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成都四威科技股份有限公司

**CHENGDU SIWI SCIENCE AND TECHNOLOGY COMPANY LIMITED**

*(a sino-foreign joint stock company incorporated in the People's Republic of China)*

**(Stock Code: 1202)**

## **CONTINUING CONNECTED TRANSACTIONS IN RELATION TO THE RENEWAL OF THE SUMITOMO FRAMEWORK PURCHASE AGREEMENT**

References is made to the announcements of the Company dated 15 February 2022 and 9 December 2022, in relation to, among others, the 2022 Sumitomo Framework Purchase Agreement and the 2023 Sumitomo Framework Purchase Agreement for purchase of optical fibre preforms and related equipment, spare parts and technical services from Sumitomo Electric Group.

### **RENEWAL OF SUMITOMO FRAMEWORK PURCHASE AGREEMENT**

Since the 2023 Sumitomo Framework Purchase Agreement will be due to expire on 31 December 2023 and it is expected that the Group will continue to enter similar transactions thereafter, on 22 December 2023 (after trading hours), SEI Optical, a non-wholly owned subsidiary of the Company, and Sumitomo Electric, entered into the 2024 Sumitomo Framework Purchase Agreement, pursuant to which the Sumitomo Electric Group agreed to supply and SEI Optical agreed to purchase optical fibre preforms and related equipment, spare parts and technical services for a fixed term commencing from 1 January 2024 to 31 December 2024 (both dates inclusive).

### **LISTING RULES IMPLICATIONS**

As Sumitomo Electric is a substantial shareholder of SEI Optical, a non-wholly owned subsidiary of the Company, Sumitomo Electric is a connected person of the Company at the subsidiary level under the Listing Rules.

As the Directors have approved the transactions contemplated under the 2024 Sumitomo Framework Purchase Agreement and the independent non-executive Directors have confirmed that the 2024 Sumitomo Framework Purchase Agreement, the related annual cap and the transactions contemplated thereunder are fair and reasonable, on normal commercial terms and in the interests of the Company and its Shareholders as a whole, the 2024 Sumitomo Framework Purchase Agreement, the related annual cap and the transactions contemplated thereunder are subject to the reporting and announcement requirements but are exempted from the circular, independent financial advice and independent shareholders' approval under Rule 14A.101 of the Listing Rules.

## **THE 2024 SUMITOMO FRAMEWORK PURCHASE AGREEMENT**

Since the 2023 Sumitomo Framework Purchase Agreement will be due to expire on 31 December 2023 and it is expected that the Group will continue to enter similar transactions thereafter, on 22 December 2023 (after trading hours), SEI Optical, a non-wholly owned subsidiary of the Company, and Sumitomo Electric, entered into the 2024 Sumitomo Framework Purchase Agreement, pursuant to which the Sumitomo Electric Group agreed to supply and SEI Optical agreed to purchase optical fibre preforms and related equipment, spare parts and technical services for a fixed term commencing from 1 January 2024 to 31 December 2024 (both dates inclusive).

The principal terms of the 2024 Sumitomo Framework Purchase Agreement are as follows:

- Date: 22 December 2023
- Parties: SEI Optical and Sumitomo Electric (the “**Parties**”)
- Subject matter: SEI Optical will purchase optical fibre preforms and related equipment, spare parts and technical services from Sumitomo Electric Group from time to time during the effective term of the 2024 Sumitomo Framework Purchase Agreement
- Effective term: From 1 January 2024 to 31 December 2024 (both dates inclusive) (the “**Term**”)

### **Pricing basis and payment terms**

The transactions under the 2024 Sumitomo Framework Purchase Agreement will be conducted in the ordinary and usual course of business and on normal commercial terms and such pricing basis and payment terms and conditions shall be negotiated on an arm's length basis and be no less favourable to SEI Optical than those available from independent third parties.

The selling prices of optical fibre preforms and related equipment, spare parts sold by Sumitomo Electric Group to SEI Optical and the fees of the related technical services provided by Sumitomo Electric Group to SEI Optical are not fixed and to be determined based on the prevailing market prices which are comparable to the prices offered by independent third parties to SEI Optical and to be agreed between the Parties.

The pricing basis of optical fibre preforms and related equipment, spare parts, shall be determined principally by arm's length commercial negotiations according to the principles of fairness and reasonableness with reference to factors including: the technical specifications, performance, lead time and batch quantity of the products offered by Sumitomo Electric Group and other independent third party suppliers; the prevailing average market price is determined by taking into account the price offered by Sumitomo Electric Group for similar optical fibre preforms and related equipment, spare parts to the Group's competitors and the price offered by at least two other comparable independent third-party suppliers that supply similar optical fibre preforms and related equipment, spare parts; and the historical prices of the optical fibre preforms and related equipment, spare parts from recent and previous transactions, to ensure that price from Sumitomo Electric Group is not higher than the price of optical fibre preforms and related equipment, spare parts of similar technical specifications and performance, paid by SEI Optical to independent third parties suppliers.

The pricing basis of related technical services shall also be determined principally by arm's length commercial negotiations according to the principles of fairness and reasonableness with reference to factors including: the technical requirements for the related technical services; the prevailing average market price by taking into account the fees offered by Sumitomo Electric Group and the fees offered by at least two other comparable independent third-party service providers that provide similar related technical services; and the historical fees of related technical services, to ensure that the fees and fee rates for the technical services provided by Sumitomo Electric Group to SEI Optical will not be higher than the fees for similar technical services provided to independent third parties.

In order to ensure that the selling prices, technical service fees and payment terms and conditions are no less favourable than the market level, SEI Optical will generally monitor the average market prices of the relevant optical fibre preforms and related equipment, spare parts and the average market price of the service fees charged for the relevant technical services. SEI Optical will review the prices and the payment terms and conditions provided for each transaction with Sumitomo Electric under the 2024 Sumitomo Framework Purchase Agreement in order to ensure that the transactions are conducted in accordance with the terms and conditions of the 2024 Sumitomo Framework Purchase Agreement.

## Annual Cap and Basis of Determination

	Historical amounts for the years ended 31 December  (in RMB million)		Historical amount for the ten months ended 30 October  (in RMB million)	Existing annual cap for the year ending 31 December  (in RMB million)	Proposed annual cap for the year ending 31 December  (in RMB million)
	2021 (Audited)	2022 (Audited)	2023 (Unaudited)	2023	2024
Purchase of optical fiber preforms and related equipment, spare parts and technical services	55.26 (tax- included)	98.41 (tax- included)	111.86 (tax- included)	160	160

The proposed annual cap for the transactions contemplated under the 2024 Sumitomo Framework Purchase Agreement are determined with reference to the following factors:

- (i) the historical amounts of the relevant transactions with Sumitomo Electric Group for each of the years ended 31 December 2021, 2022 and the ten months ended 31 October 2023;
- (ii) the projected demand of SEI Optical for optical fibre preforms and related equipment, spare parts, technical services will remain stable during the term of the 2024 Sumitomo Framework Purchase Agreement; and
- (iii) the expected average market prices of optical fibre preforms and related equipment, spare parts and the expected average market price of service fees charged for related technical services during the Term will remain stable.

## INTERNAL CONTROL

In order to ensure that the terms under the 2024 Sumitomo Framework Purchase Agreement are no less favourable than those offered by independent third parties of the Company, the Company has adopted the following measures:

1. SEI Optical will obtain the market price of optical fibre preforms and related equipment, spare parts, technical services offered by Sumitomo Electric Group and compare the same against the market price offered by independent third parties;

2. The Company will monitor the continuing connected transactions in accordance with the procedures set out in the Company's internal control manual on continuing connected transactions. The Discipline Audit and Legal Risk Control Department\* (紀檢審計與法務風控部) of the Company and the relevant personnel of SEI Optical will conduct regular checks to review and assess whether the transactions contemplated under the relevant continuing connected transactions are conducted in accordance with their respective agreements and will also regularly update the market prices for the purpose of considering if the prices charged for a specific transaction are fair and reasonable and in accordance with the stated pricing policy;
3. The external auditors of the Company will conduct an annual review on the pricing, terms and annual caps of the continuing connected transactions;
4. The audit committee of the Board will review at least twice a year the analysis report and the improvement measures prepared by the management of the Company based on the implementation of the continuing connected transactions by the Company; and
5. The independent non-executive Directors will review the implementation and enforcement of the continuing connected transactions on an annual basis.

#### **REASONS FOR AND BENEFITS OF ENTERING INTO THE SUMITOMO FRAMEWORK PURCHASE AGREEMENT**

Sumitomo Electric Group is a global conglomerate engaged in various industries including automotive, information communication, electronics, environment and energy, as well as industrial materials. As Sumitomo Electric Group is one of the leading enterprises in the production of optical fibre preforms in Japan, SEI Optical has been purchasing optical fibre preforms and related equipment, spare parts from Sumitomo Electric Group to manufacture its optical fibres to ensure the finished products are of high quality and the related technical services provided are of high standard. In addition, in view of the supply and demand in the optical fibre preform market in the PRC, the purchase of optical fibre preforms and related equipment, spare parts from Sumitomo Electric Group can, to a certain extent, enhance the stability of supply to the Group.

The Directors (including the independent non-executive Directors) consider that the terms of the 2024 Sumitomo Framework Purchase Agreement are fair and reasonable, and the transactions contemplated thereunder are on normal commercial terms and in the ordinary and usual course of business of the Group and in the interests of the Company and its Shareholders as a whole.

#### **INFORMATION ON THE GROUP AND SUMITOMO ELECTRIC GROUP**

The Group is principally engaged in the technology research and development, product production, sales and service of wires and cables, optical fibres and cables, special cable materials, irradiation processing, cable accessories, special equipment, equipment and devices and equipment for various information industry products (excluding categories restricted or prohibited by the State Council of the PRC). China Electronics Technology, the indirect controlling shareholder of the Company, principally engages in the research and manufacturing of products include electronic equipment, network information systems, industrial foundations, network security and other fields.

Sumitomo Electric Group carries out product development, production and marketing, and provision of services in five business segments, namely automotive, information communication, electronics, environment and energy, and industrial materials.

## **LISTING RULES IMPLICATIONS**

Sumitomo Electric is a substantial shareholder of SEI Optical, a joint venture formed between the Company and Sumitomo Electric since 1998 and a non-wholly owned subsidiary, through which Sumitomo Electric holds 40% equity interest in SEI Optical while the Group controls the remaining 60% equity interest. As Sumitomo Electric is a substantial shareholder of a non-wholly owned subsidiary of the Company, Sumitomo Electric is a connected person of the Company at the subsidiary level under the Listing Rules.

As the Board has approved the transactions contemplated under the 2024 Sumitomo Framework Purchase Agreement, and the independent non-executive Directors have confirmed that the terms of the 2024 Sumitomo Framework Purchase Agreement, the related annual cap and the transactions contemplated thereunder are fair and reasonable and is on normal commercial terms or better and in the interests of the Company and its Shareholders as a whole, the 2024 Sumitomo Framework Purchase Agreement, the related annual cap and the transactions contemplated thereunder are subject to the reporting and announcement requirements, but is exempt from the circular, independent financial advice and independent shareholders' approval requirements under Rule 14A.101 of the Listing Rules.

None of the Directors has a material interest in the transactions contemplated under the 2024 Sumitomo Framework Purchase Agreement and therefore none of the Directors is required to abstain from voting on the resolutions of the Board approving the 2024 Sumitomo Framework Purchase Agreement and the transactions contemplated thereunder.

## **DEFINITIONS**

“Board”	board of Directors
“China Electronics Technology”	China Electronics Technology Group Corporation 中國電子科技集團有限公司, a state-owned company established in the PRC with limited liability, which is directly wholly owned by the SASAC
“Company”	Chengdu SIWI Science and Technology Company Limited 成都四威科技股份有限公司, a sino-foreign joint stock company incorporated in the PRC with limited liability, whose issued Shares are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	directors of the Company
“Group”	the Company and its subsidiaries

“H Share(s)”	overseas-listed foreign shares in the ordinary share capital of the Company, with a RMB denominated par value of RMB1.00 each
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“independent third party(ies)”	a third party independent of and not connected with the Company and its subsidiaries and its connected persons
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SASAC”	State-owned Assets Supervision and Administration Commission of the State Council of the PRC
“SEI Optical”	Chengdu SEI Optical Telecommunications Co. Ltd.* 成都中住光纖有限公司, a joint venture company established in the PRC with limited liability and primarily engaged in the manufacturing of optical fibre, optical cable and related products
“Share(s)”	domestic shares and/or H Shares
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meanings ascribed to it under the Listing Rules
“Sumitomo Electric”	Sumitomo Electric Industries, Ltd., a limited liability company incorporated in Japan whose shares are listed on the Tokyo Stock Exchange (Stock code: 5802)
“Sumitomo Electric Group”	Sumitomo Electric and its subsidiaries
“2022 Sumitomo Framework Purchase Agreement”	the agreement entered into between the Company and Sumitomo Electric on 15 February 2022, pursuant to which the Group has agreed to purchase optical fiber preforms and related equipment, spare parts and technical services from Sumitomo Electric Group from time to time for a term commencing from 15 February 2022 to 31 December 2022

“2023 Sumitomo Framework Purchase Agreement” the agreement entered into between SEI Optical and Sumitomo Electric on 9 December 2022, pursuant to which SEI Optical has agreed to purchase optical fiber preforms and related equipment, spare parts and technical services from Sumitomo Electric Group from time to time for a term commencing from 1 January 2023 to 31 December 2023

“2024 Sumitomo Framework Purchase Agreement” the agreement entered into between SEI Optical and Sumitomo Electric on 22 December 2023, pursuant to which SEI Optical has agreed to purchase optical fiber preforms and related equipment, spare parts and technical services from Sumitomo Electric Group from time to time for a term commencing from 1 January 2024 to 31 December 2024

“%” per cent.

\* *For identification purposes only*

By order of the Board  
**Chengdu SIWI Science and Technology Company Limited**  
**Li Tao**  
*Chairman*

Chengdu, the PRC, 22 December 2023

As at the date of this announcement, the Board comprises the following Directors:

**Executive Directors:** Ms. Li Tao (*Chairman*), Mr. Wu Xiaodong, Mr. Hu Jiangbing, Mr. Zhu Rui, Mr. Jin Tao and Mr. Chen Wei

**Independent Non-executive Directors:** Ms. Fu Wenjie, Mr. Zhong Qishui and Mr. Xue Shujin