

证券代码:603002 证券简称:宏昌电子 公告编号:2020-046

宏昌电子材料股份有限公司 2020年第二次临时股东大会决议公告

本公司董事会及全体董事保证本公告内容不存在任何虚假记载、误导性陈述或者重大遗漏,并对其内容的真实性、准确性和完整性承担个别及连带责任。

重要内容提示: ●本次会议是否有决议议案:无

- (一)会议召开和出席情况: 1.股东大会召开时间:2020年6月17日 (二)股东大会召开的地点:广州市黄埔区开创大道728号保利中创孵化楼3楼212室公司会议室 (三)出席会议的普通股股东和恢复表决权的优先股股东及持有股份情况:

Table with 2 columns: Item, Value. Rows include: 1.出席会议的股东和代理人人数: 110; 2.出席会议的股东持有表决权的股份总数(股): 269,118,067; 3.出席会议的股东持有表决权股份数占公司有表决权股份总数的比例(%): 43.8009

(四)表决方式是否符合《公司法》及《公司章程》的规定,大会主持情况等。 本次股东大会采取现场投票与网络投票相结合的方式召开。本次股东大会由公司董事会召集,董事长林瑞荣先生主持,会议的召集和召开程序、出席会议人员的资格、会议的表决方式和程序均符合相关法律法规及《公司章程》的有关规定。

(五)公司董事、监事和董事会秘书的出席情况 1.公司在任董事9人,由9人,以现场结合通讯方式出席,其中董事林瑞荣、刘焕奇、林仁宗、独立董事何霞波、魏朝晖均现场出席会议,董事李金发、江胜宗、林林波、独立董事何志雄均以通讯方式出席会议。

- 2.公司在任监事3人,出席3人,以现场结合通讯方式出席,其中任建军现场出席会议,龚廷华、吴晟以通讯方式出席会议; 3.董事会秘书陈文华出席情况:高管唐志仁列席会议。

(六)议案审议情况 (一)非累积投票议案

1.议案名称:关于公司符合发行股份购买资产并募集配套资金条件的议案

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,847,787, 99.1884, 113,300, 0.8116, 0.0000

2.00关于公司发行股份购买资产并募集配套资金方案的议案-本次交易的总体方案

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,847,787, 99.1884, 99,100, 0.7098, 14,200, 0.0118

2.02议案名称:发行股份购买资产-标的资产的定价依据及交易价格

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,861,987, 99.2901, 99,100, 0.7099, 0, 0.0000

2.03议案名称:发行股份购买资产-支付方式

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,861,987, 99.2901, 99,100, 0.7099, 0, 0.0000

2.04议案名称:发行股份购买资产-发行股份的种类和面值

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,861,987, 99.2901, 99,100, 0.7099, 0, 0.0000

2.05议案名称:发行股份购买资产-发行对象及发行方式

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,861,987, 99.2901, 99,100, 0.7099, 0, 0.0000

2.06议案名称:发行股份购买资产-发行股份的定价基准日、定价原则及发行价格

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,861,987, 99.2901, 99,100, 0.7099, 0, 0.0000

2.07议案名称:发行股份购买资产-发行数量

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,861,987, 99.2901, 99,100, 0.7099, 0, 0.0000

2.08议案名称:发行股份购买资产-发行价格调整机制

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,861,987, 99.2901, 99,100, 0.7099, 0, 0.0000

2.09议案名称:发行股份购买资产-上市地点

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,861,987, 99.2901, 99,100, 0.7099, 0, 0.0000

2.10议案名称:发行股份购买资产-锁定期安排

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,861,987, 99.2901, 99,100, 0.7099, 0, 0.0000

2.11议案名称:发行股份购买资产-过渡期间损益安排

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,861,987, 99.2901, 99,100, 0.7099, 0, 0.0000

2.12议案名称:发行股份购买资产-滚存未分配利润安排

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,861,987, 99.2901, 99,100, 0.7099, 0, 0.0000

2.13议案名称:发行股份购买资产-业绩承诺及补偿安排

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,861,987, 99.2901, 99,100, 0.7099, 0, 0.0000

2.14议案名称:发行股份购买资产-违约责任

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,861,987, 99.2901, 99,100, 0.7099, 0, 0.0000

2.15议案名称:非公开发行股份募集配套资金-本次募集配套资金的金额

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,861,987, 99.2901, 99,100, 0.7099, 0, 0.0000

2.16议案名称:非公开发行股份募集配套资金-发行股份的种类和面值

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,861,987, 99.2901, 99,100, 0.7099, 0, 0.0000

2.17议案名称:非公开发行股份募集配套资金-发行对象及发行方式

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,861,987, 99.2901, 99,100, 0.7099, 0, 0.0000

2.18议案名称:非公开发行股份募集配套资金-发行股份的定价基准日、定价原则及发行价格

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,861,987, 99.2901, 99,100, 0.7099, 0, 0.0000

2.19议案名称:非公开发行股份募集配套资金-发行数量

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,861,987, 99.2901, 99,100, 0.7099, 0, 0.0000

2.20议案名称:非公开发行股份募集配套资金-锁定期安排

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,861,987, 99.2901, 99,100, 0.7099, 0, 0.0000

2.21议案名称:非公开发行股份募集配套资金-募集资金用途

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,861,987, 99.2901, 99,100, 0.7099, 0, 0.0000

2.22议案名称:非公开发行股份募集配套资金-发行股份购买资产与发行股份募集配套资金的关系

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,861,987, 99.2901, 99,100, 0.7099, 0, 0.0000

2.23议案名称:非公开发行股份募集配套资金-滚存未分配利润安排

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,861,987, 99.2901, 99,100, 0.7099, 0, 0.0000

2.24议案名称:非公开发行股份募集配套资金-上市地点

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,861,987, 99.2901, 99,100, 0.7099, 0, 0.0000

2.25议案名称:关于公司发行股份购买资产并募集配套资金方案的议案-决议有效期限

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,861,987, 99.2901, 99,100, 0.7099, 0, 0.0000

3.议案名称:关于本次交易构成关联交易的议案

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,849,487, 99.2006, 99,100, 0.7098, 12,500, 0.0896

4.议案名称:关于本次交易不构成《上市公司重大资产重组管理办法》第十三条规定的重组上市情形的议案

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,849,487, 99.2006, 99,100, 0.7098, 12,500, 0.0896

5.议案名称:关于本次交易构成重大资产重组的议案

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,849,487, 99.2006, 99,100, 0.7098, 12,500, 0.0896

6.议案名称:关于《宏昌电子材料股份有限公司发行股份购买资产并募集配套资金暨关联交易报告书(草案)》及其摘要的议案

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,835,287, 99.0989, 99,100, 0.7098, 26,700, 0.1913

7.议案名称:关于公司签署附生效条件的《发行股份购买资产协议》的议案

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,849,487, 99.2006, 99,100, 0.7098, 12,500, 0.0896

8.议案名称:关于公司签署附生效条件的《发行股份购买资产协议之补充协议》的议案

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,849,487, 99.2006, 99,100, 0.7098, 12,500, 0.0896

9.议案名称:关于公司签署附生效条件的《业绩补偿协议》的议案

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,849,487, 99.2006, 99,100, 0.7098, 12,500, 0.0896

10.议案名称:关于公司签署附生效条件的《业绩补偿协议之补充协议》的议案

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,849,487, 99.2006, 99,100, 0.7098, 12,500, 0.0896

11.议案名称:关于公司签署附生效条件的《募集配套资金股份认购协议》的议案

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,835,287, 99.0989, 113,300, 0.8115, 12,500, 0.0896

12.议案名称:关于公司签署附生效条件的《募集配套资金股份认购协议之补充协议》的议案

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,849,487, 99.2006, 99,100, 0.7098, 12,500, 0.0896

13.议案名称:关于本次发行股份购买资产并募集配套资金方案构成重大调整的议案

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,849,487, 99.2006, 99,100, 0.7098, 12,500, 0.0896

15.议案名称:关于本次交易符合《上市公司重大资产重组管理办法》第四十三条规定的议案

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,849,487, 99.2006, 99,100, 0.7098, 12,500, 0.0896

16.议案名称:关于本次交易不存在《上市公司证券发行管理办法》第三十九条规定的不得非公开发行股票的情形

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,849,487, 99.2006, 99,100, 0.7098, 12,500, 0.0896

17.议案名称:关于本次交易符合《关于规范上市公司重大资产重组若干问题的规定》第四条之规定的议案

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,849,487, 99.2006, 99,100, 0.7098, 12,500, 0.0896

18.议案名称:关于本次交易履行法定程序的完备性、合规性及提交法律文件的有效性议案

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,849,487, 99.2006, 99,100, 0.7098, 12,500, 0.0896

19.议案名称:关于公司股票价格波动未达到《关于规范上市公司信息披露及相关各方行为的通知》第五条相关标准的议案

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 269,006,487, 99.9685, 99,100, 0.0368, 12,500, 0.0047

20.议案名称:关于本次交易相关主体符合《关于加强上市公司重大资产重组相关股东异常交易监管的暂行规定》第十三条的说明的议案

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,849,487, 99.2006, 99,100, 0.7098, 12,500, 0.0896

21.议案名称:关于聘请本次交易相关中介机构的议案

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,849,487, 99.2006, 99,100, 0.7098, 12,500, 0.0896

22.议案名称:关于审议公司本次重组的相关审计报告、备考合并审计报告、资产评估报告书的议案

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,849,487, 99.2006, 99,100, 0.7098, 12,500, 0.0896

23.议案名称:关于评估机构的独立性、评估假设前提的合理性、评估方法与评估目的的相关性以及评估定价公允性的议案

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,849,487, 99.2006, 99,100, 0.7098, 12,500, 0.0896

24.议案名称:关于本次交易薄册即回报的风险提示及填补回报措施的议案

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,849,487, 99.2006, 99,100, 0.7098, 12,500, 0.0896

25.议案名称:关于授权董事会办理本次发行股份购买资产并募集配套资金暨关联交易相关事宜的议案

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,849,487, 99.2006, 99,100, 0.7098, 12,500, 0.0896

26.议案名称:关于同意控股股东EPOXY BASE INVESTMENT HOLDING LTD.及其一致行动人免于以要约收购方式增持公司股份的议案

审议结果:通过 表决情况:

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,825,687, 99.0301, 99,100, 0.7098, 36,300, 0.2601

(二)涉及重大事项,5%以下股东的表决情况

Table with 6 columns: Proposal No., Proposal Name, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: 1, 关于公司符合发行股份购买资产并募集配套资金条件的议案, 13,081,287, 99.1413, 113,300, 0.8587, 0, 0.0000

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,081,287, 99.1413, 99,100, 0.7510, 14,200, 0.1077

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,095,487, 99.2489, 99,100, 0.7511, 0, 0.0000

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,095,487, 99.2489, 99,100, 0.7511, 0, 0.0000

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,095,487, 99.2489, 99,100, 0.7511, 0, 0.0000

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,095,487, 99.2489, 99,100, 0.7511, 0, 0.0000

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,095,487, 99.2489, 99,100, 0.7511, 0, 0.0000

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,095,487, 99.2489, 99,100, 0.7511, 0, 0.0000

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,095,487, 99.2489, 99,100, 0.7511, 0, 0.0000

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,095,487, 99.2489, 99,100, 0.7511, 0, 0.0000

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,095,487, 99.2489, 99,100, 0.7511, 0, 0.0000

Table with 6 columns: Shareholder Type, Agreement, Disagree, Abstain, Shares, Ratio. Row 1: A股, 13,095,487, 99.2489, 99,100, 0.7511, 0, 0.0000