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Huitongda Network Co., Ltd.

匯通達網絡股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 9878)

CONTINUING CONNECTED TRANSACTION – ENTERING INTO OF THE FIVE STAR SALES FRAMEWORK AGREEMENT

BACKGROUND

On March 27, 2024, the Company entered into the Five Star Sales Framework Agreement with Five Star Holdings for a term commencing from March 27, 2024 to December 31, 2026. Pursuant to such framework agreement, the Group agreed to provide goods for Five Star Holdings and/or its associates.

LISTING RULES IMPLICATIONS

As at the date of this announcement, as Mr. Wang Jianguo is the chairman of the Board and a non-executive Director of the Company, and he holds approximately 29.44% of the total issued share capital of the Company in aggregate, he is also a substantial shareholder of the Company. Therefore, Mr. Wang Jianguo is a connected person of the Company in accordance with Chapter 14A of the Listing Rules. In addition, as at the date of this announcement, as Mr. Wang Jianguo and his family member together hold approximately 68.14% interest in Five Star Holdings, Five Star Holdings is an associate of Mr. Wang Jianguo and a connected person of the Company in accordance with Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the Five Star Sales Framework Agreement constitute continuing connected transactions of the Company under the Listing Rules.

As the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) in respect of the transactions contemplated under the Five Star Sales Framework Agreement exceeds 0.1% but is less than 5%, such transactions are subject to the reporting, announcement and annual review requirements under Chapter 14A of the Listing Rules but are exempt from the independent Shareholders' approval requirement.

BACKGROUND

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FIVE STAR SALES FRAMEWORK AGREEMENT

1. Date

March 27, 2024

2. Parties

(1) The Company; and

(2) Five Star Holdings.

3. Main content of the continuing connected transactions under the Five Star Sales Framework Agreement

Pursuant to the Five Star Sales Framework Agreement, the Group agreed to provide Five Star Holdings and/or its associates with goods (including but not limited to household appliances and consumer electronics) for a term commencing from March 27, 2024 and ending on December 31, 2026. The Five Star Sales Framework Agreement may be renewed upon the mutual agreement of the parties, subject to compliance with the requirements under Chapter 14A of the Listing Rules and all other applicable laws and regulations.

Subject to the terms of the Five Star Sales Framework Agreement, Five Star Holdings and/or its associates will enter into specific agreements or place purchase orders with the Group to set out specific terms and conditions in relation to the supply of goods. Pursuant to the Five Star Sales Framework Agreement, the consideration payable by Five Star Holdings and/or its associates will be paid at the time and according to the method to be agreed upon in specific agreements or purchase orders.

4. Pricing basis

The prices of transactions contemplated under the Five Star Sales Framework Agreement shall be determined by negotiation on an arm's length basis.

The price for selling goods to Five Star Holdings and/or its associates by the Group shall be determined with reference to the price of the goods of similar product types and quantities that the Group may sell to the Independent Third Parties and the prevailing market price.

5. Pricing procedures

The parties shall negotiate the selling price separately for each sale of goods based on the principles that the selling price to be paid by Five Star Holdings and/or its associates shall be determined on normal commercial terms after arm's length negotiation, and shall be no less favorable than the prevailing market price and the price offered by the Group to Independent Third Parties for similar product types and quantities. Pursuant to the terms of the Five Star Sales Framework Agreement, the parties will enter into separate sales order for each sale.

To ensure that the selling prices offered by the Group to Five Star Holdings and/or its associates are fair and reasonable and comparable to those offered to Independent Third Parties, the Group will compare the prices offered by at least two other independent companies for similar product types and quantities so as to know the prevailing market price before entering into sales orders with Five Star Holdings and/or its associates. The above procedures can ensure that the transactions contemplated under the Five Star Sales Framework Agreement will be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and its Shareholders.

HISTORICAL TRANSACTION AMOUNTS

For the years ended December 31, 2021, December 31, 2022 and December 31, 2023 (collectively, the “**Previous Years**”), the historical transaction amounts of the Group's sales of goods to Five Star Holdings and/or its associates amounted to approximately RMB8.948 million, RMB0 and RMB0.0149 million, respectively.

In view of the listing of the H Shares on the Hong Kong Stock Exchange on February 18, 2022, the above transactions are not required to comply with the relevant requirements under Chapter 14A of the Listing Rules for the year ended December 31, 2021 and for the period from January 1, 2022 to the Listing Date. For the period from the Listing Date to December 31, 2022 and for the year ended December 31, 2023, as the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) in respect of the above transactions is less than 0.1%, such transactions are exempt from the reporting, announcement, annual review and the independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

In addition, the Company confirms that the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) in respect of the sales of goods by the Group to Five Star Holdings and/or its associates for the period from January 1, 2024 to the date of this announcement is less than 0.1%, and therefore such transactions are exempt from the reporting, announcement, annual review and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

PROPOSED ANNUAL CAPS AND THEIR BASIS OF DETERMINATION

1. Proposed annual caps

The proposed annual caps for the transactions contemplated under the Five Star Sales Framework Agreement for the years ending December 31, 2024, December 31, 2025 and December 31, 2026 are RMB30 million.

2. Basis of determination of the proposed annual caps

In determining the above proposed annual caps, the Company has taken into account the following factors:

- i. The Group has implemented an omni-channel and full-chain strategy to expand diversified sales channels and product types.

- ii. Historical transaction amounts of the sales of goods by the Group to Five Star Holdings and/or its associates:

See above for details. For the Previous Years, the demand of Five Star Holdings and/or its associates was fragmented with low transaction volume.

- iii. Expected sales volume of the goods to Five Star Holdings and/or its associates:

Due to the improvement of the Group's supply chain capabilities and the strategic partnership with many leading brands in the upstream sectors of industries such as household appliances and consumer electronics, the Group's market competitiveness has been considerably enhanced. In terms of the timely supply of certain household appliances and consumer electronics categories, as well as in the best-selling categories, the Group will become one of the suppliers of Five Star Holdings and/or its associates.

Based on the Group's internal feedback on the intended orders, the Company expects that the Group's sales of home appliances and consumer electronics products to Five Star Holdings and/or its associates for each of the years ending December 31, 2024, December 31, 2025 and December 31, 2026 may exceed RMB20 million.

Based on the above factors, the Company expects that the transaction amount of sales of goods to Five Star Holdings and/or its associates in the future will increase to a certain extent as compared with the Previous Years.

REASONS FOR AND BENEFITS OF ENTERING INTO THE FIVE STAR SALES FRAMEWORK AGREEMENT

Five Star Holdings and/or its associates may increase the quantity of certain goods purchased from the Group during their ordinary course of business as the Group is a leading supplier of certain goods. The sales of goods including household appliances and consumer electronics by the Group to Five Star Holdings and/or its associates help the Group expand its scale and channels. The transactions contemplated under the Five Star Sales Framework Agreement are conducted in the ordinary and usual course of business of the Group and on normal commercial terms. These transactions have been agreed on arm's length basis and on terms that are fair and reasonable to the Group and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As at the date of this announcement, as Mr. Wang Jianguo is the chairman of the Board and a non-executive Director of the Company, and he holds approximately 29.44% of the total issued share capital of the Company in aggregate, he is also a substantial shareholder of the Company. Therefore, Mr. Wang Jianguo is a connected person of the Company in accordance with Chapter 14A of the Listing Rules. In addition, as at the date of this announcement, as Mr. Wang Jianguo and his family member together hold approximately 68.14% interest in Five Star Holdings, Five Star Holdings is an associate of Mr. Wang Jianguo and a connected person of the Company in accordance with Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the Five Star Sales Framework Agreement constitute continuing connected transactions of the Company under the Listing Rules.

As the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) in respect of the transactions contemplated under the Five Star Sales Framework Agreement exceeds 0.1% but is less than 5%, such transactions are subject to the reporting, announcement and annual review requirements under Chapter 14A of the Listing Rules but are exempt from the independent Shareholders' approval requirement.

INTERNAL CONTROL MEASURES

In order to safeguard the interests of the Shareholders (including the minority Shareholders) as a whole, the Company implements internal approval and monitoring procedures for the continuing connected transactions contemplated under the Five Star Sales Framework Agreement, including the following measures:

- The Company has adopted and implemented a management system for connected transactions. Under such system, the Audit Committee of the Board is responsible for reviewing the compliance of the continuing connected transactions with relevant laws, regulations, the Company's policies and the Listing Rules. In addition, the Audit Committee of the Board, the Board and various other internal specialized departments are jointly responsible for evaluating the terms under framework agreements for the continuing connected transactions, particularly the fairness of the pricing policies under each agreement and the annual caps;
- The Company has established a transaction review and alert mechanism. The relevant specialized departments of the Company, such as the finance department, the securities affairs department and various business departments, will track and control the connected transactions, review the relevant connected transactions on a case-by-case basis, and temporarily enable the transaction permission after the review is completed. In this process, the finance department of the Company will regularly collect and monitor the transaction amounts of the connected transactions under framework agreements for the continuing connected transactions on a monthly basis, and will suspend the transactions if necessary to ensure that the actual transaction amounts do not exceed the annual caps; and
- The independent non-executive Directors and the external auditor of the Company will conduct annual reviews of the continuing connected transactions in accordance with the Listing Rules, and provide annual confirmations that the individual transactions have been conducted in accordance with the terms of the relevant agreements, on normal commercial terms and in accordance with relevant pricing policy and are in the interests of the Shareholders as a whole.

OPINIONS OF THE BOARD

As Mr. Wang Jianguo, the chairman of the Board and non-executive Director of the Company, and Mr. Xu Xiuxian, executive Director, are interested in and/or hold management positions in Five Star Holdings and/or its associates, they are deemed to be connected with the Five Star Sales Framework Agreement and the transactions thereunder and they have abstained from voting on the Board resolution approving the entering into of the Five Star Sales Framework Agreement. Save as disclosed above, none of the other Directors has any material interest in the relevant Board resolution and shall abstain from voting on the relevant Board resolution.

Having considered the above pricing basis, the basis of determination of the annual caps, the reasons for and benefits of entering into the Five Star Sales Framework Agreement and the internal control measures, the Board (including the independent non-executive Directors) is of the view that the Five Star Sales Framework Agreement is conducted on normal commercial terms in the ordinary course of business of the Group, and its terms are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION ON THE PARTIES TO THE AGREEMENT

The Company is a joint stock company with limited liabilities established under the laws of the PRC on December 6, 2010. It is a leading trading and service platform in China dedicated to serving enterprise customers in the retail industry in the lower-tier markets, providing customers with a stable one-stop supply chain and SaaS.

Five Star Holdings is a limited liability company incorporated under the laws of the PRC on October 21, 2004. It is mainly engaged in industrial investment, domestic trading, property management, corporate management consulting and business consulting. As at the date of this announcement, the ultimate beneficial owners of Five Star Holdings are Mr. Wang Jianguo and his family member.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of directors of the Company
“China” or “PRC”	the People’s Republic of China, for the purpose of this announcement, excluding Hong Kong, Macao Special Administrative Region and Taiwan
“Company”	Huitongda Network Co., Ltd. (匯通達網絡股份有限公司), a joint stock company with limited liabilities established under the laws of the PRC on December 6, 2010, whose H Shares are listed on the Main Board of the Hong Kong Stock Exchange (Stock code: 9878)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“continuing connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the directors of the Company
“Five Star Holdings”	Five Star Holdings Group Co., Ltd., a limited liability company incorporated under the laws of the PRC on October 21, 2004
“Group”	the Company and its subsidiaries (or the Company and any one or more of its subsidiaries, as the context may require)

“H Share(s)”	overseas listed foreign Shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in HK dollars and are listed on the Hong Kong Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Third Party(ies)”	person(s) or company(ies) which, to the best knowledge, information and belief of the Directors, having made all reasonable enquiries, is/are independent of the Company and its connected persons (as defined in the Listing Rules)
“Listing Date”	Friday, February 18, 2022, on which dealings in the H Shares first commence on the Hong Kong Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“RMB”	Renminbi, the lawful currency of the PRC
“SaaS”	software as a service
“Five Star Sales Framework Agreement”	the Product Supply Framework Agreement dated March 27, 2024 entered into between the Company and Five Star Holdings
“Shareholder(s)”	the shareholder(s) of the Company
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

By order of the Board
Huitongda Network Co., Ltd.
WANG Jianguo
Chairman

Nanjing, the PRC
March 27, 2024

As at the date of this announcement, the Board comprises the Chairman and non-executive Director, namely Mr. Wang Jianguo; the executive Directors, namely Mr. Xu Xiuxian, Mr. Zhao Liangsheng and Mr. Sun Chao; the non-executive Directors, namely Mr. Cai Zhongqiu and Mr. Wang Ran; and the independent non-executive Directors, namely Ms. Yu Lixin, Mr. Liu Xiangdong and Mr. Diao Yang.