

关于安世荷兰相关事宜的告知函

Notice Regarding Nexperia Matters

敬启者：

To Whom It May Concern:

闻泰科技股份有限公司（以下简称“闻泰科技”）及其 100%控制的裕成控股有限公司（“裕成控股”）系 Nexperia B.V.及 Nexperia Holding B.V.（合称“安世荷兰”）的 100%控股股东。然而，由于荷兰政府及司法机构近期的不当干预，闻泰科技自 2025 年 10 月 1 日起无法对安世荷兰及其中国境外子公司实施有效控制，亦无法参与其任何经营管理决策。因此，闻泰科技特此致函贵司，告知相关情况，望贵司审慎处理与安世荷兰及其中国境外子公司相关事宜。

Wingtech Technology Co., Ltd. (“**Wingtech**”) and its 100% controlled subsidiary Yuching Holding Limited (“**Yuching Holding**”) are the 100% controlling shareholders of Nexperia B.V. and Nexperia Holding B.V. (collectively, “**Nexperia**”). However, due to recent improper interventions by the Dutch government and judicial authority, Wingtech has been unable to exercise effective control over Nexperia and its subsidiaries outside China or participate in any of its management and operational decisions since 1 October 2025. Therefore, Wingtech is writing to inform you of the relevant situation and hopes that your company will handle matters related to Nexperia and its subsidiaries outside China with caution

2025 年 9 月 30 日，荷兰经济事务部依据 1952 年《物资供应法》向安世荷兰发出特别部长令，强行干预其日常经营管理。2025 年 10 月 1 日，在荷兰经济事务部部长协助下，应安世荷兰（仅由部分荷兰管理层代表）的申请，阿姆斯特丹上诉法院企业法庭（以下简称“企业法庭”）作出临时紧急措施决定，裁定暂停张学政先生在安世荷兰担任的董事职务、任命临时非执行董事接管公司治理、将裕成控股所持 Nexperia Holding B.V.的全部股份转移至企业法庭指定托管人等。2025 年 10 月 7 日，企业法庭作出正式决定，临时紧急措施继续得到维持（裕成控股仅保留所持 Nexperia Holding B.V.的 1 股）。至此，安世荷兰由部分管理层（包括 Stefan Tilger、Achim Kempe、Ruben Lichtenberg 等）实际控制。自 2025 年 10 月 1 日起，安世荷兰的一切经营管理行为均未获张学政先生或闻泰科技的知情或同意。

On 30 September 2025, the Dutch Ministry of Economic Affairs issued a special ministerial order to Nexperia based on the 1952 Goods Availability Act, forcibly intervening in Nexperia's daily operations and management. On 1 October 2025, facilitated by the Minister of Economic Affairs and upon the application of Nexperia

(represented solely by certain Dutch management members), the Enterprise Chamber of the Amsterdam Court of Appeal (the “**Enterprise Chamber**”) issued an interim emergency measures decision. This decision suspended Mr. Zhang Xuezheng’s directorship at Nexperia, appointed a provisional non-executive director to take over Nexperia’s governance, and transferred all shares of Nexperia Holding B.V. held by Yuching Holding to a custodian designated by the Enterprise Chamber. On 7 October 2025, the Enterprise Chamber issued a decision, continuing the interim emergency measures (with Yuching Holding retaining only 1 share of Nexperia Holding B.V.). Up to this point, Nexperia has been actually controlled by certain management members (including Stefan Tilger, Achim Kempe, Ruben Lichtenberg, etc.). Since October 1, 2025, all management and operational actions of Nexperia have been taken without the knowledge or consent of Mr. Zhang Xuezheng or Wingtech.

《中华人民共和国对外关系法》第三十七条规定，国家依法采取必要措施，保护中国公民和组织在海外的安全和正当权益，保护国家的海外利益不受威胁和侵害。《中华人民共和国反外国制裁法》（“《反外国制裁法》”）第十二条规定，任何组织和个人均不得执行或者协助执行外国国家对我公民、组织采取的歧视性限制措施。《实施〈反外国制裁法〉的规定》进一步规定，外国国家、组织或者个人通过推动、实施诉讼等手段危害我国主权、安全、发展利益的，国务院有关部门有权决定将参与诉讼和判决执行等活动的上述主体及与其相关的组织、个人列入反制清单，并采取相关反制措施；任何组织和个人均不得执行或者协助执行前款外国国家、组织或者个人推动、实施的诉讼所作出的判决。

Article 37 of the Foreign Relations Law of the People’s Republic of China stipulates that the State shall, in accordance with the law, take necessary measures to protect the safety and legitimate rights and interests of Chinese citizens and organizations abroad, and protect the country’s overseas interests from threats and infringements. Article 12 of the Anti-Foreign Sanctions Law of the People’s Republic of China (“**Anti-Foreign Sanctions Law**”) provides that no organization or individual shall implement or assist in the implementation of discriminatory restrictive measures imposed by foreign countries on Chinese citizens or organizations. The Provisions on the Implementation of the Anti-Foreign Sanctions Law (“**Implementation Provisions of the AFSL**”) further specify that if a foreign country, organization, or individual endangers China’s sovereignty, security, or development interests by promoting or implementing litigation or other means, the relevant departments of the State Council shall have the power to decide to include the aforementioned subjects involved in litigation and judgment enforcement and related organizations and individuals in the countermeasure list and take relevant countermeasures; no organization or individual shall implement or assist in the



implementation of the judgments made in the litigation promoted or implemented by the foreign country, organization, or individual mentioned in the preceding paragraph.

荷兰经济事务部强行干预安世荷兰内部事务的行政决定以及企业法庭剥夺闻泰科技股权的裁决已涉嫌违反《反外国制裁法》及其实施规定的相关规定，中国政府有权采取必要措施，维护中国企业在海外的正当权益，维护中国的发展利益。同时，任何组织或个人执行或协助执行前述行政决定和裁决的，中国政府有权进行约谈、责任改正，采取相应处理措施。

The administrative decision by the Dutch Ministry of Economic Affairs to forcibly intervene in the internal affairs of Nexperia, as well as the Enterprise Chamber's ruling that stripped Wingtech of its equity, appear to violate the Anti-Foreign Sanctions Law and the Implementing Provisions of the AFSL. The Chinese government is entitled to take necessary measures to safeguard the legitimate rights and interests of Chinese enterprises overseas and to protect China's development interests. In addition, the Chinese government is entitled to conduct interviews, require rectification, and take corresponding measures against any organization or individual that enforces or assists in enforcing the above-mentioned administrative decision or ruling.

闻泰科技高度重视与贵司的长期合作关系，并期待与贵司继续保持紧密、透明的沟通，共同应对安世荷兰事件带来的挑战。为此，闻泰科技特函告贵司：

Wingtech highly values its long-term cooperative relationship with your company and looks forward to maintaining close and transparent communication as we work together to address the challenges arising from the Nexperia incident. To this end, Wingtech hereby notifies your company as follows:

一、由于企业法庭的错误裁决，闻泰科技对安世荷兰的控制权自 2025 年 10 月 1 日起被非法剥夺。2025 年 10 月 1 日起至闻泰科技重新取得对安世荷兰控制权期间，安世荷兰及其中国境外子公司处于被安世荷兰部分管理层非法控制的状态。闻泰科技已针对企业法庭的错误裁决向荷兰最高法院提起上诉。

1. As a result of the Enterprise Court's erroneous ruling, Wingtech has been unlawfully deprived its control over Nexperia since 1 October 2025. From that date until Wingtech lawfully restore its control over Nexperia, Nexperia and its subsidiaries outside China are being held under the unauthorised control of certain management members of Nexperia. Wingtech has already filed an appeal to the Dutch Supreme Court against the Enterprise Court's erroneous ruling.

二、2025 年 10 月 1 日起至闻泰科技重新取得对安世荷兰控制权期间，安世荷兰及其中国境外子公司的一切经营管理决定及对外经营活动均未经闻泰科技



同意。因此，在上述期间内，安世荷兰及其中国境外子公司与贵司签订的合同，闻泰科技均不予认可；贵司向安世荷兰及其中国境外子公司履行的义务，闻泰科技不予认可；安世荷兰及其中国境外子公司向贵司支付的款项，闻泰科技不予认可并保留向贵司追索的权利。请贵司审慎评估与安世荷兰及其中国境外子公司的一切交易。

2. From 1 October 2025 until the date on which Wingtech lawfully restore its control over Nexperia, all management and operational decisions and external business activities of Nexperia and its subsidiaries outside China have been made without Wingtech's consent. Therefore, Wingtech does not recognise: (i) any contracts entered into by Nexperia or its subsidiaries outside China with your company during the aforesaid period; (ii) any performance rendered by your company to Nexperia or its subsidiaries outside China within that period; and (iii) any payments made by Nexperia or its subsidiaries outside China to your company within that period, in respect of which Wingtech reserves the right to seek recourse against your company. Please prudently evaluate any and all transactions with Nexperia and its subsidiaries outside China.

三、请贵司不要协助安世荷兰及其中国境外子公司实施任何侵害闻泰科技合法权益的行为，以免引发《反外国制裁法》及其实施规定下的法律责任。闻泰科技亦保留追究任何协助安世荷兰及其中国境外子公司侵害闻泰科技合法权益的任何第三方法律责任的一切权利。

3. Please do not assist Nexperia and its subsidiaries outside China in carrying out any actions that would infringe upon the lawful rights and interests of Wingtech, so as to avoid potential legal liability under the Anti-Foreign Sanctions Law and the Implementing Provisions of the AFSL. Wingtech also reserves all rights to pursue legal liability against any third party that assists Nexperia and its subsidiaries outside China in infringing upon Wingtech's lawful rights and interests.

闻泰科技股份有限公司（公章）

Wingtech Technology Co., Ltd. (Seal)

法定代表人（签字）

Legal Representative (Signature)

2025 年 12 月 3 日

3 December 2025