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TRANSTECH OPTELECOM SCIENCE HOLDINGS LIMITED

高科橋光導科技股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9963)

CONNECTED TRANSACTION IN RELATION TO THE OPTICAL FIBRE PREFORMS FRAMEWORK PURCHASE AGREEMENT

FRAMEWORK PURCHASE AGREEMENT

The Board announces that Transtech and Tianjin Yinhu entered into the Framework Purchase Agreement on 16 January 2026, pursuant to which Transtech has agreed to purchase, and Tianjin Yinhu has agreed to sell, optical fibre preforms within the Annual Cap, subject to the terms of the Framework Purchase Agreement.

LISTING RULES IMPLICATIONS

As at the date of the Framework Purchase Agreement, Tianjin Yinhu is a company established in the PRC. As Tianjin Yinhu is owned more than 30% by Futong China which is one of our controlling shareholders. Hence, Tianjin Yinhu is a connected person of the Company. Accordingly, the transactions contemplated under the Framework Purchase Agreement constitute connected transactions for the Company under Chapter 14A of the Listing Rules.

Given that the highest applicable percentage ratios as defined under Rule 14.07 of the Listing Rules in respect of the Annual Cap for purpose of the Framework Purchase Agreement is more than 0.1% and less than 5%, the transactions contemplated thereunder shall constitute a one-off connected transaction for the Company and is subject to the announcement requirement but are exempt from circular and shareholders' approval requirements under Chapter 14A of the Listing Rules.

INTRODUCTION

The Board announces that Transtech and Tianjin Yinhu entered into the Framework Purchase Agreement on 16 January 2026, pursuant to which Transtech has agreed to purchase, and Tianjin Yinhu has agreed to sell, optical fibre preforms within the Annual Cap, subject to the terms of the Framework Purchase Agreement.

FRAMEWORK PURCHASE AGREEMENT

Principal terms of the Framework Purchase Agreement are set out below:

Date: 16 January 2026

Parties: (i) Transtech (as purchaser), a wholly-owned subsidiary of the Company; and

(ii) Yinhu Optical Fiber (Tianjin) Co., Ltd. (as vendor).

Tianjin Yinhu is a company established in the PRC. As Tianjin Yinhu is owned more than 30% by Futong China which is one of our controlling shareholders. Hence, Tianjin Yinhu is a connected person of the Company.

Period: Commencing on 16 January 2026 to 31 December 2026

Subject matter: Purchase of optical fibre preforms

Pricing basis: The purchase price of optical fibre preforms will be set out in separate purchase order in respect of each transaction under the Framework Purchase Agreement. The purchase price of optical fibre preforms for each purchase order shall be determined with reference to, including but not limited to:

(a) the prevailing market price of optical fibre preforms of comparable quality, specifications and quantities and applicable foreign exchange rates (the “**Prevailing Market Terms**”) based on market information collected by the Group’s sales and technical departments from time to time; and

(b) where applicable, the terms agreed with the Group's Independent Third Party suppliers for products of comparable quality, specifications and quantities and applicable foreign exchange rates in recent transactions (the “**Independent Product Pricing Terms**”).

Whenever the Group intends to purchase optical fibre preforms pursuant to the Framework Purchase Agreement, the Group will determine if the prices offered by Tianjin Yinhu in respect of the optical fibres preforms are in accordance with the above pricing policy and are comparable to or not less favourable than price offered by Independent Third Party suppliers. Transtech will determine the respective purchase orders under the Framework Purchase Agreement by comparing against the Prevailing Market Terms or Independent Product Pricing Terms by considering two comparable transactions with independent suppliers, depending on the availability of such information at the relevant time, and report to the senior management accordingly (Note 1).

Further, if there are no comparable quotations and transactions for the proposed purchases, the Group will seek to obtain the market information through various channels (such as industry-related websites, other public domains or independent third-party industry consultant), where applicable (Note 2).

The price and the terms of the purchase order shall be agreed after arm's length negotiation between Transtech and Tianjin Yinhu based on normal commercial terms, and in any event shall be no less favourable to Transtech than that offered by Independent Third Parties.

Payment term: On the basis of the credit terms Transtech normally settles to other suppliers, Tianjin Yinhu is required to be paid 100% within 90 days of the total invoice amount after delivery of goods.

Notes:

- 1. As part of the internal requirement, the relevant procurement personnel and/or the director-in-charge of Transtech will review the purchase order to Tianjin Yinhu and compare it against two comparable transactions with independent suppliers of the Group. The historical price of comparable transactions will be taken into account. As such, the terms offered to Transtech under the Framework Purchase Agreement by Tianjin Yinhu will be comparable or no less favourable to the issuer than those offered to independent suppliers..*
- 2. For this purpose, the Company will also consider information available from the industry-related websites, where applicable, such as the prevailing optical fibre preforms price indices as quoted from time to time on relevant industry websites, such as the CRU Group (www.crugroup.com) for USD prices of optical fibres preforms, where applicable.*

Proposed annual cap

The Annual Cap in respect of the transactions contemplated under the Framework Purchase Agreement for the year ending 31 December 2026 is HK\$9.8 million which is determined taking into account the following major factors and assumptions:

1. the production capacity of Transtech;
2. the demand of Transtech for optical fibre preforms based on the latest production plan;
3. the business growth of Transtech, taking into account estimated future demand of its customers based on the outlook of the optical communication industry;
4. the pricing basis as set out above; and
5. the expected supply trend of optical fibre preforms in the market during the year ending 31 December 2026.

REASONS AND BENEFITS FOR THE CONNECTED TRANSACTIONS

The Group is principally engaged in manufacturing and sale of optical fibre in Hong Kong and optical fibre cable, optical cable cores and related products in Thailand with various standard specifications that are widely used in the telecommunications industry.

The Directors consider the purchase of optical fibre preforms from Tianjin Yinhu will enable the Group to benefit from such market opportunities and are in line with the Group's business strategy in the following manner:

- The Group has close relationship with Tianjin Yinhu providing ideal basis of negotiation on better commercial terms;
- Tianjin Yinhu owns goodwill of high quality of products with reasonable selling prices compared with the other suppliers in PRC market;
- Tianjin Yinhu provides a steady and reliable source of raw material to Transtech throughout the contract period along with the increasing demand of optical fibre preforms in the market; and
- Transtech's last optical fibre preforms supplier is a Japanese company which stopped its supply because of no surplus capacity. On the other hand, Tianjin Yinhu also possesses the same style of manufacturing equipment and technology to provide product perfectly aligning with Transtech's equipment and production processes.

The Directors (including the independent non-executive Directors) consider that the terms of the Framework Purchase Agreement are on normal commercial terms or better and in the ordinary and usual course of business of the Group, the terms of the Framework Purchase Agreement (including the expected Annual Cap for the transactions contemplated thereunder) were reached after arm's length negotiation between Transtech and Tianjin Yinhu, which are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

As at the date of this announcement, Ms. Sheng Lingfei, the executive Director of the Board, is a staff of Futong China. As such, Ms. Sheng abstained from voting on the relevant board resolutions approving the Framework Purchase Agreement and the transactions contemplated thereunder.

Save as disclosed above, none of the Directors has a material interest in the Framework Purchase Agreement and none of them is required to abstain from voting in respect of the relevant board resolutions.

GENERAL

The Group is principally engaged in manufacturing and sales of optical fibre and optical fibre cables with various standard specifications that are widely used in the telecommunications industry. Transtech is a wholly-owned subsidiary of the Group principally engaged in the manufacturing and sales of optical fibres, and its production facilities are located in Hong Kong.

According to Tianjin Yinhu, it was established in the PRC and it is principally engaged in manufacturing and sales of optical fiber preform and other related issues.

LISTING RULES IMPLICATION

Tianjin Yinhu is a company established in the PRC. As Tianjin Yinhu is owned more than 30% by Futong China which is one of our controlling shareholders. Hence, Tianjin Yinhu is a connected person of the Company. Accordingly, the transactions as contemplated under the Framework Purchase Agreement thus constitute connected transactions for the Company under Chapter 14A of the Listing Rules.

Given that the highest applicable percentage ratios as defined under Rule 14.07 of the Listing Rules in respect of the Annual Cap for purpose of the Framework Purchase Agreement is more than 0.1% and less than 5%, the transactions contemplated thereunder shall constitute a one-off connected transaction for the Company and is subject to the announcement requirement but are exempt from circular and shareholders' approval requirements under Chapter 14A of the Listing Rules.

DEFINITIONS

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

“Annual Cap”	the annual cap of HK\$9.8 million for the transactions contemplate under the Framework Purchase Agreement for the year ending 31 December 2026
“Board”	the board of Directors
“BVI”	British Virgin Islands
“Company”	Transtech Optelecom Science Holdings Limited (高科橋光導科技股份有限公司), an exempted company with limited liability incorporated in the Cayman Islands and its shares were listed on the Main Board of the Stock Exchange (stock code: 9963)
“Director(s)”	the director(s) of the Company
“Framework Purchase Agreement”	the optical fibre preforms framework purchase agreement entered into between Transtech and Tianjin Yinhu on 16 January 2026
“Futong China”	Futong Group Co., Ltd. (富通集團有限公司), a company incorporated in the PRC and one of the Company’s Controlling Shareholders
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollar, the lawful currency of Hong Kong
“Independent Third Parties”	individuals or a companies who or which are not connected with any Directors, chief executive or substantial shareholders of the Company, its subsidiaries or any of their respective associates
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“PRC”	the People’s Republic of China, excluding, for the purpose of this announcement, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tianjin Yinhu”	Yinhu Optical Fiber (Tianjin) Co., Ltd. (銀湖光纖(天津)有限公司), a company established in the PRC of which Futong China is the controlling shareholder.
“Transtech”	Transtech Optical Communication Company Limited (高科橋光通信有限公司), a company incorporated in the BVI and a wholly-owned subsidiary of the Company

In this announcement, the terms “connected person”, “controlling shareholder”, “percentage ratios” and “subsidiary” have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

By order of the Board
Transtech Optelecom Science Holdings Limited
Mr. He Xingfu
Chairman

Hong Kong, 16 January 2026

As at the date of this announcement, the executive Directors of the Company are Mr. He Xingfu, Mr. Ren Guodong, Mr. Xu Jinjie and Ms. Sheng Lingfei and the independent non-executive Directors of the Company are Mr. Li Wei, Mr. Leong Chew Kuan, and Mr. Lau Siu Hang.