*This summary aims to give you an overview of the information contained in this document. As it is a summary, it does not contain all the information that may be important to you and is qualified in its entirety by, and should be in conjunction with, the full text of this document. You should read the entire document before you decide to invest in the **[REDACTED]**. There are risks associated with any investment. Some of the particular risks in investing in the **[REDACTED]** are set out in "Risk Factors". You should read that section carefully before you decide to invest in the **[REDACTED]**.*

OVERVIEW

Who We Are

We are a leading supplier of IC substrates for advanced IC packaging in the Chinese Mainland, focusing on the research and development, manufacturing and sales of IC substrates. According to Frost & Sullivan, we were the largest IC substrate company in the Chinese Mainland in the FCBGA Substrate market and FCCSP Substrate market in 2025 in terms of revenue, with market share of 25.3% and 13.4%, respectively; and we were the second largest IC substrate company in the Chinese Mainland in 2025 in terms of revenue, with a market share of 12.5%.

Our IC substrates serve as critical intermediate carriers connecting semiconductor dies and the PCBs, enabling high-density electrical interconnection and high-speed signal transmission between the dies and external circuits, while performing core functions such as physical fixation and protection, mechanical support and facilitating heat dissipation. Our IC substrates are important components widely used in downstream applications such as AI servers, high-speed computing, data centres, smart devices, automotive electronics and industrial control, aligning with the current industrial upgrading trend of Chinese Mainland's semiconductor manufacturing sector.

Our parent company, Unimicron Taiwan, entered the IC substrate market in 1997 and has cultivated deep expertise in the IC substrate industry for almost 30 years. As one of the world's leading IC substrate companies, Unimicron Taiwan has ranked first globally by revenue for multiple years, and we have inherited its strong technological capabilities. Our Suzhou production base has been the first manufacturer in Chinese Mainland with complete integrated IC substrate production capabilities, manufacturing a comprehensive range of FCBGA Substrates, FCCSP Substrates and CSP Substrates, within a single production base, which facilitates the procurement by our customers and our development of new products with compound technology. Our Huangshi production base handles the front-end production processes for FCBGA Substrates, supporting the Suzhou production base; and our third advanced and intelligent manufacturing facility is under construction in Kunshan. We were the first company dedicated to supporting domestic Chinese Mainland customers in the mass production of FCBGA Substrates, according Frost & Sullivan.

Adhering to our core mission of "driving technological innovation, protecting the ecological environment, fulfilling social responsibilities, and creating shared well-being for employees", we have continuously advanced talent development and technological innovation over the past 20 years. We are committed to leading the future development of the IC substrate industry and becoming the most trusted partner for enterprises across the industry value chain. We have established stable and long-term cooperative relationships with our major suppliers, ensuring stable lead times and quality of raw material and equipment supply.

We have also established strong and long-term relationship with our customers, which include leading Chinese Mainland and international IC packaging and IC design companies. We have cooperated with the majority of our top five customers for each year in the Track Record Period for over 10 years. We have actively participated in our customers' collaborative product development of cutting-edge applications to drive collaborative R&D, thereby fostering long-term and stable business relationships with them. In addition, some of our key customers have entered into production capacity commitment agreements with us whereby they will pay us deposit in advance to reserve our production capacity to mitigate their potential material supply shortages.

OUR PRODUCTS

Our IC substrates are categorised into FCBGA Substrates, FCCSP Substrates and CSP Substrates. During the Track Record Period, our revenue was principally generated from the sales of FCBGA Substrates. The table below sets forth a breakdown of our revenue, sales volume and average selling price of our manufacture and sales of IC substrates by product category for the years indicated:

	FY2023			FY2024			FY2025		
	Revenue	**Number of units**	**ASP per unit**	**Revenue**	**Number of units**	**ASP per unit**	**Revenue**	**Number of units**	**ASP per unit**
	RMB'000	*Unit'000*	*RMB/unit*	*RMB'000*	*Unit'000*	*RMB/unit*	*RMB'000*	*Unit'000*	*RMB/unit*
FCBGA Substrates	1,470,646	14,944	98.41	1,980,845	14,839	133.49	1,953,949	17,215	113.50
FCCSP Substrates	834,542	1,243,137	0.67	1,178,697	1,430,218	0.82	1,220,039	1,102,579	1.11
CSP Substrates	362,306	501,363	0.72	339,110	526,122	0.64	258,201	340,012	0.76
Total	2,667,494	1,759,444	1.52	3,498,652	1,971,179	1.77	3,432,189	1,459,806	2.35

Due to the customised nature of our products, there is no fixed or standard pricing applicable to our IC substrates. Instead, pricing is determined based on numerous factors including, among others, product specifications (e.g. size and thickness), design and technical complexity, relevant manufacturing processes, required raw materials and production costs, required industry certifications and standards, customer order volume and market conditions. Please see "Business — Our Products" for details.

RESEARCH AND DEVELOPMENT

We believe our strong R&D capabilities and consistent technological innovation are crucial for us to achieve sustained industry leadership and our long-term growth. As at 31 December 2025, we owned 64 patents (including 22 invention patents and 42 utility model patents) and had made 15 patent applications, of which 10 registered patents and nine patent applications are considered material to our business. See "Appendix V — B. Future Information about Our Business — 2. Our material intellectual property rights" for details. These patents primarily cover areas such as material application, key manufacturing processes, structural design, and product development. As at 31 December 2025, our R&D team had more than 500 employees, and around 60% of our R&D personnel held bachelor's degree or higher degree, covering a wide range of disciplines including materials science, industrial engineering, chemical engineering, and electronic information.

We are pursuing various R&D breakthroughs in IC substrates with enhanced performance and reliability. FCBGA Substrates will be developed towards high-frequency and high-speed transmission products, products utilising precision circuit technology, heterogeneous packaging products and products with larger form factor, higher layer counts and thinner designs. FCCSP Substrates will be progressing towards thinner design and precision circuit technology. Please see "Business — Research and Development" for details.

PRODUCTION

Our Suzhou production base has a GFA of over 174,000 sq.m., with one FCCSP/CSP Substrates production facility and two FCBGA Substrates production facilities. Our Huangshi production base, with a GFA of over 50,000 sq.m., mainly handles the front-end FCBGA Substrates production process that supports the production at our Suzhou production base. We manufacture our products according to two major lines of production flow: one for FCBGA Substrates and one for FCCSP Substrates and CSP Substrates. Due to the distinct technical characteristics and specifications of the products, the production equipment is not interchangeable between the FCCSP/CSP Substrates production facilities and FCBGA Substrates production facilities. Our major production equipment primarily includes electroless copper plating line equipment, lithography direct imaging exposure equipment, vertical continuous copper plating line equipment, solder microball mounting equipment and electronic testing equipment. Please see "Business — Production" for details.

SALES AND MARKETING

We adopt a direct sales model and we actively engage with our customers on collaborative product development and their validation of our products, as set out in the section "Business — Our Business Model". During the Track Record Period, we sold our IC Substrates principally to IC packaging companies and, to a lesser extent, IC design companies in the Chinese Mainland. Downstream customers of our products mainly operate in areas such as AI servers, high-speed computing, data centres, smart devices, automotive electronics and industrial control. For FY2023, FY2024 and FY2025, revenue attributable to our sales to our five largest customers, which include Remaining Unimicron Taiwan Group, was RMB2,361.3 million, RMB2,982.3 million and RMB2,676.4 million, respectively, accounting for 84.5%, 81.5% and 74.3% of our total revenue for the respective years. See "Relationship with Controlling Shareholders" for details. Revenues generated from our largest customer for FY2023, FY2024 and FY2025 accounted for 30.0%, 33.0% and 32.7% of our total revenues for the respective years.

Production Capacity Commitments

As demand for FCBGA Substrates outpaced the available supply, certain downstream customers have entered into production capacity commitment agreements with us and pay us deposit to secure our production capacity, a practice which is in line with the industry norm according to Frost & Sullivan. These downstream customers typically procure our products through our direct customers. The deposit paid under these agreements may be refundable or non-refundable. See "Business — Sales and Marketing — Major Terms of Sales Contracts with our Customers — Production Capacity Commitment Agreements" for details.

The accounting treatment for non-refundable capacity commitment deposits is different from that of the refundable portion. The difference mainly affects the recognition of our revenue, other payables and accruals and contract liabilities. For non-refundable capacity commitment deposits, the deposit creates a material right for the commitment period. Our customer exercises the material right by placing orders for FCBGA Substrates. The deposit received is recognised as a contract liability and the related revenue is recognised ratably over the commitment period. The non-refundable capacity commitment deposits also have actual cash impact to our liquidity as the entire amounts are received by us and will not be refunded to downstream customers. For refundable capacity commitment deposits, the deposits received shall be refunded by installment to the downstream customers on a non-interest bearing basis, the refund amount in each period was determined at (i) an amount equal to a specified percentage of the sales to the customers or (ii) a fixed amount equals to the deposit received divided by the number of instalments over the agreed period. The remaining balance of deposits received, if any, shall be refunded in the last period. The refundable capacity commitment deposits are initially measured at fair value and included in other payables and accruals. The differences of the initial fair value and the cash received are recognised as contract liabilities and accounted for in the same manner as the non-refundable capacity commitment deposits. Subsequently, the refundable capacity commitment deposits are measured at fair value with changes other than those attributable to changes in credit risk recognised in profit or loss and included in other net loss. However, the recognition of revenue and expenses under refundable capacity commitment does not have any cash flow implications as they do not generate any net cash impact to our Group. Actual cash impact will be the inflow of cash upon the receipt of the refundable capacity commitment deposits and the outflow of cash when we refund them to the downstream customers.

Our revenue from non-refundable capacity commitment amounted to RMB83.7 million, RMB18.7 million and RMB8.6 million in FY2023, FY2024 and FY2025, respectively, while our revenue from refundable capacity commitment amounted to RMB5.5 million, RMB66.1 million and RMB83.5 million for the respective years. Contract liabilities from capacity commitment deposits amounted to RMB639.0 million, RMB541.1 million and RMB444.6 million as at 31 December 2023, 2024 and 2025, respectively, and refundable capacity commitment deposits under other payables and accruals amounted to RMB3,946.1 million, RMB3,600.2 million and RMB3,101.7 million as at 31 December 2023, 2024 and 2025, respectively. Since the revenue from capacity commitment was from the material right exercised and the cost is already allocated to manufacture and sales of FCBGA Substrates, no additional costs were directly attributable to capacity commitment. Consequently, the gross profit is equivalent to our revenue of capacity commitment and the gross profit margin for capacity commitment is 100% for illustrative purpose. Please see "Business — Sales and Marketing" and "Business — Our Customers" for details.

SUPPLY AND PROCUREMENT

The suppliers for our IC substrate production include (i) suppliers of raw materials; (ii) suppliers of machinery and equipment; and (iii) subcontractors for some production and testing processes, with whom we have generally maintained stable and long-term relationship. We also purchased certain IC substrates from the Remaining Unimicron Taiwan Group, one of our top five IC Substrate Related Materials suppliers for each year comprising the Track Record Period, for on-selling to our customers during the Track Record Period, as disclosed in "Relationship with Controlling Shareholders — Independence from our Controlling Shareholders — Historical Transactions with the Remaining Unimicron Taiwan Group — Our purchase of IC substrates from the Remaining Unimicron Taiwan Group.". Our key raw materials primarily include copper foil, ABF, BT, copper clad laminate, prepreg and metal materials (e.g. gold salts), which we source mainly from suppliers in Japan, the Chinese Mainland and South Korea. We procure our production machinery and equipment mainly from suppliers in Chinese Mainland, Chinese Taiwan, Japan, Germany and South Korea. During the Track Record Period, we have outsourced certain processes such as drilling and pre-delivery inspection to third party contractors specialised in such processes from time to time when our capacity for the relevant processes was relatively fully occupied at the particular time. Please see "Business — Supply and Procurement" for details.

COMPETITIVE LANDSCAPE

The global IC substrate market is generally characterised by a highly concentrated competitive landscape, with production capacity and technical capabilities primarily concentrated in regions such as Chinese Taiwan, Japan and South Korea. By comparison, market demand for IC substrates in Chinese Mainland has grown rapidly, supporting local manufacturers in continuing to expand production capacity and upgrade technologies. From the perspective of competitive structure, the IC substrate market in Chinese Mainland also demonstrates a relatively high level of concentration. In particular, the FCBGA Substrate segment is characterised by a limited number of players with scaled mass production capabilities, resulting in more pronounced advantages among leading players. Please see "Business — Competitive Landscape" for details.

OUR COMPETITIVE STRENGTHS

We believe the following competitive strengths have contributed to our success and differentiated us from our competitors, and will help drive our growth in the future.

- Market leading supplier of IC substrates in the Chinese Mainland, with forward-looking technological advancement and diverse IC substrate product offering
- Well-established strategic cooperation with leading semiconductor companies and stable relationship with our major customers
- In-depth R&D experience and independent innovation capability for maintaining our industry-leading technology and production processes
- Well-established intelligent and highly-automated production processes supporting high-quality mass production
- Management team with extensive experience and expertise in IC substrate industry and an empowering corporate culture leading our continuous growth

OUR STRATEGIES

We are committed to further strengthen our leading position in the Chinese Mainland IC substrate industry, and endeavor to achieve this through the following strategies.

- Expanding our production capacity by setting up additional production facilities and enhancing smart manufacturing capabilities to address rapidly growing market demand
- Continuing to investing in technology R&D to enhance long-term differentiating technological advantages
- Strengthening talent recruitment and incentive mechanisms to support our continuous development
- Strengthening cooperation with our customers and consolidating our industry leadership

SUMMARY OF HISTORICAL AND FINANCIAL INFORMATION

The tables below present our summary consolidated financial data derived from our consolidated statements of profit or loss and consolidated cash flow statements during the Track Record Period and our consolidated statements of financial position as at 31 December 2023, 2024 and 2025 included in the Accountants' Report in Appendix I. The following data and discussion should be read in conjunction with our consolidated financial statements and related notes and the section headed "Financial Information."

Consolidated Statements of Profit or Loss

	FY2023		FY2024		FY2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*
Revenue	2,794,138	100.0	3,659,025	100.0	3,602,676	100.0
Cost of sales	(1,871,767)	(67.0)	(2,252,249)	(61.6)	(2,477,627)	(68.8)
Gross profit	922,371	33.0	1,406,776	38.4	1,125,049	31.2
Other income	151,832	5.4	126,518	3.5	113,543	3.1
Other net losses	(16,921)	(0.6)	(72,149)	(2.0)	(90,872)	(2.6)
Selling and distribution expenses	(22,296)	(0.8)	(21,945)	(0.6)	(22,430)	(0.6)
Administrative expenses	(96,351)	(3.4)	(109,255)	(3.0)	(124,149)	(3.4)
Research and development costs	(125,663)	(4.5)	(224,418)	(6.1)	(239,544)	(6.6)
Reversal/(provision) of impairment losses on trade receivables	6,356	0.2	(11,047)	(0.3)	2,340	*
Profit from operations	819,328	29.3	1,094,480	29.9	763,937	21.1
Finance costs	(15)	*	—	—	(1,114)	*
Profit before taxation	819,313	29.3	1,094,480	29.9	762,823	21.1
Income tax	(133,179)	(4.7)	(170,819)	(4.7)	(116,308)	(3.2)
Profit for the year	686,134	24.6	923,661	25.2	646,515	17.9

* *represents amount less than 0.1%*

Revenue

During the Track Record Period, our revenue was mainly derived from (A) revenue in relation to IC substrates, which included (i) manufacture and sales of IC substrates; (ii) capacity commitments; (B) sales of others, which included sales of production residues which primarily contain metals; and (C) services income, which mainly represented the provision of IC substrates related services, including trading services provided to the Remaining Unimicron Taiwan Group, and process and test services. The following table sets forth the breakdown of our revenue by major products or service lines for the periods indicated:

	FY2023		FY2024		FY2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*
Revenue in relation to IC substrates						
— manufacture and sales of IC substrates	2,667,494	95.5	3,498,652	95.6	3,432,189	95.3
— capacity commitment	89,188	3.2	84,810	2.3	92,066	2.6
Sub-total for revenue in relation to IC substrates	2,756,682	98.7	3,583,462	97.9	3,524,255	97.9
Sales of others	32,628	1.2	63,834	1.7	63,264	1.8
Services income	4,828	0.1	11,729	0.4	15,157	0.3
Total	2,794,138	100.0	3,659,025	100.0	3,602,676	100.0

Gross profit and gross profit margin

	FY2023		FY2024		FY2025	
	Gross profit	**Gross profit margin**	**Gross profit**	**Gross profit margin**	**Gross profit**	**Gross profit margin**
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*
Gross profit in relation to IC substrates						
— manufacture and sales of IC substrates	799,554	30.0	1,248,237	35.7	956,145	27.9
— capacity commitment	89,188	100.0	84,810	100.0	92,066	100.0
Sub-total for gross profit in relation to IC substrates	888,742	32.2	1,333,047	37.2	1,048,211	29.7
Sales of others	31,022	95.1	62,315	97.6	61,681	97.5
Services income	2,607	54.0	11,414	97.3	15,157	100.0
Total/Overall	922,371	33.0	1,406,776	38.4	1,125,049	31.2

Profit for the year

Our profit for the year increased by RMB237.5 million or 34.6% from RMB686.1 million in FY2023 to RMB923.7 million in FY2024 mainly resulting from the increase in our revenue and gross profit. Our net profit margin (profit for the year divided by revenue) remained relatively stable at 24.6% and 25.2% for FY2023 and FY2024, respectively. Our profit for the year decreased by RMB277.1 million or 30.0% from RMB923.7 million in FY2024 to RMB646.5 million for FY2025 mainly resulting from the decrease in revenue and gross profit. Our net profit margin decreased from 25.2% for FY2024 to 17.9% for FY2025, mainly resulting from the decrease in gross profit margin.

Summary of Consolidated Statements of Financial Position

	As at 31 December		
	2023	**2024**	**2025**
	RMB'000	*RMB'000*	*RMB'000*
Total non-current assets	5,602,178	6,919,791	6,728,719
Total current assets	5,416,880	3,739,052	3,341,922
Total current liabilities	1,630,113	1,626,316	3,789,128
Net current assets/(liabilities)	3,786,767	2,112,736	(447,206)
Total assets less current liabilities	9,388,945	9,032,527	6,281,513
Net Assets	5,303,700	5,543,663	3,658,588

Net current assets/(liabilities)

Our net current assets decreased from RMB3,786.8 million as at 31 December 2023 to RMB2,112.7 million as at 31 December 2024, primarily due to the decrease in time deposits and restricted bank deposits of RMB1,801.1 million for the payment for acquisition of interest in a subsidiary under common control, dividends payable and the payment for acquisition of non-controlling. Our net current assets then decreased to net current liabilities of RMB447.2 million as at 31 December 2025, primarily due to the (i) increase in other payables and accruals of RMB1,683.0 million mainly resulting from the increase in dividends payables of RMB1,523.6 million as at 31 December 2025; (ii) decrease in cash and cash equivalents of RMB651.9 million mainly resulting from dividend paid partially offset by the cash generated from operations; and (iii) increase in bank loans of RMB380.2 million. See "Financial Information — Description of Certain Items of Consolidated Statements of Financial Position — Other payables and accruals" for details.

Summary of Consolidated Cash Flow Statements

The following table summarises, for the periods indicated, our consolidated cash flow statements:

	FY2023 *RMB'000*	FY2024 *RMB'000*	FY2025 *RMB'000*
Net cash generated from operating activities	897,167	1,257,358	1,031,056
Net cash used in investing activities	(2,543,042)	(4,651)	(403,914)
Net cash generated from/(used in) financing activities	558,046	(1,193,580)	(1,278,759)
Net (decrease)/increase in cash and cash equivalents	(1,087,829)	59,127	(651,617)
Cash and cash equivalents at beginning of year	2,752,800	1,663,757	1,723,345
Effect of foreign exchange rate changes	(1,214)	461	(285)
Cash and cash equivalents at end of year	1,663,757	1,723,345	1,071,443

See "Financial Information — Cash flow" for details.

For FY2023, we had net cash generated from operating activities of RMB897.2 million, as adjusted for non-cash and non-operating items, which primarily include (i) depreciation of property, plant and equipment of RMB284.6 million; and (ii) interest income of RMB126.3 million. The amount was further adjusted by income tax paid of RMB244.8 million and movements in working capital. The movements in working capital primarily included the (i) decrease in trade receivables of RMB228.8 million; (ii) decrease in other payables and accruals of RMB143.9 million; (iii) decrease in contract liabilities of RMB150.3 million; and (iv) decrease in prepayments, deposits and other receivables of RMB135.7 million.

For FY2024, we had net cash generated from operating activities of RMB1,257.4 million, as adjusted for non-cash and non-operating items, which primarily include (i) depreciation of property, plant and equipment of RMB371.9 million; and (ii) interest income of RMB95.3 million. The amount was further adjusted by income tax paid of RMB79.5 million and movements in working capital. The movements in working capital primarily included the (i) decrease in other payables and accruals of RMB44.2 million; (ii) increase in inventories of RMB87.0 million; and (iii) decrease in contract liabilities of RMB95.2 million.

For FY2025, we had net cash generated from operating activities of RMB1,031.1 million, as adjusted for non-cash and non-operating items, which primarily include (i) depreciation of property, plant and equipment of RMB437.8 million; and (ii) interest income of RMB86.8 million. The amount was further adjusted by income tax paid of RMB192.5 million and movements in working capital. The movements in working capital primarily included the increase in trade payables of RMB86.0 million.

RECENT DEVELOPMENT AND NO MATERIAL ADVERSE CHANGE

For the four months ended 30 April 2026, we sold approximately 7.6 million units of FCBGA Substrates, 371.3 million units of FCCSP Substrates and 137.2 million units of CSP Substrates, respectively, representing an increase of 92.5%, 6.3% and 54.6% from the sales volume of the respective products for the four months ended 30 April 2025.

Since 1 January 2026 and up to the Latest Practicable Date, we have:

- in terms of expansion/upgrading of our production plants, new equipment is currently being installed and tested at our Suzhou production plant for production of FCBGA Substrates, with testing and adjustment expected to be completed by the end of June 2026; and our new production line for FCCSP Substrates for mSAP products has been validated by our downstream customers. Production of samples by the production line commenced in FY2025 and mass production has commenced in January 2026; and

- in terms of R&D:

- regarding the development of our FCBGA substrate technology: (1) we have been working on the development of high-performance ABF dielectric materials for high-frequency and high-speed applications and we have also been developing and validating domestic materials to substitute ABF, and has completed initial validation with improving production parameters and yield; and (2) we have also been working on the development of FCBGA substrates with IPD and multi-layer core substrate, with structural validation having been completed for both, and we are discussing product sample specifications and structures with downstream customers; and
- regarding our initiative to introduce thin-profile FCCSP through the introduction of new materials, we have been conducting testing and are in discussion with downstream customers on product sample specifications and structure. Regarding our R&D initiative to develop fine (i.e. 10/10um) circuit capabilities and higher design density, by leveraging high-precision imaging technology to enhance imaging resolution and optimising circuit layout, we have been conducting testing and verification of technical challenging points and trial production of the relevant IC substrate, and assessing the demand for mass production.

Our Directors have confirmed that, up to the date of this document, there has been no material adverse change in our financial or trading position or prospects since 31 December 2025, being the end date of our latest consolidated financial statements, and there has been no event since 31 December 2025 that would materially affect the information shown in the Accountants' Report set out in Appendix I to this document.

[REDACTED] STATISTICS

All statistics presented in the table below are based on the assumption that the **[REDACTED]** is not exercised:

	Based on an [REDACTED] of HK$[REDACTED] per H Share	**Based on an [REDACTED] of HK$[REDACTED] per H Share**
Market capitalisation of our Shares immediately after completion of the **[REDACTED]**(1)	HK$**[REDACTED]**	HK$**[REDACTED]**
Unaudited **[REDACTED]** consolidated net tangible assets attributable to equity shareholders of the Company per Share(2)	HK$**[REDACTED]**	HK$**[REDACTED]**

Notes:

(1) The calculation is based on the assumption that **[REDACTED]** Shares is expected to be in issue immediately following the completion of the **[REDACTED]**, assuming that the **[REDACTED]** is not exercised.

(2) The unaudited **[REDACTED]** net tangible assets attributable to equity shareholders of our Company per Share is calculated after the adjustment referred to in "Unaudited **[REDACTED]** Financial Information" in Appendix II to this document and on the basis of **[REDACTED]** H Shares in issue immediately following the completion of the **[REDACTED]**, assuming that the **[REDACTED]** is not exercised.

DIVIDEND POLICY

During the Track Record Period, we declared dividends of RMBnil, RMB190.0 million and RMB2,800.0 million to our shareholders in FY2023, FY2024 and FY2025, respectively. The declaration of dividends is subject to the discretion of our Board and the approval of our Shareholders. Our Directors may recommend a payment of dividends in the future after taking into account our operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions, capital expenditure and future development requirements, shareholders' interests and other factors which they may deem relevant at such time. Any proposed distribution of dividends is subject to the discretion of our Board and the approval at our Shareholders' meetings. Any future declarations of dividends may or may not reflect our historical declarations of dividends and will be at the absolute discretion of our Directors. See "Financial Information — Dividend Policy" for details.

OUR CONTROLLING SHAREHOLDERS

Upon **[REDACTED]**, Unimicron Taiwan, UniBest, Hemingway, UMTC, UniWonderful, UHL and Suzhou Qunye (蘇州群曄) will be the Controlling Shareholders of our Company. UHL will directly own approximately **[REDACTED]**% of our issued Shares. UHL is owned as to approximately 89.43% by Unimicron Taiwan and as to approximately 10.57% by LD Taiwan. See "Relationship with our Controlling Shareholders" for details.

As advised by our Chinese Taiwan legal advisers, no regulatory approval of Unimicron Taiwan is required in respect of the **[REDACTED]** and all corporate approvals of Unimicron Taiwan required in respect of our **[REDACTED]** have been obtained.

We design, develop and manufacture IC substrates in Chinese Mainland and principally sell to customers established in Chinese Mainland. On the other hand, the Remaining Unimicron Taiwan Group primarily manufactures, processes and sells printed circuit boards, electrical equipment, electronic products, and testing and burn-in systems for IC products and, during the Track Record Period, for IC substrates, principally contracted with and sold to customers incorporated or established outside Chinese Mainland. After the **[REDACTED]**, except for the circumstances set out in the Deed of Non-competition, the Remaining Unimicron Taiwan Group will not sell IC substrates to customers established in the Chinese Mainland and will not engage in any business which compete or are likely to compete with our business.

During the Track Record Period, we had entered into a number of transactions with the Remaining Unimicron Taiwan Group, which (except for those set out in the "Connected Transactions" section) we expect to cease prior to the **[REDACTED]**. For FY2023, FY2024 and FY2025, our revenue attributable to our sales to the Remaining Unimicron Taiwan Group was RMB838.7 million, RMB616.0 million and RMB358.4 million, respectively, representing 30.0%, 16.8% and 9.9% of our revenue for the respective years; and our purchase from the Remaining Unimicron Taiwan Group for IC Substrate Related Materials was RMB79.8 million, RMB210.6 million and RMB347.5 million, respectively, representing 9.1%, 13.7% and 20.3% of our total purchase of IC Substrate Related Materials for the respective years. We [have entered] into, and are expected to continue after the **[REDACTED]**, certain transactions which would constitute continuing connected transactions of our Company under the **[REDACTED]** upon **[REDACTED]**. Details of such partially-exempt continuing connected transactions and the waiver are set out in "Connected Transactions". Please see "Relationship with our Controlling Shareholders — Historical Transactions with the Remaining Unimicron Taiwan Group" for details.

[REDACTED]

Based on the **[REDACTED]** of HK$**[REDACTED]** per H Share, the total estimated **[REDACTED]** in relation to the **[REDACTED]** are RMB**[REDACTED]** (HK$**[REDACTED]**), assuming the **[REDACTED]** is not exercised. Our total **[REDACTED]** consist of (i) **[REDACTED]**-related expenses and fees (including **[REDACTED]** commissions, Stock Exchange trading fee, SFC and AFRC transaction levy) of RMB**[REDACTED]** (HK$**[REDACTED]**); and (ii) non-**[REDACTED]**-related expenses of RMB**[REDACTED]** (HK$**[REDACTED]**), including (a) fees payable to the Sole Sponsor, legal advisers and reporting accountant of RMB**[REDACTED]** (HK$**[REDACTED]**) and (b) other fees and expenses of RMB**[REDACTED]** (HK$**[REDACTED]**). Among the total **[REDACTED]**, RMB**[REDACTED]** is expected to be charged to our profit or loss **[REDACTED]**, and RMB**[REDACTED]** directly attributable to the issue of the H Shares is expected to be deducted from equity upon the completion of the **[REDACTED]**. The **[REDACTED]** expenses above are the latest practicable estimate for reference only, and the actual amount may differ from this estimate.

USE OF [REDACTED]

We estimate that we will receive net **[REDACTED]** from the **[REDACTED]** of approximately HK$**[REDACTED]**, after deducting **[REDACTED]**, fees and estimated expenses payable by us in connection with the **[REDACTED]**, assuming an **[REDACTED]** of HK$**[REDACTED]** per Share, being the **[REDACTED]** of the **[REDACTED]**. We currently intend to apply these net **[REDACTED]** for the following intended purposes in the amounts set forth below:

- approximately HK$**[REDACTED]**, representing **[REDACTED]**% of the net **[REDACTED]**, is expected to be used for expanding and upgrading our Suzhou and Huangshi production bases, and setting up our production facilities at our Kunshan production plant for production, and thereby expanding our production capacity for FCBGA Substrates;

- approximately HK$**[REDACTED]**, representing **[REDACTED]**% of the net **[REDACTED]**, is expected to be used for further strengthening our technological research and development capability; and
- approximately HK$**[REDACTED]**, representing **[REDACTED]**% of the net **[REDACTED]**, is expected to be used as our general working capital.

Please see "Future Plans and Use of **[REDACTED]**" for details.

RISK FACTORS

Our operations and the **[REDACTED]** involve certain risks and uncertainties, which are set out in the section headed "Risk Factors" in this document. You should read that section in its entirety carefully before you decide to **[REDACTED]** in our Shares. Some of the major risks we face include:

- Our business performance and prospects depend on our ability to continue to innovate, improve our technological capabilities and our products.
- Our performance is subject to demands from our downstream industries that use our products. Slowdown in the growth of the downstream industries could adversely affect our business, financial condition and results of operations. The changing demand from our customers for different types of IC substrates also affect the composition of our sales by product categories, which could in turn affect our profit margin and results of operations.
- We derive a significant portion of our revenue from our major customers, and any decrease or termination of our sales to any one of them may have a material adverse effect on our business and financial condition.
- Our production processes are complex. Disruptions and suspension of our production lines can significantly impact our production volume, and in turn affect our business, financial condition and results of operations.
- We have received significant amount of deposit under the production capacity commitment agreements we entered into with certain downstream customers in the past. If we are unable to fulfill our commitments under such agreements, we will be required to refund these deposits and/or pay compensation, which would materially and adversely affect our financial positions and results of operations.