

Edgar Filing: SCI SYSTEMS INC - Form 425

SCI SYSTEMS INC  
Form 425  
November 28, 2001

[SANMINA-SCI LOGO]

Filed by Sanmina Corporation  
Pursuant to rule 425 under the  
Securities Act of 1933 and Deemed filed pursuant to  
Rule 14a-12 of the Securities Exchange Act of 1934  
Subject Company: SCI Systems, Inc.  
Commission File No.: 0-2251

GLOBAL ELECTRONICS MANUFACTURING

[SANMINA-SCI LOGO]

SAFE HARBOR STATEMENT

The foregoing contains certain forward-looking statements that involve risks and uncertainties, including uncertainties associated with economic conditions in the electronics industry, changes in customer requirements and in the volume of sales to principal customers, the ability of the company to obtain product components, assimilate acquired businesses and to achieve the anticipated benefits of such acquisitions, and competition and technological change. For a more detailed discussion of these and other factors, please refer to our most recent filings with the Securities Exchange Commission.

Shareholders of both companies should also carefully review the joint proxy statement/prospectus relating to the transaction which will be filed with the Securities and Exchange Commission. The joint proxy statement/prospectus will, when filed, be available at the SEC's website ([www.sec.gov](http://www.sec.gov)) and at the investor relations sections of Sanmina's and SCI's websites.

[SANMINA-SCI LOGO]

CLOSING DATE

DECEMBER 6, 2001

[SANMINA-SCI LOGO]

NEW COMPANY NAME

SANMINA-SCI

[SANMINA-SCI LOGO]

"CAPABILITIES  
AND  
MARKET OPPORTUNITIES"

[SANMINA-SCI LOGO]

TOTAL MANUFACTURING SOLUTION

[PHOTO]

ENGINEERING

[PHOTO]

END-TO-END SOLUTION

- 500+ DESIGN ENGINEERS
- 1,600+ MANUFACTURING AND TEST ENGINEERS
- GLOBAL DESIGN CENTERS
- ASIC TO FINAL SYSTEM DESIGN

ONE OF THE STRONGEST DESIGN AND  
ENGINEERING ORGANIZATIONS IN THE EMS INDUSTRY

[SANMINA-SCI LOGO]

TOTAL MANUFACTURING SOLUTION

END-TO-END SOLUTION

[PHOTO]

[PHOTO]

CIRCUIT FABRICATION

GLOBAL TECHNOLOGY LEADER

[SANMINA-SCI LOGO]

TOTAL MANUFACTURING SOLUTION

END-TO-END SOLUTION

[PHOTO]

[PHOTO]

CIRCUIT BOARD ASSEMBLY

GLOBAL TECHNOLOGY LEADER AND ONE OF THE LARGEST  
IN TERMS OF CAPACITY

[SANMINA-SCI LOGO]

TOTAL MANUFACTURING SOLUTION

GLOBAL TECHNOLOGY LEADER

END-TO-END SOLUTION

[PHOTO]

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[PHOTO]

BACKPLANE ASSEMBLY

[SANMINA-SCI LOGO]

TOTAL MANUFACTURING SOLUTION

END-TO-END SOLUTION

[PHOTO]

[PHOTO]

RF/OPTICAL CABLE ASSEMBLY

FOCUSED ON CRITICAL TECHNOLOGIES

[SANMINA-SCI LOGO]

TOTAL MANUFACTURING SOLUTION

END-TO-END SOLUTION

[PHOTO]

[PHOTO]

ENCLOSURE SYSTEMS

GLOBAL TECHNOLOGY LEADER AND  
POSITIONED TO BECOME ONE OF THE  
LARGEST IN TERMS OF CAPACITY

[SANMINA-SCI LOGO]

TOTAL MANUFACTURING SOLUTION

END-TO-END SOLUTION

[PHOTO]

[PHOTO]

SUBSYSTEM ASSEMBLY

LEVERAGE OUR CORE COMPETENCY STRENGTHS

[SANMINA-SCI LOGO]

TOTAL MANUFACTURING SOLUTION

END-TO-END SOLUTION

[PHOTO]

[PHOTO]

GLOBAL ORDER FULFILLMENT

[SANMINA-SCI LOGO]

SANMINA-SCI COMPETITIVE EDGE

- Unsurpassed End-to-End Solution Capabilities
- Leading Technology
- Global Order Fulfillment
- Culture - Serviced Based Organization
- Diversified Customer Base in High Growth Sectors
- Increased Scale and Financial Strength Position Company for Accelerated Growth

MERGER CREATES PREMIER EMS COMPANY

[SANMINA-SCI LOGO]

GLOBAL FOOTPRINT

[WORLD MAP]

BELGIUM  
FINLAND  
FRANCE  
GERMANY  
HUNGARY  
IRELAND  
SCOTLAND  
SPAIN  
SWEDEN  
THE NETHERLANDS  
UNITED KINGDOM

CANADA  
MEXICO  
UNITED STATES

BRAZIL

AUSTRALIA  
ISRAEL  
REPUBLIC OF SINGAPORE  
THAILAND

CHINA  
JAPAN  
MALAYSIA

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TAIWAN

23 COUNTRIES

[SANMINA-SCI LOGO]

SANMINA-SCI DIVERSIFIED CUSTOMER BASE  
IN HIGH GROWTH SECTORS

[PIE CHARTS]

SCI

High End  
Computing  
18%

Multimedia  
11%

PCs  
33%

Medical/Aerospace/Other  
8%

Communications  
31%

SANMINA

High End  
Computing  
14%

Industrial &  
Medical Instruments  
14%

Communications  
72%

SANMINA-SCI

High End  
Computing  
17%

Multimedia  
7%

PCs  
22%

Industrial/Medical/Aerospace  
Other  
10%

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Communications  
44%

LTM Based on September 2001

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## SANMINA-SCI TOTAL SOLUTION

- Leading Edge Technology
- Dedicated Supply Chain Management
- Global Advanced Engineering Support
- Global Flexible Manufacturing Capabilities
- Lower Product Cost

"END-TO-END SOLUTION"

[SANMINA-SCI LOGO]

## SANMINA-SCI FINANCIALS

[SANMINA-SCI LOGO]

### SANMINA-SCI FINANCIAL OVERVIEW HISTORICAL NET SALES (\$ MILLIONS)

[BAR GRAPH]

1998	1999	2000	2001
8,575	9,199	12,946	12,513

Based on September year end

[SANMINA-SCI LOGO]

### SANMINA-SCI FINANCIAL OVERVIEW SALES TREND - LAST 4 QUARTERS (\$ MILLIONS)

[BAR GRAPH]

4,081	3,208	2,851	2,373
Q1'01	Q2'01	Q3'01	Q4'01

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[SANMINA-SCI LOGO]

## SANMINA-SCI FINANCIAL OVERVIEW NET INCOME TREND - LAST 4 QUARTERS (\$ THOUSANDS)

[BAR GRAPH]

Q1'01	Q2'01	Q3'01	Q4'01
166,700	148,700	62,460	17,800

[SANMINA-SCI LOGO]

## SANMINA-SCI FINANCIAL OVERVIEW

Strong Combined Balance Sheet Enhances  
Ability to Lead Industry Consolidation

Pro Forma Balance Sheet Items (9/29/01)

Cash and Investments	\$1,442
Total Debt	\$2,940
Stockholders Equity	\$6,203
Total Capitalization	\$9,143
Net Debt to Total Capitalization	16.8%
Total Debt to Total Capitalization	32.9%

FINANCIALLY STRONG FOR FUTURE GROWTH

[SANMINA-SCI LOGO]

## HOW SANMINA/SCI COMPARES MERGER CREATES PREMIER EMS COMPANY (\$ in Millions)

[BAR GRAPH]

ENTERPRISE VALUE AS OF 11/14/01

Sanmina/SCI	CLS	FLEX	JBL	SLR
10,776	9,045	12,905	5,285	13,986

[BAR GRAPH]

REVENUE

Sanmina/SCI	CLS	FLEX	JBL	SLR
12,532	11,004	12,709	4,331	20,736

[BAR GRAPH]

EBITDA

Sanmina/SCI	CLS	FLEX	JBL	SLR
1,014	572	771	319	1,162

[BAR GRAPH]

EBITDA Margin

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Sanmina/SCI	CLS	FLEX	JBL	SLR
8.9%	5.4%	5.8%	8.0%	5.8%

Last twelve month estimate based on September

[SANMINA-SCI LOGO]

STRATEGY FOR CONTINUED GROWTH

[SANMINA-SCI LOGO]

SANMINA'S FOCUSED GROWTH STRATEGY

- Capitalize on Core Competencies
- Target High Growth Customer Markets
- Expand Customer Partnerships
- Enhance Manufacturing Capabilities
- Broaden Geographic Presence

[SANMINA-SCI LOGO]

MARKET OPPORTUNITY

[SANMINA-SCI LOGO]

MARKET OPPORTUNITY  
(\$ BILLIONS)

[BAR GRAPH]

2000	2001	2002	2003	2004	2005
106.1	103.7	133.1	177.4	231.6	288.1

Source: Technology Forecasters, Inc. October 2001

[SANMINA-SCI LOGO]

FOCUS ON HIGH GROWTH SECTORS

[PIE CHART]

INDUSTRIAL/MEDICAL/  
& AEROSPACE  
10%-15%



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PC COMPUTING  
15%-20%

MULTIMEDIA  
5%-10%

HIGH-END COMPUTING  
20%-25%

COMMUNICATIONS  
40%-45%

FUTURE END MARKET SEGMENTS

[SANMINA-SCI LOGO]

BUILDING STRONG,  
LONG TERM CUSTOMER  
RELATIONSHIPS

[SANMINA-SCI LOGO]

LEADER IN COMMUNICATIONS  
(40% - 45%)

[TELLABS LOGO]

[ALCATEL LOGO]

[CIENA LOGO]

[NORTEL LOGO]

[NOKIA LOGO]

[LUCENT LOGO]

[AT&T LOGO]

[CISCO LOGO]

[SIEMENS LOGO]

[JUNIPER LOGO]

[ERICSSON LOGO]

[FUJITSU LOGO]

[HARRIS LOGO]

[MOTOROLA LOGO]

[SANMINA-SCI LOGO]

LEADER IN INDUSTRIAL/MEDICAL/AEROSPACE

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(10%-15%)

[APPLIED MATERIALS LOGO]

[GE MEDICAL SYSTEMS LOGO]

[BOEING LOGO]

[HONEYWELL LOGO]

[SIEMENS LOGO]

[TEXAS INSTRUMENTS LOGO]

[BOSTON SCIENTIFIC LOGO]

[ROCHE LOGO]

[KLA TENCOR LOGO]

[AGILENT TECHNOLOGIES LOGO]

[SANMINA-SCI LOGO]

LEADER IN HIGH-END COMPUTING  
(20%-25%)

[SUN MICROSYSTEMS LOGO]

[IBM LOGO]

[HEWLETT PACKARD LOGO]

[EMC2 LOGO]

[DELL LOGO]

[COMPAQ LOGO]

[SANMINA-SCI LOGO]

LEADER IN PC COMPUTING  
(15%-20%)

[IBM LOGO]

[HEWLETT PACKARD LOGO]

[DELL LOGO]

[COMPAQ LOGO]

[INTEL LOGO]

[SANMINA-SCI LOGO]

LEADERS IN MULTIMEDIA

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(5%-10%)

[NOKIA LOGO]

[PACE LOGO]

[PHILLIPS LOGO]

[SONY LOGO]

[ECHOSTAR LOGO]

[SANMINA-SCI LOGO]

STRATEGIC BENEFITS OF MERGER

[SANMINA-SCI LOGO]

STRATEGIC BENEFITS OF MERGER

- Creates a Full Portfolio of Services with Leadership Position in One EMS Company
- Increases Global Footprint and Customer Presence
- Well Diversified Company
- Creates a More Competitive Company Because of the Vertical Integration and Low-Cost Global Manufacturing Sites

[SANMINA-SCI LOGO]

STRATEGIC BENEFITS OF MERGER

- Strong Balance Sheet
- Scale Bringing Greater Credibility with Customers for New Business
- Ability to Offer Cross-Selling Opportunities
- Combined Companies Have Stronger Growth Rate Potential

"END-TO-END SOLUTION"

[SANMINA-SCI LOGO]

WHY INVEST IN SANMINA-SCI?

- Trends Toward Outsourcing

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- Total Manufacturing Solution Capabilities
- Diverse Customer Base of Industry Leaders
- Positioned to Deliver Industry Leading Financial Results
- Strong Management Team with Focused Strategy

PROFITABLE GROWTH POTENTIAL

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