QIAN Xiangfeng. CHEN Jie and QIAN Xiangfeng are independent third parties of the Company, while LIU Zhibi holds various positions within our Group, including the chairman of OmniVision Integrated Circuits (Chengdu) Co., Ltd. (豪威集成电路(成都)有限公司) and the general manager of OmniVision North China IC Ltd.\* (豪威北方集成电路有限公司).

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Shareholding and Corporate structure immediately following the [REDACTED]

The following chart depicts the shareholding and beneficial ownership structure of our Group immediately following the completion of the [REDACTED], assuming that the [REDACTED] is not exercised and that no changes are made to the issued share capital of the Company between the Latest Practicable Date and [REDACTED]:



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*Notes:*

- (1) Mr. YU Renrong is the chairman of the Board of Directors and an executive Director of our Company. See “Directors and Senior Management—Directors” for more details. Mr. YU Renrong is the direct beneficial owner of 333,472,250 A Shares of our Company and indirectly owns 74,132,662 A Shares of our Company through Shaoxing Weihao Management, which is ultimately controlled by Mr. YU Renrong. In addition, Mr. YU Xiaorong, brother of Mr. YU Renrong, is the direct beneficial owner of 972,000 A Shares of our Company. As advised by our PRC Legal Advisor, Shaoxing Weihao Management and Mr. YU Xiaorong are parties acting in concert with Mr. YU Renrong pursuant to PRC law. Each of Mr. YU Renrong, Shaoxing Weihao Management and Mr. YU Xiaorong is deemed to be interested in all the A Shares in which each of them is interested. Mr. YU Renrong, Shaoxing Weihao Management and Mr. YU Xiaorong constitute a group of our Controlling Shareholders, holding approximately [REDACTED]% of the issued share capital of our Company immediately following the completion of the [REDACTED], assuming that the [REDACTED] is not exercised and that no changes are made to the issued share capital of the Company between the Latest Practicable Date and [REDACTED].
- (2) Our Company includes, in aggregate, over 80 subsidiaries (including the Major Subsidiaries) established in various jurisdictions.
- (3) As of the Latest Practicable Date, the remaining 3.88% equity interest in OmniVision Technology Beijing is directly held by CHEN Jie, LIU Zhibi, and QIAN Xiangfeng. CHEN Jie and QIAN Xiangfeng are independent third parties of the Company, while LIU Zhibi holds various positions within our Group, including the chairman of OmniVision Integrated Circuits (Chengdu) Co., Ltd. (豪威集成电路 (成都) 有限公司) and the general manager of OmniVision North China IC Ltd.\* (豪威北方集成电路有限公司).

The following table set forth the shareholding structure of the Company showing the effect of the exercise of the [REDACTED] in full.

	Description of Shares	As at the end of the [REDACTED] exercise period, assuming that the [REDACTED] is fully exercised	
		Number of Shares	Approximate % of the issued share capital
Mr. YU Renrong and persons acting in concert <sup>(1)</sup> . . . . .	A Shares	408,576,912	[REDACTED]%
Other A Shareholders . . . . .	A Shares	808,584,178	[REDACTED]%
H Shareholders . . . . .	H Shares	[REDACTED]	[REDACTED]%
Total . . . . .		[REDACTED]	100%

*Note:*

- (1) Represents (i) 333,472,250 A Shares of our Company directly held by Mr. YU Renrong; (ii) 74,132,662 A Shares of our Company directly held by Shaoxing Weihao Management which is ultimately controlled by Mr. YU Renrong; and (iii) 972,000 A Shares of our Company directly held by Mr. YU Xiaorong, brother of Mr. YU Renrong. As advised by our PRC Legal Advisor, Shaoxing Weihao Management and Mr. YU Xiaorong are parties acting in concert with Mr. YU Renrong pursuant to PRC law. Each of Mr. YU Renrong, Shaoxing Weihao Management and Mr. YU Xiaorong is deemed to be interested in all the A Shares in which each of them is interested.