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UBoT Holding Limited

優博控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8529)

**ANNUAL RESULTS ANNOUNCEMENT
FOR THE YEAR ENDED 31 DECEMBER 2024**

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

*This announcement, for which the directors of UBoT Holding Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company and its subsidiaries (together, the “**Group**”). The directors of the Company (the “**Directors**”), having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.*

ANNUAL RESULTS

The board (the “**Board**”) of Directors hereby announces the consolidated annual results of the Group for the year ended 31 December 2024 (“**FY2024**” or the “**Year**”) together with the comparative figures for the year ended 31 December 2023 (“**FY2023**” or the “**Corresponding Year**”) as follows.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2024

	<i>Notes</i>	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Revenue	4	163,068	188,969
Cost of sales		(106,861)	(116,989)
Gross profit		56,207	71,980
Other income		449	145
Other gains and losses		(3,371)	(2,174)
(Provision for) reversal of impairment losses on financial assets		(105)	493
Administrative expenses		(33,733)	(27,640)
Selling and distribution expenses		(23,031)	(21,282)
Research and development expenses		(3,795)	(4,822)
Finance costs		(4,682)	(4,784)
(Loss) profit before listing expenses		(12,061)	11,916
Listing expenses		(9,829)	(5,260)
(Loss) profit before taxation	5	(21,890)	6,656
Income tax expense	6	(1,293)	(1,618)
(Loss) profit for the year, attributable to owners of the Company		(23,183)	5,038
Other comprehensive income			
<i>Item that may be reclassified to profit or loss:</i>			
Exchange differences arising on translation of foreign operations		466	548
Other comprehensive income for the year		466	548
Total comprehensive (loss) income for the year, attributable to owners of the Company		(22,717)	5,586
(Loss) earnings per share			
Basic and diluted (<i>HK cents</i>)	8	(5.1)	1.3

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2024

	<i>Notes</i>	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Non-current assets			
Property, plant and equipment		52,324	44,028
Right-of-use assets		10,843	18,355
Deferred tax assets		774	1,167
Deposits and prepayments	9	5,911	2,947
		69,852	66,497
Current assets			
Inventories		60,375	65,588
Trade and other receivables, deposits and prepayments	9	42,787	51,717
Financial assets at fair value through profit or loss (“FVTPL”)		14,323	13,748
Amount due from a director	10	–	6,318
Cash and cash equivalents		7,541	1,073
		125,026	138,444
Current liabilities			
Trade and other payables	11	41,749	55,828
Contract liabilities		19	20
Income tax provision		45	14,171
Lease liabilities		4,905	7,670
Bank borrowings	12	65,703	50,996
		112,421	128,685
Net current assets		12,605	9,759
Total assets less current liabilities		82,457	76,256

	<i>Notes</i>	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Non-current liabilities			
Lease liabilities		8,453	14,742
Deferred tax liabilities		137	137
Other payables	11	81	–
		<u>8,671</u>	<u>14,879</u>
Net assets		<u>73,786</u>	<u>61,377</u>
Capital and reserves			
Share capital	13	512	–*
Reserves		<u>73,274</u>	<u>61,377</u>
Total equity		<u>73,786</u>	<u>61,377</u>

* Amount less than HK\$1,000

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

UBoT Holding Limited (the “**Company**”) was incorporated and registered as an exempted company with limited liability in the Cayman Islands under the Companies Act (as revised) of the Cayman Islands on 7 February 2022 and its shares have been listed on GEM of the Stock Exchange on 3 June 2024 (the “**Listing**”).

The Company is controlled by Sino Success Ventures Limited (“**Sino Success**”) and Busy Trade Limited (“**Busy Trade**”) collectively. Sino Success is wholly-owned by Mr. Tong Yuen To (“**Mr. Tong**”), an executive director of the Company, and Busy Trade is owned by Mr. Tang Ming, Ms. Tang Wai Ling, Mr. Tang Chak Leung and Mr. Tang Chak Man (collectively as “**Tang Family**”, Mr. Tong and Tang Family collectively referred to as the “**Controlling Shareholders**”).

The Company is an investment holding company and its subsidiaries (collectively referred to as the “**Group**”), are principally engaged in research and development, manufacturing and sales of back-end semiconductor transport media and Micro-Electro-Mechanical-System (“**MEMS**”) and sensor packaging (“**Listing Business**”).

The consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), which is different from the functional currency of the Company, United States dollars (“**US\$**”). The directors of the Company consider that presenting the consolidated financial statements in HK\$ is preferable when controlling and monitoring the performance and financial position of the Group.

2. GROUP REORGANISATION AND BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

In preparing for the Listing of the shares of the Company on GEM of the Stock Exchange, the entities in the Group underwent a group reorganisation (the “**Reorganisation**”) which involves interspersing the Company and other investment holding companies between UBoT Incorporated Limited (“**UBoT Inc. (HK)**”), and UBOTIC Company Limited (“**UBOTIC**”) with the then shareholders.

Details of the principal steps of the Reorganisation are set out in note 2 to the accountants’ report (the “**Accountants’ Report**”) as included in the prospectus of the Company dated 24 May 2024 (the “**Prospectus**”).

Pursuant to the Reorganisation described above, the Reorganisation is merely a recapitalisation of the Listing Business with no change in management of such business and the ultimate Controlling Shareholders of the Listing Business remain the same.

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (“**IFRS Accounting Standards**” or “**IFRSs**”) issued by the International Accounting Standards Board (the “**IASB**”) and the applicable disclosure requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. The consolidated financial statements have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss which have measured at fair value.

3. APPLICATION OF NEW AND AMENDMENTS TO IFRSs AND CHANGES IN OTHER ACCOUNTING POLICIES

Amendments to IFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to IFRSs issued by IASB for the first time, which are mandatorily effective for the Group's annual period beginning on or after 1 January 2024 for the preparation of the consolidated financial statements.

For reporting entities applying IFRSs:

Amendments to IFRS 16	Lease Liability in a Sale and Leaseback
Amendments to IAS 1	Classification of Liabilities as Current or Non-current
Amendments to IAS 1	Non-current Liabilities with Covenants
Amendments to IAS 7 and IFRS 7	Supplier Finance Arrangements

The application of the amendments to IFRSs in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

New and amendments to IFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to IFRSs that have been issued are not yet effective:

Amendments to IFRS 9 and IFRS 7	Amendments to the Classification and Measurement of Financial Instruments ³
Amendments to IFRS 9 and IFRS 7	Contracts Referencing Nature-dependent Electricity ³
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to IFRS Accounting Standards	Annual Improvements to IFRS Accounting Standards – Volume 11 ³
Amendments to IAS 21	Lack of Exchangeability ²
IFRS 18	Presentation and Disclosure in Financial Statements ⁴

¹ Effective for annual periods beginning on or after a date to be determined.

² Effective for annual periods beginning on or after 1 January 2025.

³ Effective for annual periods beginning on or after 1 January 2026.

⁴ Effective for annual periods beginning on or after 1 January 2027.

The directors of the Company anticipate that the application of all new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

4. REVENUE AND SEGMENT INFORMATION

(i) Disaggregation of revenue from contracts with customers

	<i>Notes</i>	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Type of goods – at a point in time			
Sales of tray and tray related products	a	153,329	172,250
Sales of carrier tape	a	1,187	211
Sales of MEMS and sensor packaging	b	8,552	16,508
		163,068	188,969
Geographical markets			
Southeast Asia		52,956	69,152
People's Republic of China ("PRC")		47,732	49,342
Taiwan		30,577	33,982
United States of America		3,783	4,906
Europe		12,647	14,027
Hong Kong, Korea and Japan		15,373	17,560
		163,068	188,969

Notes:

- (a) These revenue has been classified as revenue under back-end semiconductor transport media segment in the segment information.
- (b) These revenue has been classified as revenue under MEMS and sensor packaging segment in the segment information.

(ii) Performance obligations for contracts with customers

Revenue is recognised when control of the goods has transferred to customers, being when the goods have been shipped to the designated location (delivery). Following the delivery, the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. The normal credit term is 90 days upon delivery.

There is no remaining performance obligations (unsatisfied or partially unsatisfied) as at the end of each the reporting period.

(iii) Segment information

Information reported to the chief executive of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. This is also the basis upon which the Group is organised. No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable segments of the Group.

The Group's reportable and operating segments under IFRS 8 "Operating Segments" are as follows:

- Back-end semiconductor transport media – Manufacture and sale of back-end semiconductor transport media products, including JEDEC tray, carrier tape and other accessories
- MEMS and sensor packaging – Manufacture and sale of MEMS and sensor products packages

The following is an analysis of the Group's revenue and results from reportable and operating segments:

For the year ended 31 December 2024

	Back-end semiconductor transport media <i>HK\$'000</i>	MEMS and sensor packaging <i>HK\$'000</i>	Elimination <i>HK\$'000</i>	Consolidated <i>HK\$'000</i>
Revenue				
External sales	154,516	8,552	–	163,068
Inter-segment sales	361	–	(361)	–
	<u>154,877</u>	<u>8,552</u>	<u>(361)</u>	<u>163,068</u>
Segment profit	16,275	1,340	(5)	17,610
Other gains and losses				(2,871)
Bank interest income				24
Central administrative costs				(23,080)
Finance costs				<u>(3,744)</u>
Loss before listing expenses				(12,061)
Listing expenses				<u>(9,829)</u>
Loss before taxation				<u><u>(21,890)</u></u>

For the year ended 31 December 2024

	Back-end semiconductor transport media HK\$'000	MEMS and sensor packaging HK\$'000	Elimination HK\$'000	Consolidated HK\$'000
Assets				
Segment assets	208,268	5,996	(44,553)	169,711
Property, plant and equipment				288
Right-of-use assets				1,447
Deferred tax assets				774
Financial assets at FVTPL				14,323
Prepayments				794
Cash and cash equivalents				<u>7,541</u>
Consolidated assets				<u><u>194,878</u></u>
Liabilities				
Segment liabilities	51,857	46,384	(44,525)	53,716
Bank borrowings				65,703
Income tax provision				45
Deferred tax liabilities				137
Lease liabilities				<u>1,491</u>
Consolidated liabilities				<u><u>121,092</u></u>

For the year ended 31 December 2024

	Back-end semiconductor transport media HK\$'000	MEMS and sensor packaging HK\$'000	Elimination HK\$'000	Consolidated HK\$'000
Amounts included in the measure of segment profit or loss or segment assets:				
Additions to non-current assets	21,080	617	–	21,697
Depreciation of property, plant and equipment	6,402	486	–	6,888
Allowance for inventories	267	–	–	267
Impairment losses on trade receivables recognised in profit or loss	18	87	–	105
Research and development expenses	<u>3,795</u>	<u>–</u>	<u>–</u>	<u>3,795</u>

For the year ended 31 December 2023

	Back-end semiconductor transport media <i>HK\$'000</i>	MEMS and sensor packaging <i>HK\$'000</i>	Elimination <i>HK\$'000</i>	Consolidated <i>HK\$'000</i>
Revenue				
External sales	172,461	16,508	–	188,969
Inter-segment sales	<u>4</u>	<u>–</u>	<u>(4)</u>	<u>–</u>
	<u>172,465</u>	<u>16,508</u>	<u>(4)</u>	<u>188,969</u>
Segment profit	30,339	6,669	–	37,008
Other gains and losses				(2,145)
Bank interest income				11
Central administrative costs				(19,227)
Finance costs				<u>(3,731)</u>
Profit before listing expenses				11,916
Listing expenses				<u>(5,260)</u>
Profit before taxation				<u>6,656</u>

For the year ended 31 December 2023

	Back-end semiconductor transport media <i>HK\$'000</i>	MEMS and sensor packaging <i>HK\$'000</i>	Elimination <i>HK\$'000</i>	Consolidated <i>HK\$'000</i>
Assets				
Segment assets	223,186	6,557	(48,852)	180,891
Property, plant and equipment				340
Right-of-use assets				1,404
Deferred tax assets				1,167
Financial assets at FVTPL				13,748
Amount due from a director				6,318
Cash and cash equivalents				<u>1,073</u>
Consolidated assets				<u>204,941</u>
Liabilities				
Segment liabilities	76,242	49,462	(48,856)	76,848
Bank borrowings				50,996
Income tax provision				14,171
Deferred tax liabilities				137
Lease liabilities				<u>1,412</u>
Consolidated liabilities				<u>143,564</u>

For the year ended 31 December 2023

	Back-end semiconductor transport media <i>HK\$'000</i>	MEMS and sensor packaging <i>HK\$'000</i>	Elimination <i>HK\$'000</i>	Consolidated <i>HK\$'000</i>
Amounts included in the measure of segment profit or loss or segment assets:				
Additions to non-current assets	13,252	266	–	13,518
Depreciation of property, plant and equipment	10,391	428	–	10,819
Allowance for inventories	661	–	–	661
(Reversal) of impairment losses on trade receivables recognised in profit or loss	(464)	(29)	–	(493)
Research and development expenses	4,822	–	–	4,822
	<u>4,822</u>	<u>–</u>	<u>–</u>	<u>4,822</u>

(iv) Geographical information

Information about the Group's non-current assets is presented based on the location of the assets.

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Hong Kong	3,760	1,792
PRC (excluding Hong Kong)	64,106	62,242
Southeast Asia	4	53
United States of America	4	7
	<u>67,874</u>	<u>64,094</u>

Note: Non-current assets excluded financial instruments and deferred tax assets.

(v) **Information about major customers**

The revenue from customers individually contributing over 10% of the total revenue of the Group during each of the year is as follows:

	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
Customer I		
Revenue from back-end semiconductor transport media	28,179	31,379
Revenue from MEMS and sensor packaging	<u>75</u>	<u>108</u>
	<u>28,254</u>	<u>31,487</u>
Customer II		
Revenue from back-end semiconductor transport media	<u>16,343</u>	<u>—*</u>
Customer III		
Revenue from back-end semiconductor transport media	—*	11,198
Revenue from MEMS and sensor packaging	<u>—*</u>	<u>10,539</u>
	<u>—*</u>	<u>21,737</u>
	<u>44,597</u>	<u>53,224</u>

* The corresponding revenue did not contribute over 10% of the total revenue of the Group.

5. (LOSS) PROFIT BEFORE TAXATION

(Loss) profit before taxation has been arrived at after charging:

	2024 HK\$'000	2023 HK\$'000
Auditors' remuneration	<u>825</u>	<u>641</u>
Depreciation of property, plant and equipment	6,888	10,819
Depreciation of right-of-use assets	<u>6,582</u>	<u>6,481</u>
Total depreciation	<u>13,470</u>	<u>17,300</u>
Directors' remuneration	7,908	6,168
Other staff costs		
– Salaries and other benefits	47,076	47,768
– Retirement benefit scheme contributions (<i>note i</i>)	6,088	6,732
– Employee redundancy cost	<u>2,377</u>	<u>–</u>
Total staff costs (<i>note ii</i>)	<u>63,449</u>	<u>60,668</u>
Cost of inventories recognised as costs of sales (<i>note iii</i>)	106,861	116,989
Net changes in allowance for inventories (included in cost of sales)	267	661
Listing expenses	9,829	5,260
Legal and professional fee	<u>4,298</u>	<u>2,631</u>

Notes:

- (i) The employees of the Group in the PRC are members of state-managed defined contribution scheme operated by the PRC Government. The Group is required to contribute a specified percentage of payroll costs as determined by local government authority to the scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the specified contribution under the scheme.
- (ii) Other staff costs of HK\$34,041,000 (2023: HK\$40,023,000) were capitalized as cost of inventories, the remaining staff costs were recognized in administrative expenses, selling and distribution expenses and research and development expenses.
- (iii) Cost of inventories include cost of materials amounting to HK\$40,108,000 (2023: HK\$49,549,000).

6. INCOME TAX EXPENSE

	2024 HK\$'000	2023 HK\$'000
Income tax expense comprises:		
Hong Kong Profits Tax		
– Current year	1,858	970
– (Over) underprovision in prior years	(970)	769
PRC Enterprise Income Tax (“EIT”)		
– Current year	32	16
– Overprovision in prior years	(6)	–
Singapore Corporate Income Tax		
– Current year	18	45
Deferred tax	361	(182)
	<u>1,293</u>	<u>1,618</u>

(i) Hong Kong

Under the two-tiered profits tax rates regime of Hong Kong Profit Tax, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entity not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

(ii) PRC

Under the Law of the PRC on EIT (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years, except for certain of the subsidiaries are qualified as small and micro enterprises. For the years ended 31 December 2024 and 2023, small and micro enterprises entitled to tax rates of 5% on taxable income for the first RMB3,000,000.

(iii) Singapore

Singapore Corporate Income Tax is calculated at 17% in accordance with the relevant laws and regulations in Singapore.

7. DIVIDENDS

On 31 March 2022, subject to the Listing of the Company as the condition, UBoT Inc. (HK) had declared conditionally an interim dividend of HK\$0.33 per share of UBoT Inc. (HK) amounting in the aggregate of HK\$11,220,000. Once become unconditional, the dividend payable of HK\$5,778,000, to one of the ultimate controlling shareholders, Mr. Tong, was settled through offsetting the amount due from Mr. Tong before Listing. The dividends declared to the other shareholders of HK\$5,442,000 were settled by cash on 31 May 2024 before Listing.

During the year ended 31 December 2024, the Company declared conditionally an interim dividend of HK\$4,080 (2023: nil) per share amounting in the aggregate of HK\$8,160,000 to its shareholders. Part of the dividend payable to Sino Success, one of the ultimate controlling shareholders and wholly owned company of Mr. Tong, was settled by offsetting the amount due from Mr. Tong in the amount of HK\$602,000. All the other dividends declared to shall be payable to the shareholders of the Company was settled by cash of HK\$7,558,000 (using the internally generated funds) before Listing.

The Board has decided not to propose for payment of any final dividend for the year ended 31 December 2024 (2023: nil).

8. (LOSS) EARNINGS PER SHARE

The calculation of the basic (loss) earnings per share attributable to owners of the Company is based on the following data:

	2024 HK\$'000	2023 HK\$'000
(Loss) earnings:		
(Loss) earnings for the year attributable to owners of the Company for the purpose of calculating basic (loss) earnings per share	<u>(23,183)</u>	<u>5,038</u>
Number of shares:		
Weighted average number of ordinary shares for the purpose of basic (loss) earnings per share	<u>454,644,809</u>	<u>375,000,000</u>

The number of ordinary shares for the purpose of calculating basic (loss) earnings per share for both years are based on the assumption that the shares issued pursuant to the capitalisation issue that took place on 3 June 2024, which is the issue of 374,998,000 shares to be made upon capitalisation of certain sums standing to the credit of the share premium account of the Company.

No diluted (loss) earnings per share for both 2024 and 2023 were presented as there were no potential ordinary shares in issue for both 2024 and 2023.

9. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	2024 HK\$'000	2023 HK\$'000
Trade receivables	32,801	33,400
Less: Allowance for credit losses	(753)	(658)
	<u>32,048</u>	<u>32,742</u>
Other receivables and deposits (<i>note</i>)	3,711	4,635
Value added tax recoverable	2,540	2,274
Prepayments paid to suppliers	5,986	3,682
Prepaid expenses	4,413	4,855
Prepayments for listing expenses	–	1,438
Deferred issue costs	–	5,038
	<u>16,650</u>	<u>21,922</u>
Less: Rental deposits under non-current assets	(1,204)	(1,236)
Less: Prepayment for acquisition of property, plant and equipment under non-current assets	(4,707)	(1,711)
Amount shown under current assets	<u><u>42,787</u></u>	<u><u>51,717</u></u>

Note: Included in other receivables and deposits of HK\$36,000 as at 31 December 2024 (2023: HK\$54,000), represented amount due from 東莞柏輝玩具有限公司 (“Dongguan Baihui”). Dongguan Baihui is wholly-owned by Tang Family. The amount represented the electricity bills paid on behalf for Dongguan Baihui by the Group for the electricity utilised by Dongguan Baihui as the electric power company only provided one electricity meter for the area where Dongguan Baihui’s and the Group’s factories are located.

The Group grants credit terms to customers generally for a period of 90 days from the invoice date for trade receivables. The following is an aged analysis of trade receivables, net of allowance for doubtful debts, presented based on the invoice date at the end of each reporting period:

	2024 HK\$'000	2023 HK\$'000
Within 30 days	14,101	13,807
31 days to 60 days	10,923	11,591
61 days to 90 days	4,826	5,788
91 days to 180 days	2,139	1,284
Over 180 days	59	272
	<u><u>32,048</u></u>	<u><u>32,742</u></u>

As at 1 January 2023, trade receivables from contracts with customers amounted to HK\$41,113,000, net of allowance for credit losses.

ECL of trade receivables

At the end of the reporting period, the Company reviews trade receivables for evidence of impairment on both an individual and a collective basis by past due basis. The provision of ECL for receivables is recognised based on the credit history of its customers, indication of financial difficulties, default in payments, and current market conditions. After the assessment performed by the management of the Company, a provision of ECL of HK\$105,000 was provided for the year ended 31 December 2024 and a reversal of ECL of HK\$493,000 was recognised for the year ended 31 December 2023, and the management of the Company consider that the trade debtors are of good credit quality.

Trade receivables that are not impaired

The ageing analysis of trade receivables (net of provision of ECL) that are neither individually nor collectively considered to be impaired are as follows:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Neither past due nor impaired	23,992	23,909
Past due but not impaired		
Less than 1 month past due	5,349	6,957
1 to 3 months past due	1,863	1,529
Over 3 months	844	347
	<u>32,048</u>	<u>32,742</u>

The Group's trade receivables balances that are past due over 90 days are not considered as in default based on good repayment records for those customers and long-term/continuous business with the Group. As at 31 December 2024 and 2023, the Group does not charge interest nor hold any collateral over the balances.

The following were the Group's trade receivables financing with banks as at 31 December 2024 and 2023. As the Group has still retained the significant risks and rewards, it continues to recognise the full carrying amount and has recognised the cash received on the transfer as the bank borrowings (see note 12). These financial assets are carried at amortised cost in the consolidated statement of financial position.

The trade receivables financing with banks at each of the end of reporting period was as follows:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Carrying amount of trade receivables financing	20,765	15,196
Carrying amount of associated borrowings (<i>note 12</i>)	<u>(16,523)</u>	<u>(13,406)</u>
Net position	<u>4,242</u>	<u>1,790</u>

10. AMOUNT DUE FROM A DIRECTOR

			Maximum amounts outstanding During the year ended 31 December	
	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Amount due from a director				
– Mr. Tong	–	6,318	6,318	6,318

The amount is non-trade nature, unsecured, interest-free and repayable on demand. During the year ended 31 December 2024, the amount due from Mr. Tong of HK\$6,318,000 offset simultaneously with the interim dividend declared by UBoT Inc. (HK) before Listing (note 7). The remaining outstanding amount due from Mr. Tong was settled by cash before Listing.

11. TRADE AND OTHER PAYABLES

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Trade payables	24,421	36,495
Payroll and retirement benefit plan payables	5,704	7,499
Provision for long services payments	81	–
Accrued expenses	5,085	3,411
Accrued listing expenses	–	3,061
Accrued shipping and freight-outbound fees	2,107	1,264
Payables for acquisition of property, plant and equipment	95	829
Others	4,337	3,269
Total	41,830	55,828
Analysis for reporting purpose as:		
Non-current liabilities	81	–
Current liabilities	41,749	55,828
	41,830	55,828

The credit period on purchases from suppliers is ranging from 0–120 days or payable upon delivery.

The following is an aging analysis of trade payables presented based on the invoice date at the end of each reporting period:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Within 30 days	3,489	4,384
31 days to 60 days	1,180	5,299
61 days to 90 days	638	2,427
91 days to 180 days	2,984	12,531
181 days to 270 days	2,166	8,728
271 days to 365 days	3,212	2,472
Over 365 days	10,752	654
	24,421	36,495

12. BANK BORROWINGS

	2024 HK\$'000	2023 HK\$'000
Bank borrowings:		
Secured	46,264	34,658
Bank overdraft	2,916	2,932
Trade receivables financing (note 9)	16,523	13,406
	<u>65,703</u>	<u>50,996</u>
	<u><u>65,703</u></u>	<u><u>50,996</u></u>
The carrying amounts of the above borrowings that contain a repayment on demand clause (shown under current liabilities) but repayable*:		
Within one year	49,116	44,675
Within a period of more than one year but not exceeding two years	3,448	1,750
Within a period of more than two years but not exceeding five years	13,139	4,571
	<u>65,703</u>	<u>50,996</u>
	<u><u>65,703</u></u>	<u><u>50,996</u></u>

* The amounts due are based on scheduled repayment dates set out in the loan agreements.

Bank borrowings carry variable interest at 4.5% to 8.7% (2023: 4.5% to 9.1%) per annum during the year ended 31 December 2024. The weighted average effective interest rate on bank borrowings was 6.7% (2023: 7.2%) per annum as at 31 December 2024. The Group's bank borrowings carry interests at margins over Hong Kong Interbank Offer Rate, Loan Prime Rate, the bank's US\$ best lending rate or the bank's HK\$ best lending rate, as appropriate.

Bank borrowing with carrying amount of HK\$1,400,000 (2023: HK\$3,800,000) as at 31 December 2024, is under the SME Loan Guarantee Scheme operated by HMC Insurance Limited ("HKMCI") and is secured by HKMCI and Mr. Tong's personal guarantee.

As at 31 December 2024, bank borrowings with carrying amount of HK\$47,780,000 are secured by:

- Life insurance policy entered into by the Company and a subsidiary of the Group.

As at 31 December 2023, bank borrowings with carrying amount of HK\$33,790,000 are secured by:

- Legal charge over a property owned by Mr. Tong's company (not in the Group);
- Life insurance policy entered into by a subsidiary of the Group; and
- Unlimited guarantees from Mr. Tong's company (not in the Group), Mr. Tong, Mr. Tang Ming and Mr. Tang Chak Leung.

As represented by the directors of the Company, based on the bank facilities letter signed with the bank, the legal charge over a property owned by Mr. Tong's company, the unlimited guarantees provided by a subsidiary of the Group, Mr. Tong, Mr. Tang Ming and Mr. Tang Chak Leung were released upon Listing.

13. SHARE CAPITAL

	Number of shares	Par value HK\$	Share capital HK\$
Authorised share capital of the Company:			
At the date of incorporation on 7 February 2022 (<i>note a</i>)	380,000,000	0.001	380,000
Increase in authorised share capital on 20 May 2024 (<i>note b</i>)	<u>49,620,000,000</u>	0.001	<u>49,620,000</u>
As at 31 December 2024	<u><u>50,000,000,000</u></u>		<u><u>50,000,000</u></u>
		Number of ordinary shares	Share capital HK\$
Issued and fully paid share capital of the Company:			
At the date of incorporation on 7 February 2022 (<i>note a</i>)		2,000	2
Issue of shares pursuant to the capitalisation issue (<i>note b</i>)		374,998,000	374,998
Issue of shares pursuant to the share offer (<i>note c</i>)		<u>137,500,000</u>	<u>137,500</u>
As at 31 December 2024		<u><u>512,500,000</u></u>	<u><u>512,500</u></u>

Notes:

- (a) On 7 February 2022, the Company was incorporated in the Cayman Islands as an exempted company with limited liability, with an authorised share capital of HK\$380,000 divided into 380,000,000 shares of HK\$0.001 each.
- (b) Pursuant to the resolution passed at the extraordinary general meeting of the then shareholders of the Company held on 20 May 2024, it was resolved that the authorised share capital of the Company increased HK\$380,000 divided into 380,000,000 shares to HK\$50,000,000 divided into 50,000,000,000 shares by the creation of an additional 49,620,000,000 shares with immediate effect; and conditional upon the share premium account of the Company being credited as a result of the offer of the Company's shares, an amount of HK\$374,998 which will then be standing to the credit of the share premium account of the Company be capitalised and applied to pay up in full at par a total of 374,998,000 shares for allotment and issue to holders of the Company's shares.
- (c) On 3 June 2024, the shares of the Company were successfully listed on GEM of the Stock Exchange by way of placing of 75,000,000 ordinary shares and public offer of 62,500,000 ordinary shares at the price of HK\$0.50 per share.

14. CAPITAL COMMITMENTS

	2024 HK\$'000	2023 HK\$'000
Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements	<u><u>2,984</u></u>	<u><u>2,836</u></u>

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Review

FY2024 presented a complex tapestry of resilience set against a backdrop of economic challenges with modest global economic growth. In FY2024, the world economy achieved a moderate growth, reflecting persistent challenges across various regions and sectors. This growth figure, while indicating continued expansion, fell short of earlier forecasts and highlighted the fragile nature of the ongoing post-pandemic economic recovery.

China is reported to have achieved a growth of 5% in terms of gross domestic product in 2024, aligning with predetermined government benchmarks amid challenging global economic conditions. As the world's second largest economy, this growth rate, although distinguished among major global economies, demonstrated both the strategic successes and persistent challenges. Sectoral analysis reveals pronounced performance differentials across industries. While progress materialised in certain sectors, notably semiconductor development and renewable energy technology, other segments faced considerable hurdles. Consumer sentiment demonstrated variability, reflecting the challenges facing China's post-pandemic economic recovery. The aggregate economic metrics for the year show an economy in which multiple strategic imperatives were being orchestrated: the maintenance of growth momentum, the changing consumer appetite and the dynamic global economic conditions.

The global semiconductor industry demonstrated moderate recovery in 2024, navigating an environment characterised by advancing technological requirements and intricate geopolitical dynamics. According to the Semiconductor Industry Association (SIA), the sector achieved favourable financial performance, with global revenue surging to US\$627.6 billion, a 19.1% increase from the previous year's US\$526.8 billion. This growth was attributed mainly to the accelerating adoption of artificial intelligence technologies, which catalysed significant developments in both memory chip production and graphics processing unit (GPU) markets. The semiconductor industry is adapting to transformative technological demands and navigation of complex international trade dynamics and regional economic conditions. As a supplier for the upstream participants in the semiconductor industry, our Group is poised to capture the growing demand and long-term growth of the semiconductor industry.

Business Review

Our Group is a renowned player in the back-end semiconductor transport media industry, specifically in the manufacture of tray and tray related products. Our Group exemplifies leadership in the precision manufacturing of engineering plastics, demonstrating unparalleled expertise in the comprehensive design, development, manufacturing and global distribution of tray and tray related products. Distinguished by its advanced capabilities in delivering sophisticated packaging solutions for Micro-Electro-Mechanical Systems (MEMS) and sensors, our Group has cemented our position as a foundational pillar of the industry. Through a legacy of operational excellence spanning decades, our Group has gained reputation for quality and has cultivated profound customers relationships, underpinned by a comprehensive portfolio exceeding 1,500 product specifications for tray and tray related products. Each product is precisely engineered to deliver specific thermal, mechanical and physical properties, reflecting our Group's outstanding technical capabilities. Our extensive range of solutions attests to our Group's dedication to delivering bespoke, high-performance products that not only meet but exceed stringent quality parameters, while fulfilling diverse customers' requirements across multiple applications.

Harnessing decades of industry expertise and a well-established market reputation, our Group has assembled a customer portfolio that spans the breadth of the semiconductor value chain. This strategically curated network includes industry-leading global integrated device manufacturers, innovative fabless-foundry semiconductor enterprises and advanced integrated circuit assembly and packaging test providers. This carefully calibrated customers diversification not only testifies to our Group's versatility in addressing multifaceted technical requirements, but also provides natural hedging against market volatility, ensuring sustainable business continuity. Our Group's ability to serve such a comprehensive spectrum of industry participants underscores its technological sophistication, manufacturing excellence and adaptability in meeting precise customers specifications. Our robust market positioning, combined with its proven track record of delivering innovative solutions, has created a solid foundation for sustained growth and positioned us advantageously to capture emerging opportunities in the dynamic back-end semiconductor transport media market.

Our Group's products are generally classified into three categories: (i) tray and tray related products; (ii) MEMS and sensor packaging; and (iii) carrier tape.

Tray and tray related products

Our Group's tray and tray related product portfolio comprises sophisticated containment systems engineered specifically for semiconductor component protection throughout the manufacturing and distribution lifecycle. Our tray and tray related products, crafted from advanced engineering-grade plastics, deliver optimal safeguarding of critical semiconductor components while maintaining the highest standards of material integrity and dimensional accuracy. This business segment maintained its position as our primary source of revenue during FY2024, amounting to HK\$153.3 million, contributing to approximately 94.0% of our total revenue. Our Group's manufacturing capabilities are anchored by two production facilities located in Dongguan, Guangdong Province, the PRC. Our production facilities are equipped with two units specifically dedicated to the precision manufacturing of tray and tray related products, demonstrating our commitment to operational excellence and specialised production capabilities.

MEMS and sensor packaging

The MEMS and sensor packaging segment delivers specialised encasements meticulously designed to optimise signal transmission between electronic components and circuit boards. These packaging solutions incorporate cutting-edge protection mechanisms that protect MEMS devices and sensors from harmful external factors and the detrimental effects of aging. This business segment generated revenue in the amount of HK\$8.6 million, contributing to approximately 5.3% of our total revenue in FY2024.

Carrier tape

Carrier tape serves primarily as a protective medium for semiconductor devices, including power-discrete semiconductor devices, optoelectronics, integrated circuits (ICs) and sensors. This business segment generated revenue in the amount of HK\$1.2 million, contributing to approximately 0.7% of our total revenue during FY2024.

Our Group also provides carrier tape related products, including cover tape, reel and protective band, which contributed to a relatively small portion of our total revenue during FY2024.

Outlook

The global economy is on a complex yet promising trajectory, with the International Monetary Fund projecting a moderate growth rate of 3.3% for 2025–2026. The current economic environment is characterised by challenges including evolving labour market dynamics, technological advancement and development and escalating geopolitical tensions that have fundamentally reshaped international commerce and traditional trade patterns.

China's economy is on a measured growth trajectory of 4.6% for 2025 that is expected to moderate slightly to 4.5% in 2026 based on International Monetary Fund's projection. Factors such as escalating Sino-U.S. trade tensions, demographic changes and environmental sustainability imperatives have all impacted the growth and performance of China's economy. The government's nuanced approach combines targeted fiscal stimulus measures with monetary policy adjustments, implementing supply-side structural reforms while fostering technological self-sufficiency and enhanced domestic consumption.

In response to evolving global dynamics, the "China Plus One" strategy has emerged as a key industrial posture encouraging enterprises to explore alternative manufacturing bases beyond China, particularly in regions such as Southeast Asia and India, creating more resilient and adaptable supply chains. In line with our business diversification strategy, our Group's Philippines manufacturing facility, which commenced operations in early 2025, exemplifies this strategic approach. Building upon our proven expertise in carrier tape production, our Group has plans to expand its manufacturing portfolio to include tray and tray related products in the future, demonstrating our commitment to product and risk diversification and operational excellence. The expansion aligns with China's semiconductor independence initiative, which establishes comprehensive frameworks for accelerating domestic capabilities and fostering indigenous innovation. The initiative, fortified by solid government support and facilitative policy mechanisms, creates an optimal environment for sustained industry growth. Within this dynamic landscape, our Group maintains a distinct competitive advantage by capitalising on these favourable market conditions through focused initiatives in product development, manufacturing enhancement and technological innovation, ensuring sustainable growth and market leadership in the evolving semiconductor ecosystem.

Further, our Group is determined to actively explore additional strategic overseas sales points to expand our global footprint, ensuring a balanced geographical presence while strengthening our position as a key market player in the evolving semiconductor market. This approach not only ensures sustainable growth, but also reinforces our Group's commitment to building a truly global operational network that can effectively serve diverse market needs while mitigating regional risks.

Looking ahead, our Group remains steadfast in our dedication to executing our carefully constructed "dual-track" strategy, balancing accelerated Chinese market development with strategic international expansion. This strategy integrates three drivers of future success – enhanced domestic market penetration, an acceleration of new product manufacturing capabilities, and strategic investments in high-growth overseas markets – positioning our Group as a formidable player in the global semiconductor ecosystem. Through precise allocations of resources across both our domestic and global operations, our Group has become a key player in global back-end semiconductor transport media industry and continues to build market presence while cultivating sustainable catalysts for growth. Our Group's approach not only reinforces our commitment to maximising shareholder value, but also establishes our leadership in spearheading the next growth phase in the back-end semiconductor transport media industry.

FINANCIAL REVIEW

Revenue

During the Year, our Group recorded revenue of HK\$163.1 million, representing a decrease of approximately HK\$25.9 million, or 13.7% as compared to the Corresponding Year (FY2023: HK\$189.0 million).

(i) Sales of tray and tray related products

For the Year, revenue generated from sales of tray and tray related products decreased by approximately HK\$19.0 million, or 11.0%, to approximately HK\$153.3 million (FY2023: HK\$172.3 million). The decrease was primarily attributable to the (i) the delay in recovery of the upstream segments of the semiconductor industry; and (ii) the challenging conditions in global markets, which continue to face significant macroeconomic uncertainties, including but are not limited to escalating geopolitical tensions and the indirect impact of the Sino-U.S. trade war.

(ii) Sales of carrier tape

For the Year, revenue generated from sales of carrier tape increased by approximately HK\$1.0 million, or over 100%, to approximately HK\$1.2 million (2023: HK\$0.2 million). The increase was a result of our Group's ongoing efforts in advancing our capabilities in the design and manufacture of carrier tape. During FY2024, our Group seized 18 new specifications for such products.

(iii) Sales of MEMS and sensor packaging

For the Year, revenue generated from sales of MEMS and sensor packaging decreased by approximately HK\$7.9 million, or 47.9%, to approximately HK\$8.6 million (FY2023: HK\$16.5 million). The decrease was due to the completion of a customised project for MEMS and sensors undertaken by one of our major customers and the lukewarm market sentiments in the period.

Cost of sales

During the Year, cost of sales decreased by approximately HK\$10.1 million, or 8.6% to HK\$106.9 million (Corresponding Year: HK\$117.0 million), which was due to the decrease in production activities in line with the drop in sales volume and revenue of our Group during the Year, partially offset by the relatively fixed manufacturing overheads costs.

Gross profits and gross profit margin

During the Year, gross profits decreased by approximately 21.9% to HK\$56.2 million (Corresponding Year: HK\$72.0 million), because of the decrease in revenue and the decrease in gross profit margin. The gross profit margin for the Year was 34.5% (Corresponding Year: 38.1%). The decrease in gross profit margin was primarily attributable to the relatively fixed nature of the manufacturing overhead component in our Group's cost of sales despite the drop in sales volume and revenue resulting a decrease in production activities.

Administrative expenses

During the Year, administrative expenses increased by approximately 22.1% to HK\$33.7 million (Corresponding Year: HK\$27.6 million), which was primarily attributable to the one-off redundancy payment for manufacturing labour associated with the automation upgrades of production lines incurred in the second half of 2024 and the professional fees incurred after the listing of the shares of our Company in June 2024.

Selling and distribution expenses

During the Year, selling and distribution expenses increased by approximately 8.0% to HK\$23.0 million (Corresponding Year: HK\$21.3 million), which was contributed by one-off expenses incurred related to trade show and market promotion activities conducted in the Year.

(Loss)/Profit for the Year

Taking into account the listing expenses of approximately HK\$9.8 million charged to the profit and loss statement of the Group for the Year, we recorded a loss for the Year of HK\$23.2 million, as compared to a profit for the year of HK\$5.0 million for the Corresponding Year.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

We have adopted a prudent financial management approach towards our cash management and thus maintained a healthy liquidity position for the Year. To manage liquidity risk, the Board closely monitors our liquidity position to ensure that the liquidity structure of our assets, liabilities and other commitments can meet our funding requirements from time to time. During the Year, we upheld a strong financial position, underpinned by our successful listing on GEM of The Stock Exchange of Hong Kong Limited in June 2024. As at 31 December 2024, we had cash and cash equivalents of HK\$7.5 million (as at 31 December 2023: HK\$1.1 million), ensuring sufficient liquidity to support ongoing operations and strategic initiatives. The current ratio of 1.1 times (as at 31 December 2023: 1.1 times) and gearing ratio of 0.9 time (as at 31 December 2023: 0.8 time) of our Group further underscore our robust financial health. The issued share capital of our Company comprised of 512,500,000 ordinary shares of nominal value of HK\$0.001 each. Our bank borrowings increased from HK\$51.0 million as at 31 December 2023 to HK\$65.7 million as at 31 December 2024 and carried variable interest at 4.5% to 8.7% per annum during the Year (FY2023: 4.5% to 9.1% per annum). The Listing has significantly enhanced our capital resources and shareholder base, providing a solid financial foundation for future growth initiatives.

Property, plant and equipment

Property, plant and equipment of our Group as at 31 December 2024 increased to HK\$52.3 million from HK\$44.0 million as at 31 December 2023, primarily due to the increase in acquisition of machineries and moulds during the Year.

Net current assets

Net current assets of our Group as at 31 December 2024 increased to HK\$12.6 million from HK\$9.8 million as at 31 December 2023, primarily because of the combined effect of the increase in cash and cash equivalents and decrease in trade and other payables during the Year.

Trade and other receivables, deposits and prepayment

We grant credit terms to customers generally for a period of 90 days from the invoice date for trade receivables. Trade receivables of our Group as at 31 December 2024 decreased to HK\$32.1 million from HK\$32.7 million as at 31 December 2023.

Trade and other payables

The credit period on purchases from suppliers ranges from 0–120 days or payable upon delivery. Trade payables of our Group as at 31 December 2024 decreased to HK\$24.4 million from HK\$36.5 million as at 31 December 2023.

Details of trade and other payables of our Group are set out in the note 11 in the audited consolidated financial statement.

Pledge of assets

As at 31 December 2024, our Group had no pledge of assets.

Capital commitments

As at 31 December 2024, our Group was committed to acquire property, plant and equipment for our manufacturing and sales operation of HK\$3.0 million (as at 31 December 2023: HK\$2.8 million).

Contingent liabilities

As at 31 December 2024, we did not have any outstanding guarantees or other material contingent liabilities.

MATERIAL ACQUISITION AND DISPOSAL

During the Year, we did not have any material acquisition or disposal of subsidiaries, associates or joint ventures.

SIGNIFICANT INVESTMENTS HELD BY THE GROUP

Our Group did not have any significant investments held during the Year.

FOREIGN CURRENCY RISK

Majority of our Group's revenue is denominated in US\$ and RMB. However, we have certain trade and other receivables, trade and other payables, bank balances and bank borrowings that are denominated in foreign currencies relative to functional currencies of the respective group entities. As a result, we are exposed to fluctuations in foreign exchange rate. Our Group currently does not have a foreign exchange hedging policy. However, the management of our Group monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arise.

FUTURE PLANS FOR MAJOR INVESTMENTS

We intend to utilise the net proceeds from the Listing in accordance with the section headed "Future Plans and Use of Proceeds" in the Prospectus. Save as disclosed therein, our Company did not have any other future plans for material investments or capital assets as at 31 December 2024.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2024, our Group had a total of 312 employees (as at 31 December 2023: 410). Our Group's remuneration policies are aligned with relevant legislation, market conditions and employee performance. Employees are compensated based on their job responsibilities, skills, expertise, experience, and prevailing market trends. All employees are also eligible for discretionary bonuses, which are awarded based on individual performance. We regularly review its remuneration policies and packages, making necessary adjustments to ensure they remain in line with industry standards.

On 20 May 2024, our Company adopted a share option scheme (the “**2024 Share Option Scheme**”) to incentivize or reward eligible participants for their contributions to our Group. As at 31 December 2024, the Board, based on the recommendation of the remuneration committee of our Company, resolved to grant 5,150,000 options in total to eligible participants under the 2024 Share Option Scheme. The options granted represent approximately 1% of the issued share capital of our Company as at the date of Listing. Following the grant of options on 31 December 2024, there were 46,100,000 outstanding share options available for future grant under the 2024 Share Option Scheme. The details of the grant of share options are set out in the announcements of the Company dated 31 December 2024 and 27 January 2025, respectively.

USE OF PROCEEDS

The aggregate net proceeds from the Listing, after deducting related underwriting fees and other expenses in connection with the Listing (the “**Net Proceeds**”), were approximately HK\$31.35 million. We intend to utilise the Net Proceeds in accordance with the section headed “Future Plans and Use of Proceeds” in the Prospectus.

As at 31 December 2024, our Group's planned allocation and the actual utilisation of the Net Proceeds are set out below:

Usage	Planned allocation of Net Proceeds %	Planned allocation of Net Proceeds HK\$ million	Utilised	Unutilised	Expected timeframe of full utilisation of the Net Proceeds
			Net Proceeds up to 31 December 2024 HK\$ million	Net Proceeds up to 31 December 2024 HK\$ million	
Increasing production capacity and capabilities in the PRC	78.2%	24.51	21.11	3.40	By 31 December 2026
Intensifying sales and marketing efforts in the global market including PRC market	6.2%	1.95	1.95	–	Not applicable
Purchasing ERP system and upgrading the information system in support of the ERP system	4.2%	1.32	–	1.32	By 31 December 2025
Strengthening R&D and material engineering capabilities	3.1%	0.97	0.97	–	Not applicable
General working capital	8.3%	2.6	2.6	–	Not applicable
	<u>100%</u>	<u>31.35</u>	<u>26.63</u>	<u>4.72</u>	

The unutilised Net Proceeds are currently held in bank deposits and it is intended to be applied in the manner consistent with the allocations as disclosed in the Prospectus.

DIVIDEND

The Board does not recommend the payment of a final dividend for FY2024.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Board is committed to achieving and maintaining high standards of corporate governance practices and procedures. The Board believes that good corporate governance practices are essential to enhance stakeholders' confidence and support. Save for the deviation from code provision C.2.1 of the corporate governance code as set out in appendix C1 to the GEM Listing Rules (“**CG Code**”) as disclosed below, during the Year, our Company has complied with the code provisions prescribed in the establishment and implementation of the corporate governance guidelines containing principles and code provisions of the CG Code since the date of Listing.

Pursuant to code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. However, our Group does not have a separate chairman and chief executive officer and Mr. Tong is currently performing both roles. With his extensive experience in the semiconductor industry and precision engineered plastics manufacturing, Mr. Tong is responsible for the overall strategic planning and general management of our Group and his knowledge and insight has been instrumental to the growth and expansion of the business of our Group since the founding of our Group. The Board believes that it is in the best interest of our Group to have Mr. Tong taking up both the role of chairman and chief executive officer for continued effective management and business development of our Group. The Board considers that the balance of power and authority between the Board and the management can still be maintained under the current structure, and therefore, the Directors consider that such deviation from the code provision C.2.1 of the CG Code is appropriate under such circumstance.

COMPETING INTERESTS

The Directors are not aware that any of the Directors, the controlling shareholders of our Company and their respective close associates (as defined in the GEM Listing Rules) competes or may compete with the business of our Group and has or may have any other conflict of interest with our Group during the Year.

CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS

We have adopted a code of conduct regarding securities transactions by the Directors on terms which are the same as the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Our Company has confirmed, having made specific enquiry of the Directors, that all the Directors have complied with the required standards of dealings throughout the Year. Our Company was not aware of any non-compliance during the Year.

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

Neither our Company nor any of our subsidiaries has purchased, sold or redeemed any of the listed shares of our Company during the Year.

SIGNIFICANT EVENTS AFTER THE REPORTING YEAR

There were no other significant events that might affect our Group after 31 December 2024 and up to the date of this announcement.

AUDIT COMMITTEE AND REVIEW OF ANNUAL RESULTS

Our Company has established an audit committee (the “**Audit Committee**”) with specific written terms of reference formulated in accordance with the requirements of rules 5.28 to 5.29 of the GEM Listing Rules. The Audit Committee currently consists of all the three independent non-executive Directors, namely Mr. Chan Oi Fat, Ms. Ma Jay Suk Lin and Mr. Wong Lok Man. Mr. Chan Oi Fat is the chairman of the Audit Committee.

The Audit Committee has reviewed the consolidated results of our Group for the Year with the management and is of the view that such results comply with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures have been made.

SCOPE OF WORK OF MOORE CPA LIMITED

The figures in respect of our Group’s consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for FY2024 as set out in the preliminary announcement have been agreed by our Group’s auditor, Moore CPA Limited, to the amounts set out in our Group’s audited consolidated financial statements for FY2024. The work performed by Moore CPA Limited in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by Moore CPA Limited on the preliminary announcement.

ANNUAL GENERAL MEETING

The annual general meeting (“**AGM**”) of our Company is scheduled to be held on 18 June 2025. The AGM notice will be published on the Stock Exchange’s website at www.hkexnews.hk and our Company’s website at www.ubot.com.hk.

For determining the entitlement to attend and vote at the AGM, the register of members of our Company will be closed from 13 June 2025 to 18 June 2025, both days inclusive. In order to be eligible to attend and vote at the AGM, unregistered shareholders of our Company shall ensure that all transfer forms accompanied by the relevant share certificates must be lodged with our Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on 12 June 2025.

PUBLICATION OF ANNUAL RESULTS AND ANNUAL REPORT

This announcement is published on the websites of the Stock Exchange (www.hkexnews.hk) and our Company (www.ubot.com.hk). The annual report of our Company for the year ended 31 December 2024 containing all the information required by the GEM Listing Rules will be published on the above websites in accordance with the GEM Listing Rules.

By order of the Board
UBoT Holding Limited
Tong Yuen To
Chairman and Executive Director

Hong Kong, 25 March 2025

As at the date of this announcement, the Board comprises Mr. Tong Yuen To, Mr. Chan Kai Leung, Mr. Shek Kam Pun and Mr. Tam Ming Wa as executive Directors; Mr. Wong Tsz Lun as non-executive Director and Mr. Chan Oi Fat, Ms. Ma Jay Suk Lin and Mr. Wong Lok Man as independent non-executive Directors.

This announcement will remain on the “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) for at least 7 days from the date of its publication and on the website of the Company (www.ubot.com.hk).