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COWELL

Cowell e Holdings Inc.

高偉電子控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1415)

**CONTINUING CONNECTED TRANSACTIONS —
RENEWAL OF THE EXISTING PURCHASE FRAMEWORK
AGREEMENT AND THE EXISTING MATERIALS PROCUREMENT
FRAMEWORK AGREEMENT**

Reference is made to the announcements of the Company dated 20 May 2022 and 2 September 2022 in relation to the Existing Purchase Framework Agreement and the Existing Materials Procurement Framework Agreement, respectively.

As the term of the transactions contemplated under the Existing Agreements will expire on 31 December 2022 and the Group intends to continue the relevant transactions upon expiration of the respective terms, on 29 December 2022, the Company entered into the New Purchase Framework Agreement with Luxshare Precision and the New Materials Procurement Framework Agreement with GZ Luxvisions, respectively to extend the respective term of the Existing Agreements for one year commencing on 1 January 2023.

Ms. Wang Laichun and Mr. Wang Laisheng, who are the controlling Shareholders and indirectly interested in approximately 73.56% of the issued share capital of the Company, together are also indirectly interested in approximately 38.41% of the equity interests, and Mr. Wang Laisheng is also directly interested in approximately 0.17% equity interests, of Luxshare Precision. Hence, Luxshare Precision is an associate (as defined under Chapter 14A of the Listing Rules) of Ms. Wang Laichun and Mr. Wang Laisheng and a connected person of the Group. As such, the transactions contemplated under the New Purchase Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As GZ Luxvisions is a controlling Shareholder indirectly interested in approximately 73.56% of the entire issued share capital of the Company through LITL as at the date of this announcement, it is a connected person of the Company. As such, the transactions contemplated under the New Materials Procurement Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.81 of the Listing Rules, a series of connected transactions shall be treated as if they were one transaction if they were all entered into or completed within a 12-month period or are otherwise related. Given that (i) the New Purchase Framework Agreement and the New Materials Procurement Framework Agreement were entered into at the same time (within a 12-month period) and the transactions contemplated thereunder are of similar nature in relation to the purchases by the Group of similar materials for its production; and (ii) Luxshare Precision, is ultimately controlled by Ms. Wang Laichun and Mr. Wang Laisheng, who are controlling Shareholders indirectly interested in approximately 73.56% of the issued share capital of the Company and have indirect control interest in GZ Luxvisions, both GZ Luxvisions and Luxshare Precision are associates of Ms. Wang Laichun and Mr. Wang Laisheng and the transactions contemplated under the New Purchase Framework Agreement and the New Materials Procurement Framework Agreement shall be aggregated as if they were one transaction.

As the applicable percentage ratios stipulated under Rule 14.07 of the Listing Rules in respect of (i) the transactions contemplated under each of the New Purchase Framework Agreement and the New Materials Procurement Framework Agreement on a standalone basis; or (ii) both the highest proposed Annual Cap(s) of the New Purchase Framework Agreement and the New Materials Procurement Framework Agreement in aggregate, exceed 0.1% but are lower than 5%, the transactions contemplated thereunder are subject to the reporting, announcement and annual review requirements but are exempt from the independent Shareholders' approval requirement as set out in Chapter 14A of the Listing Rules.

Reference is made to the announcements of the Company dated 20 May 2022 and 2 September 2022 in relation to the Existing Purchase Framework Agreement and the Existing Materials Procurement Framework Agreement, respectively.

As the term of the transactions contemplated under the Existing Agreements will expire on 31 December 2022 and the Group intends to continue the relevant transactions upon expiration of the respective terms, on 29 December 2022, the Company entered into the New Purchase Framework Agreement with Luxshare Precision and the New Materials Procurement Framework Agreement with GZ Luxvisions, respectively to extend the respective term of the Existing Agreements for one year commencing on 1 January 2023.

NEW PURCHASE FRAMEWORK AGREEMENT

On 29 December 2022 (after trading hours), the Company entered into the New Purchase Framework Agreement with Luxshare Precision, pursuant to which the Group shall purchase the Products from the Luxshare Precision Group in accordance with the terms and conditions thereunder.

Details of the New Purchase Framework Agreement are set out below:

Parties

- (a) Company; and
- (b) Luxshare Precision

Date

29 December 2022 (after trading hours)

Duration

1 January 2023 to 31 December 2023

Subject matter

Pursuant to the New Purchase Framework Agreement, the Group shall purchase certain Products from the Luxshare Precision Group according to the specifications as requested by the Group from time to time in relation to its production from 1 January 2023 to 31 December 2023, unless otherwise terminated earlier in accordance with the terms of the New Purchase Framework Agreement.

Principal terms and price determination

The parties shall execute separate orders in accordance with the terms of the New Purchase Framework Agreement setting out, among others, the specifications and quantity of the Products required and delivery schedules, and must comply with the terms of the Listing Rules and applicable laws.

Selling prices of the Products shall be determined with reference to, and generally shall not be lower than, prices charged by the Luxshare Precision Group to other independent third party customers of the Products of same or similar specifications, which represents the then prevailing market prices.

In accordance with the Company’s internal policies, the transactions under the New Purchase Framework Agreement will be properly recorded, including but not limited to prices determined and transaction amounts. Depending on the specifications of the Products required, the Group will also conduct review and evaluation process by making reference with other independent third party/parties with similar procurement qualifications and capabilities for provision of similar Products (if available) to compare and determine if the prices and terms offered by the Luxshare Precision Group are better, and are fair and reasonable and comparable to those terms offered by independent third parties. The review and evaluation process will be conducted from both technical and commercial perspectives. If there are situations where the Company could not obtain quotation and/or could only obtain one quotation due to the limitations on, among others, the technical specifications of the Products required and/or qualification of the suppliers expected by the Group, the Company will evaluate the price and terms offered by the Luxshare Precision Group by making reference to, if available, the recent purchase price of such Products and the market fluctuation of the costs of the materials. If the Company is able to secure the provision of any of the Products contemplated under the New Purchase Framework Agreement from independent third parties on more favourable terms, the Group shall be entitled to terminate the transactions contemplated thereunder by giving the Luxshare Precision Group not less than 30 days’ prior written notice.

As the management of the Group will review the aforesaid pricing policy on a regular basis in every quarter, the Directors (including the independent non-executive Directors) are of the view that the aforesaid method and procedures can ensure that the transactions contemplated under the New Purchase Framework Agreement will be conducted on normal commercial terms and not prejudicial to the interest of the Company’s minority Shareholders.

Payment terms

Specific payment terms will be stipulated in the relevant order forms, which is normally payable within 90 days after delivery of the Products.

Historical transaction amount and Annual Cap

The existing annual cap for the year ending 31 December 2022 and the actual transaction amount incurred during the eleven months ended 30 November 2022 under the Existing Purchase Framework Agreement are set out below:

	Year ending 31 December 2022
Existing annual cap	US\$18,000,000
	For the eleven months ended 30 November 2022
Actual transaction amount	US\$17,245,679

Pursuant to the New Purchase Framework Agreement, the proposed Annual Cap for the year ending 31 December 2023 is expected to be not more than US\$20,000,000.

The proposed Annual Cap is determined based on arm's length negotiations between the Company and Luxshare Precision having considered, among others, the following factors and assumptions:

- (i) the expected demand of the Products with reference to, among others, the current discussion with the major customers of the Group and the business and production plan of the Group during the term of the New Purchase Framework Agreement;
- (ii) the historical transaction amounts incurred under the Existing Purchase Framework Agreement;
- (iii) the expected market share of the products to be sold by the Group;
- (iv) the estimated costs of production of the required Products; and
- (v) the estimated market price of the required Products.

Such projection is assumed solely for determining the Annual Cap and shall not be regarded as any indication directly or indirectly as to the respective revenue, profitability or trading prospects of the Company or the Group.

If the total transaction amounts under the New Purchase Framework Agreement are expected to exceed the Annual Cap, the Company will re-comply with the relevant requirements in accordance with the Listing Rules such as by publishing a further announcement or to seek approval from independent Shareholders, if applicable.

NEW MATERIALS PROCUREMENT FRAMEWORK AGREEMENT

On 29 December 2022 (after trading hours), the Company entered into the New Materials Procurement Framework Agreement with GZ Luxvisions, pursuant to which the Group shall purchase the Materials from the GZ Luxvisions Group in accordance with the terms and conditions thereunder.

Details of the New Materials Procurement Framework Agreement are set out below:

Parties

- (a) Company; and
- (b) GZ Luxvisions

Date

29 December 2022 (after trading hours)

Duration

1 January 2023 to 31 December 2023

Subject matter

Pursuant to the New Materials Procurement Framework Agreement, the Group shall purchase from the GZ Luxvisions Group certain Materials according to the specifications as requested by the Group from time to time in relation to its production from 1 January 2023 to 31 December 2023, unless otherwise terminated earlier in accordance with the terms of the New Materials Procurement Framework Agreement.

Principal terms and price determination

The parties shall execute separate orders in accordance with the terms of the New Materials Procurement Framework Agreement setting out, among others, the specifications and quantity of the Materials required and delivery schedules, and must comply with the terms of the Listing Rules and applicable laws.

Selling prices of the Materials shall be determined with reference to, and generally shall not be lower than, the prices charged by the GZ Luxvisions Group to other independent third party customers of the Materials of same or similar specifications, which represents the then prevailing market prices.

In accordance with the Company's internal policies, the transactions under the New Materials Procurement Framework Agreement will be properly recorded, including but not limited to prices determined and transaction amounts. Depending on the specifications of the Materials required, the Group will also conduct review and evaluation process by making reference with other independent third party/parties with similar procurement qualifications and capabilities for provision of similar Materials (if available) to compare and determine if the prices and terms offered by the GZ Luxvisions Group are better, and are fair and reasonable and comparable to those terms offered by independent third parties. The review and evaluation process will be conducted from both technical and commercial perspectives. If there are situations where the Company could not obtain quotation and/or could only obtain one quotation due to the limitations on, among others, the technical specifications of the Materials required and/or qualification of the suppliers expected by the Group, the Company will evaluate the price and terms offered by the GZ Luxvisions Group by making reference to, if available, the recent purchase price of such Materials and the market fluctuation of the costs of the materials. If the Company is able to secure the provision

of any of the Materials contemplated under the New Materials Procurement Framework Agreement from independent third parties on more favourable terms, the Group shall be entitled to terminate the transactions contemplated thereunder by giving the GZ Luxvisions Group not less than 30 days' prior written notice.

As the management of the Group will review the aforesaid pricing policy on a regular basis in every quarter, the Directors (including the independent non-executive Directors) are of the view that the aforesaid method and procedures can ensure that the transactions contemplated under the New Materials Procurement Framework Agreement will be conducted on normal commercial terms and not prejudicial to the interest of the Company's minority Shareholders.

Payment terms

Specific payment terms will be stipulated in the relevant order forms, which is normally payable within 90 days after month end.

Historical transaction amount and Annual Cap

The existing annual cap for the year ending 31 December 2022 and the actual transaction amount incurred during the eleven months ended 30 November 2022 under the Existing Materials Procurement Framework Agreement are set out below:

	Year ending 31 December 2022
Existing annual cap	RMB60,000,000
	For the eleven months ended 30 November 2022
Actual transaction amount	RMB17,840,612

Pursuant to the New Materials Procurement Framework Agreement, the proposed Annual Cap for the year ending 31 December 2023 is expected to be not more than RMB70,000,000.

The proposed Annual Cap is determined based on arm's length negotiations between the Company and GZ Luxvisions having considered, among others, the following factors and assumptions:

- (a) the historical transaction amounts incurred under the Existing Materials Procurement Framework Agreement;
- (b) the expected demand of the Materials with reference to, among others, the current discussion with the major customers of the Group and the business and production plan of the Group during the term of the New Materials Procurement Framework Agreement;

- (c) the expected market share of the relevant products to be sold by the Group;
- (d) the estimated costs of production of the required Materials; and
- (e) the estimated market price of the required Materials.

Such projection is assumed solely for determining the Annual Cap and shall not be regarded as any indication directly or indirectly as to the respective revenue, profitability or trading prospects of the Company or the Group.

If the total transaction amounts under the New Materials Procurement Framework Agreement are expected to exceed the Annual Cap, the Company will re-comply with the relevant requirements in accordance with the Listing Rules such as by publishing a further announcement or to seek approval from independent Shareholders, if applicable.

REASONS FOR AND THE BENEFITS OF ENTERING THE NEW PURCHASE FRAMEWORK AGREEMENT AND THE NEW MATERIALS PROCUREMENT FRAMEWORK AGREEMENT

The Group is principally engaged in the design, development, manufacture and sale of a variety of optical modules and parts that are used in smartphones, multimedia tablets and other mobile devices of internationally-renowned brands.

Luxshare Precision is principally engaged in the research, development, manufacturing and sales of products in the fields of consumer electronics, communication, auto electronics and medical solutions.

The GZ Luxvisions Group is principally engaged in the business of production of mass-produced mobile phone camera modules, tablet camera modules, notebook camera modules, car camera module, and display module, etc and have a broad market presence and customer network.

The Group will continue to actively enhance its research and development and manufacturing capability of various optical modules and parts for electronic devices. As the Group has been purchasing the relevant Materials and Products from GZ Luxvisions and Luxshare Precision for its production, respectively, and that the relevant Materials and Products are of high quality and a friendly business relationship was established among the Group and each of GZ Luxvisions and Luxshare Precision, the Board believes that it is in the benefit of the Group to continue the existing transactions under the Existing Agreements which can enable the Group to have a reliable source of supply of the Materials and Products for production and save time and costs in sourcing and negotiating with multiple suppliers, which will then enhance the operational efficiency of the Group.

The Board believes that the New Purchase Framework Agreement and the New Materials Procurement Framework Agreement can extend the term of the existing framework for the long-term supply of the Products and Materials to the Group on a non-exclusive basis and will help reduce negotiation time and costs among the parties.

The Directors (including the independent non-executive Directors) consider that the New Purchase Framework Agreement and the New Materials Procurement Framework Agreement, and the transactions contemplated thereunder are entered into in the ordinary and usual course of business of the Group and on normal commercial terms after arm's length negotiations between the parties, and the terms thereof (including the proposed Annual Caps) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INTERNAL CONTROL MEASURES

In order to safeguard the interests of the Company and the Shareholders as a whole, the Company has adopted certain measures in monitoring the transactions under the New Purchase Framework Agreement and the New Materials Procurement Framework Agreement.

In addition to our compliance with the requirements on annual review by external auditors and independent non-executive Directors under the Listing Rules in respect of continuing connected transactions, the internal compliance review department of the Company is responsible for the review of individual orders on a regular basis to ensure that the terms thereunder are made in accordance with the terms and conditions of the New Purchase Framework Agreement and the New Materials Procurement Framework Agreement. To ensure that transaction prices under the New Purchase Framework Agreement and the New Materials Procurement Framework Agreement will be fair and reasonable and on normal commercial terms, the business department of the Group will regularly review and compare the purchase prices incurred and/or to be incurred thereunder with those under the same type of transactions of the Company entered into with third parties who may or may not be connected to the Company for the purchase of the Materials or the Products with the same or similar specifications. To ensure the transactions contemplated under the New Purchase Framework Agreement and the New Materials Procurement Framework Agreement do not exceed the respective Annual Cap, the business department of the Group shall fill in and submit statistical charts for the continuing connected transactions at least quarterly. In the event that the amount of the transactions incurred and/or to be incurred under the New Purchase Framework Agreement and the New Materials Procurement Framework Agreement for a financial year is expected to reach the relevant Annual Cap, the business department will follow up forthwith by reporting and proposing a response to the management of the Company, and in case that an amendment to the Annual Cap is required, report particulars to the Board and hold a Board meeting for considering the matters thereabout to ensure compliance of the requirements under the Listing Rules.

The Company also arranges compliance trainings for the Directors, senior management and staff from the relevant departments of the Company and its subsidiaries, primarily focusing on the rules relating to connected transactions under Chapter 14A of the Listing Rules.

INFORMATION ABOUT THE PARTIES

The Company and the Group

The Company is incorporated in the Cayman Islands with limited liability whose Shares are listed on the Stock Exchange. The Group is principally engaged in the design, development, manufacture and sale of a variety of optical modules and parts that are used in smartphones, multimedia tablets and other mobile devices of internationally-renowned brands. As at the date of this announcement, approximately 73.56% of the equity interests of the Company is directly held by LITL which is a subsidiary of LIL.

Luxshare Precision

Luxshare Precision a company incorporated in the PRC with limited liability and listed on the Shenzhen Stock Exchange (stock code: 002475). As at the date of this announcement, approximately 38.41% of the equity interest of Luxshare Precision is directly held by Luxshare Limited which in turn is owned by Ms. Wang Laichun and Mr. Wang Laisheng, who are siblings of Mr. Wang Laixi, one of the controlling Shareholders. The Luxshare Precision Group is principally engaged in the research, development, manufacturing and sales of products in the fields of consumer electronics, communication, auto electronics and healthcare.

GZ Luxvisions

GZ Luxvisions, a company established under the laws of the PRC with limited liability, is a subsidiary of LIL. As at the date of this announcement, LIL is owed as to (i) approximately 53.415% by Mr. Wang Laixi (a controlling Shareholder); (ii) approximately 43.659% by Luxsan Limited (景汕有限公司), which is a company incorporated in Hong Kong with limited liability and owned as to by Ms. Wang Laichun (an elder sister of Mr. Wang Laixi), Mr. Wang Laisheng (an elder brother of Mr. Wang Laixi) and Ms. Wang Laijiao (an elder sister of Mr. Wang Laixi) as to 34%, 33% and 33%, respectively; and (iii) approximately 2.927% by Lite-On. The GZ Luxvisions Group is principally engaged in the business of production of mass-produced mobile phone camera modules, tablet camera modules, notebook camera modules, car camera module, and display module, etc.

IMPLICATIONS UNDER THE LISTING RULES

Ms. Wang Laichun and Mr. Wang Laisheng, who are the controlling Shareholders and indirectly interested in approximately 73.56% of the issued share capital of the Company, together are also indirectly interested in approximately 38.41% of the equity interests, and Mr. Wang Laisheng is also directly interested in approximately 0.17% equity interests, of Luxshare Precision. Hence, Luxshare Precision is an associate (as defined under Chapter 14A of the Listing Rules) of Ms. Wang Laichun and Mr. Wang Laisheng and a connected person of the Group. As such, the transactions contemplated under the New Purchase Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As GZ Luxvisions is a controlling Shareholder indirectly interested in approximately 73.56% of the entire issued share capital of the Company through LITL as at the date of this announcement, it is a connected person of the Company. As such, the transactions contemplated under the New Materials Procurement Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.81 of the Listing Rules, a series of connected transactions shall be treated as if they were one transaction if they were all entered into or completed within a 12-month period or are otherwise related. Given that (i) the New Purchase Framework Agreement and the New Materials Procurement Framework Agreement were entered into at the same time (within a 12-month period) and the transactions contemplated thereunder are of similar nature in relation to the purchases by the Group of similar materials for its production; and (ii) Luxshare Precision, is ultimately controlled by Ms. Wang Laichun and Mr. Wang Laisheng, who are controlling Shareholders indirectly interested in approximately 73.56% of the issued share capital of the Company and have indirect control interest in GZ Luxvisions, both GZ Luxvisions and Luxshare Precision are associates of Ms. Wang Laichun and Mr. Wang Laisheng and the transactions contemplated under the New Purchase Framework Agreement and the New Materials Procurement Framework Agreement shall be aggregated as if they were one transaction.

As the applicable percentage ratios stipulated under Rule 14.07 of the Listing Rules in respect of (i) the transactions contemplated under each of the New Purchase Framework Agreement and the New Materials Procurement Framework Agreement on a standalone basis; or (ii) both the highest proposed Annual Cap(s) of the New Purchase Framework Agreement and the New Materials Procurement Framework Agreement in aggregate, exceed 0.1% but are lower than 5%, the transactions contemplated thereunder are subject to the reporting, announcement and annual review requirements but are exempt from the independent Shareholders' approval requirement as set out in Chapter 14A of the Listing Rules.

None of the Directors have any material interest in the transactions contemplated under the New Purchase Framework Agreement and the New Materials Procurement Framework Agreement. None of them were required to abstain from voting on the resolution(s) in relation to the transactions pursuant to the Articles.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context otherwise requires:

“Annual Cap(s)”	the proposed annual cap(s) in relation to the transactions contemplated under the New Purchase Framework Agreement and/or the New Materials Procurement Framework Agreement (as the case may be)
“Articles”	the memorandum and article of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	Cowell e Holdings Inc. (高偉電子控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Existing Agreements”	the Existing Materials Procurement Framework Agreement and the Existing Purchase Framework Agreement
“Existing Materials Procurement Framework Agreement”	the materials procurement framework agreement dated 2 September 2022 entered into between the Company and GZ Luxvisions in relation to the purchase of the Materials by the Group from the GZ Luxvisions Group. For details of the Existing Materials Procurement Framework Agreement, please refer to the announcement of the Company dated 2 September 2022

“Existing Purchase Framework Agreement”	the product purchase framework agreement entered into between the Company and Luxshare Precision on 20 May 2022 in relation to the purchase of the products of specifications as requested by the Group from the Luxshare Precision Group in relation to the production of the Group. For details of the Existing Purchase Framework Agreement, please refer to the announcement of the Company dated 20 May 2022
“Group”	the Company and its subsidiaries
“GZ Luxvisions Group”	GZ Luxvisions and its subsidiaries (for the purpose of this announcement excluding, except where the context indicates otherwise, the Group)
“GZ Luxvisions”	Guangzhou Luxvisions Innovation Technology Limited (廣州立景創新科技有限公司), a company established under the laws of the PRC and a subsidiary of LIL
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“LIL”	Luxvisions Innovation Limited (立景創新有限公司), a company incorporated in Hong Kong with limited liability. As at the date of this announcement, LIL is owed as to (i) approximately 53.415% by Mr. Wang Laixi (a controlling Shareholder); (ii) approximately 43.659% by Luxsan Limited (景汕有限公司), which is a company incorporated in Hong Kong with limited liability and owned as to by Ms. Wang Laichun (an elder sister of Mr. Wang Laixi), Mr. Wang Laisheng (an elder brother of Mr. Wang Laixi) and Ms. Wang Laijiao (an elder sister of Mr. Wang Laixi) as to 34%, 33% and 33%, respectively; and (iii) approximately 2.927% by Lite-On
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Lite-On”	Lite-On Singapore Pte. Limited, a company incorporated in Singapore with limited liability and a wholly-owned subsidiary of Lite-On Technology Corporation (光寶科技股份有限公司) which is a company incorporated in Taiwan with limited liability and listed on the Taiwan Stock Exchange (stock code: 2301)

“LITL”	Luxvisions Innovation Technology Limited (立景創新科技有限公司), a limited liability company incorporation in Hong Kong, is a wholly-owned subsidiary of GZ Luxvisions
“Luxshare Limited”	Luxshare Limited (立訊有限公司), a company incorporated in Hong Kong with limited liability
“Luxshare Precision Group”	Luxshare Precision and its subsidiaries
“Luxshare Precision”	Luxshare Precision Industry Co., Limited (立訊精密工業股份有限公司), a company incorporated in the PRC with limited liability and listed on the Shenzhen Stock Exchange (stock code: 002475). The Luxshare Precision Group is principally engaged in the research, development, manufacturing and sales of products in the fields of consumer electronics, communication, auto electronics and healthcare. As at the date of this announcement, approximately 38.41% of the equity interest of Luxshare Precision is directly held by Luxshare Limited (立訊有限公司) which in turn is owned by Ms. Wang Laichun and Mr. Wang Laisheng, who are siblings of Mr. Wang Laixi, one of the controlling Shareholders
“Materials”	the materials to be supplied by the GZ Luxvisions Group to the Group according to the specifications as requested by the Group, including but not limited to circuit board assembly (including LIDAR printed circuit board assembly) and related raw materials, stores, consumables and other materials in relation to the production of the Group
“New Materials Procurement Framework Agreement”	the materials procurement framework agreement dated 29 December 2022 entered into between the Company and GZ Luxvisions in relation to the purchase of the Materials by the Group from the GZ Luxvisions Group
“New Purchase Framework Agreement”	the product purchase framework agreement dated 29 December 2022 entered between the Company and Luxshare Precision in relation to the supply of the Products by the Luxshare Precision Group to the Group

“PRC”	the People’s Republic of China, for the purpose of this announcement, excluding Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Products”	the products to be supplied by the Luxshare Precision Group to the Group according to the specifications as requested by the Group, including but not limited to front and rear facing cameras of smartphones and cameras of tablets in relation to the production of the Group
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of US\$0.004 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holders of the Shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“US\$”	U.S. dollars, the lawful currency of the United States of America
“%”	per cent.

By order of the Board
Cowell e Holdings Inc.
Meng Yan
Chairman

Hong Kong, 29 December 2022

As at the date of this announcement, the Board comprises Mr. Meng Yan and Mr. Wu Ying-Cheng as executive Directors; Mr. Chen Han-Yang and Mr. Yang Li as non-executive Directors; and Ms. Su Yen-Hsueh, Mr. Tsai Chen-Lung and Ms. Liu Xia as independent non-executive Directors.