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Huaqin Co., Ltd.
華勤技術股份有限公司

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

(Stock code: 3296)

**DISCLOSEABLE TRANSACTION
IN RELATION TO THE PROPOSED ACQUISITION OF MINORITY
INTEREST IN NEXCHIP SEMICONDUCTOR**

INTRODUCTION

On April 28, 2026, the Company and its subsidiary, Hefei Qinhe entered into a Share Transfer Agreement with Powerchip Innovation, pursuant to which Hefei Qinhe conditionally agreed to purchase, and Powerchip Innovation conditionally agreed to sell, 100,379,585 Target Shares, representing approximately 5.0% in the total issued share capital of Nexchip Semiconductor as at the date of this announcement, at a total cash consideration of RMB2,651,024,839.85 (representing RMB26.41 per Target Share).

IMPLICATIONS UNDER THE HONG KONG LISTING RULES

Pursuant to Rule 14.22 of the Listing Rules, a series of transactions are required to be aggregated and treated as if they were a single transaction, provided that they are all completed within a 12-month period or otherwise related. The Group completed an acquisition of approximately 6.0% interest in the total issued share capital of the Target Company in July 2025. Accordingly, the Proposed Acquisition shall be aggregated with such Previous Acquisition pursuant to Rule 14.22 of the Listing Rules.

Accordingly, as one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Proposed Acquisition (on an aggregated basis) exceed 5% but are all less than 25%, the Proposed Acquisition (on an aggregated basis) constitutes a discloseable transaction of the Company and are subject to the reporting and announcement requirements but exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

As the completion of the Proposed Acquisition is subject to the fulfilment of certain conditions precedent under the Share Transfer Agreement, the Proposed Acquisition may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

INTRODUCTION

On April 28, 2026, the Company and its subsidiary, Hefei Qinhe entered into a Share Transfer Agreement with Powerchip Innovation, pursuant to which Hefei Qinhe conditionally agreed to purchase, and Powerchip Innovation conditionally agreed to sell, 100,379,585 Target Shares, representing approximately 5.0% in the total issued share capital of Nexchip Semiconductor as at the date of this announcement, at a total cash consideration of RMB2,651,024,839.85 (representing RMB26.41 per Target Share).

SHARE TRANSFER AGREEMENT

The principal terms of the Share Transfer Agreement are summarized as follows:

- Date:** April 28, 2026
- Parties:**
- (1) The Company
 - (2) Hefei Qinhe (a subsidiary of the Company) (as the Purchaser)
 - (3) Powerchip Innovation (as the Vendor)
- Subject matter:** Pursuant to the Share Transfer Agreement, Hefei Qinhe conditionally agreed to purchase, and Powerchip Innovation conditionally agreed to sell, 100,379,585 Target Shares, representing approximately 5.0% in the total issued share capital of Nexchip Semiconductor as at the date of this announcement.
- Consideration and payment terms:** The total consideration for the Proposed Acquisition of the Target Shares by the Group is RMB2,651,024,839.85 (representing RMB26.41 per Target Share).

The total consideration shall be payable by the Purchaser in accordance with the following payment arrangement:

- (a) within five business days from the date of execution of the Share Transfer Agreement, the Purchaser shall pay 30% of the consideration (i.e., RMB795,307,451.95) to a jointly managed account as designated by the Vendor;
- (b) within five business days from the date on which the Target Shares have been transferred to the account of the Purchaser and the Securities Transfer Registration Confirmation (證券過戶登記確認書) issued by CSDC has been obtained and the withholding of taxes payable by the Vendor has been completed, the Purchaser shall pay the remaining 70% of the consideration (i.e., RMB1,855,717,387.90) to the Vendor. The actual amount of such instalment payment shall be adjusted accordingly based on the amount of taxes payable by the Vendor withheld and remitted by the Purchaser on the Vendor's behalf.

The total consideration for the Proposed Acquisition will be settled by cash and will be funded by self-owned funds of the Purchaser.

Basis of determination: The consideration for each Target Share is RMB26.41 per share, which is not lower than the lower limit of the price range for block trades of Nexchip Semiconductor's A shares on the date of execution of the Share Transfer Agreement (if such date is not a trading day, then the next trading day).

Completion: Completion of the Proposed Acquisition is subject to, among others, the compliance confirmation by the Shanghai Stock Exchange upon receipt of the relevant application materials by the parties, and the completion of the share transfer registration procedures at the Shanghai branch of CSDC.

Completion of the Proposed Acquisition shall occur on the day when the Securities Transfer Registration Confirmation issued by CSDC is obtained.

Upon completion of the Proposed Acquisition (assuming there is no other change to the share capital of the Target Company between the date of the Share Transfer Agreement and the completion of the Proposed Acquisition), the Group will hold approximately 11.0% in the total issued share capital of the Target Company.

INFORMATION ON THE TARGET COMPANY

Nexchip Semiconductor is a joint stock company established in the PRC with limited liability, with its A shares listed on the STAR Market of the Shanghai Stock Exchange (stock code: 688249). Nexchip Semiconductor is a pure-play foundry specializing in 12-inch wafer manufacturing, operating at a critical juncture of the global semiconductor value chain.

Based on A-share disclosures made by Nexchip Semiconductor and publicly available information available to the Company, the financial information of Nexchip Semiconductor prepared in accordance with the China Accounting Standards is as follows:

	For the year ended December 31,		For the three months ended
	2024	2025	March 31,
	<i>(RMB '000)</i>		2026
Revenue	9,249,252.35	10,885,449.27	2,911,975.31
Profit before taxation	482,459.40	466,694.44	28,572,350.48
Profit after taxation	482,196.35	466,498.37	28,516,445.99
Net profit attributable to shareholders of the parent company	532,840.61	704,204.45	50,658,636.53
	As of December 31,		As of March 31,
	2024	2025	2026
	<i>(RMB '000)</i>		
Total assets	50,398,579.44	53,297,969.30	54,705,928.89
Total liabilities	24,309,611.96	25,210,280.50	24,946,728.83
Net assets attributable to the shareholders of the parent company	20,870,311.00	21,768,532.12	21,920,980.62

INFORMATION ON THE PARTIES

The Company

The Company is a joint stock company incorporated in the PRC with limited liability, with its A Shares listed on the Main Board of the Shanghai Stock Exchange (stock code: 603296) and H Shares listed on the Main Board of the Hong Kong Stock Exchange (stock code: 3296).

The Group is a smart product platform with over 20 years of expertise in smart products that integrate core technologies including AI, IoT, big data and communication technologies and incorporate intelligent functions.

Hefei Qinhe

Hefei Qinhe is a wholly-owned subsidiary of the Company. It is principally engaged in, among others, manufacturing and sales of electronic devices, technical services and technical consultancy services.

Powerchip Innovation

Powerchip Innovation is a limited liability company incorporated in Taiwan, China. It is principally engaged in equity investment. The shareholding structure of Powerchip Innovation is dispersed. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the largest shareholder of Powerchip Innovation is Mr. Huang Chung-Jen (黃崇仁) holding approximately 4.75% therein.

As of March 31, 2026, Powerchip Innovation held approximately 13.07% interest in the total issued share capital of the Target Company. Upon completion of the Proposed Acquisition (and assuming there is no other change to the share capital of the Target Company or any other share transfer completed by the Vendor between the date of the Share Transfer Agreement and the completion of the Proposed Acquisition), Powerchip Innovation will hold approximately 8.07% interest in the total issued share capital of the Target Company.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Vendor and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

REASONS FOR AND BENEFITS OF THE PROPOSED ACQUISITION

The Proposed Acquisition shows the Group's confidence in the future development prospects of Nexchip Semiconductor and its recognition of the long-term investment value thereof. Through the Proposed Acquisition and the Group's commitment to hold the shares in Nexchip Semiconductor over the long term, the Group intends to deepen the integration of resources and synergies across the upstream and downstream of the industry chain, and to seize this opportunity to make key strategic investment arrangements, further exploring the possibilities of cooperation among all parties in industrial investment and various other business activities and projects, so as to enhance the Group's overall competitiveness and market position.

The consideration of the Proposed Acquisition will be funded by the self-owned funds of the Purchaser, which is a wholly-owned subsidiary of the Company, and will not have any material adverse impact on the financial condition and operations of the Group as a whole.

The Board is of the view that the terms of the Share Transfer Agreement and the transactions contemplated thereunder are fair and reasonable and are in the interest of the Company and its Shareholders as a whole.

IMPLICATIONS UNDER THE HONG KONG LISTING RULES

Pursuant to Rule 14.22 of the Listing Rules, a series of transactions are required to be aggregated and treated as if they were a single transaction, provided that they are all completed within a 12-month period or otherwise related. The Group completed an acquisition of approximately 6.0% interest in the total issued share capital of the Target Company in July 2025. Accordingly, the Proposed Acquisition shall be aggregated with such Previous Acquisition pursuant to Rule 14.22 of the Listing Rules.

Accordingly, as one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Proposed Acquisition (on an aggregated basis) exceed 5% but are all less than 25%, the Proposed Acquisition (on an aggregated basis) constitutes a discloseable transaction of the Company and are subject to the reporting and announcement requirements but exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

As the completion of the Proposed Acquisition is subject to the fulfilment of certain conditions precedent under the Share Transfer Agreement, the Proposed Acquisition may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

Unless the context otherwise requires, the terms used in this announcement shall have the following meanings:

“A Share(s)”	ordinary shares issued by our Company, with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in RMB
“Board”	the board of directors of the Company
“Company”	Huaqin Co., Ltd. (華勤技術股份有限公司), a joint stock company with limited liability established under the laws of the PRC, the A Shares of which have been listed on the Main Board of the Shanghai Stock Exchange (stock code: 603296) and the H Shares of which have been listed on the Main Board of the Hong Kong Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“CSDC”	China Securities Depository and Clearing Corporation (中國證券登記結算有限責任公司)
“Directors”	the directors of the Company

“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign shares in our ordinary share capital with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange and traded in HKD
“Hefei Qinhe” or the “Purchaser”	Hefei Qinhe Electronic Technology Co., Ltd. (合肥勤合電子科技有限公 司), a company established in the PRC with limited liability and a wholly-owned subsidiary of the Company
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Nexchip Semiconductor” or the “Target Company”	Nexchip Semiconductor Corporation (合肥晶合集成電路股份有限公 司), a joint stock company established in the PRC with limited liability, the A Shares of which have been listed on the STAR Market of the Shanghai Stock Exchange (stock code: 688249)
“PRC” or “China”	the People’s Republic of China (中華人民共和國), which excludes, except where the context requires, for the purpose of this announcement and for geographical reference only, Hong Kong, Macau Special Administrative Region of the PRC and Taiwan, China
“Previous Acquisition”	the acquisition of approximately 6.0% interest in the total issued share capital of the Target Company, which was completed in July 2025
“Proposed Acquisition”	the proposed acquisition of the Target Shares in the Target Company by the Purchaser from the Vendor pursuant to the terms and conditions of the Share Transfer Agreement
“RMB”	Renminbi, the lawful currency of the PRC
“Shanghai Stock Exchange” or the “SSE”	The Shanghai Stock Exchange
“Share Transfer Agreement”	the share transfer agreement dated April 28, 2026 entered into between the Company, the Purchaser and the Vendor in respect of the Proposed Acquisition
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Share(s)”	100,379,585 Target Shares, representing approximately 5.0% in the total issued share capital of Nexchip Semiconductor as at the date of this announcement

“Vendor” or “Powerchip Innovation” Powerchip Innovation Investment Holdings Co., Ltd. (力晶創新投資控股股份有限公司), a limited liability company incorporated in Taiwan, China and the vendor of the Target Shares under the Share Transfer Agreement

“%” per cent

For ease of reference, the names of the Chinese laws and regulations, government authorities, institutions, natural persons or other entities have been included in this announcement in both the Chinese and English languages. In the event of any inconsistency, the Chinese name shall prevail.

By order of the Board
Huaqin Co., Ltd.
QIU Wensheng
Chairman of the Board and Executive Director

Hong Kong, April 28, 2026

As at the date of this announcement, Directors of the Company are: (i) Mr. Qiu Wensheng, Mr. Cui Guopeng, Mr. Wu Zhenhai, Ms. Chen Xiaorong, Ms. Xi Pinghua and Mr. Deng Zhiguo as executive Directors; and (ii) Mr. Hu Saixiong, Mr. Huang Zhiguo and Dr. Yu Fang as independent non-executive Directors.