



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)

To the Independent Shareholders

Dear Sir or Madam,

25 OCT 2024

CONTINUING CONNECTED TRANSACTIONS

We refer to the circular of Chengdu SIWI Science and Technology Company Limited dated 25 October 2024 (the “Circular”), of which this letter forms part. Unless the context otherwise requires, terms defined in the Circular shall have the same meanings when used in this letter.

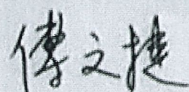
We have been appointed as members of the Independent Board Committee to consider and to advise the Independent Shareholders, amongst other things, whether the 2024 Optical Cable and Electric Cable Component Manufacturing Framework Agreement, the proposed annual caps and the transactions contemplated thereunder are fair and reasonable, on normal commercial terms and are in the interests of the Company and the Shareholders as a whole.

Gram Capital has been appointed as the Independent Financial Adviser to make recommendations to the Independent Board Committee and the Independent Shareholders on the 2024 Optical Cable and Electric Cable Component Manufacturing Framework Agreement, the proposed annual caps and the transactions contemplated thereunder.

We wish to draw your attention to the letter from the Board set out on pages 4 to 19 of the Circular which contains, among others, information about the Continuing Connected Transactions and the proposed annual caps, the letter of advice from the Independent Financial Adviser set out on pages 22 to 37 of the Circular which contains its advice in respect of the Continuing Connected Transactions and the proposed annual caps.

Having taken into account the advice from the Independent Financial Adviser, we consider the terms of the 2024 Optical Cable and Electric Cable Component Manufacturing Framework Agreement and the proposed annual caps are fair and reasonable, in the ordinary and usual course of business of the Group, on normal commercial terms and in the interests of the Company and the Shareholders as a whole so far as the Independent Shareholders are concerned. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the Continuing Connected Transactions and the proposed annual caps.

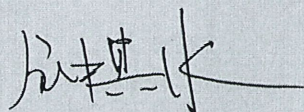
Yours faithfully,
for and on behalf of the
Independent Board Committee



Ms. Fu Wenjie Mr. Zhong Qishui Mr. Xue Shujin
Independent Non-executive Directors

Having taken into account the advice from the Independent Financial Adviser, we consider the terms of the 2024 Optical Cable and Electric Cable Component Manufacturing Framework Agreement and the proposed annual caps are fair and reasonable, in the ordinary and usual course of business of the Group, on normal commercial terms and in the interests of the Company and the Shareholders as a whole so far as the Independent Shareholders are concerned. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the Continuing Connected Transactions and the proposed annual caps.

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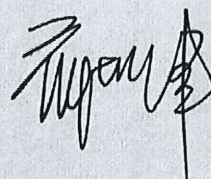


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Yours faithfully,
for and on behalf of the
Independent Board Committee

Ms. Fu Wenjie Mr. Zhong Qishui Mr. Xue Shujin
Independent Non-executive Directors

A handwritten signature in black ink, appearing to be 'Xue Shujin', with a stylized flourish at the end.