

证券代码:600637 证券简称:东方明珠 公告编号:临2024-030

## 东方明珠新媒体股份有限公司关于拟以自有资金对上海东方龙新媒体有限公司增资暨关联交易的进展公告

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法律责任。

一、关联交易概述

●为满足东方明珠新媒体股份有限公司(以下简称“公司”或“东方明珠”)参股公司上海东方龙新媒体有限公司(以下简称“东方龙”)的经营发展需要,同时加强上海东方龙新媒体产品布局,公司于2024年9月10日与控股股东上海文化广播影视集团有限公司(以下简称“上海文广”)、东方龙、重庆东方龙智慧广播影视股权投资合伙企业(有限合伙)(以下简称“重庆东方龙”)共同签订了《增资协议》,就增资事宜达成一致意见,并签署了《增资协议》,主要内容如下:

●本次增资完成后,东方龙未纳入上市公司合并财务报表范围。本次增资不会导致上市公司合并财务报表范围发生变更。

●上海文广集团持有公司48.09%股份,系公司控股股东。根据《上海证券交易所股票上市规则》的相关规定,上海文广集团及东方龙系关联方。

●本次增资事项的审议程序:2024年7月1日,公司召开第十届董事会第十四次(临时)会议,审议通过了《关于拟以自有资金对上海东方龙新媒体有限公司增资暨关联交易事项的议案》,同日,该议案经公司第十届董事会审计委员会第一次会议审议通过,并于2024年7月15日召开第十届董事会第十五次(临时)会议审议通过。

●本次交易未构成《上市公司重大资产重组管理办法》规定的重大资产重组,无需提交公司股东大会审议。

●本次交易实施不存在重大法律障碍。

二、关联交易进展情况

2024年7月1日,公司第十届董事会第十四次(临时)会议审议通过了《关于拟以自有资金对上海东方龙新媒体有限公司增资暨关联交易事项的议案》,同日,该议案经公司第十届董事会审计委员会第一次会议审议通过,并于2024年7月15日召开第十届董事会第十五次(临时)会议审议通过。

2024年9月10日,公司与上海文广集团、东方龙、重庆东方龙、联和投资、天翼资本及上海国际信托共同签署了《增资协议》,根据该协议约定,上海文广集团以人民币65,000,000.00万元的货币出资,认购东方龙16,268,543.30%的新增注册资本,并取得本次交易交割及全部摊薄后29.9036%的东方龙股权;公司以人民币60,000,000.00万元的货币出资,认购东方龙15,017,112.72%的新增注册资本,并取得本次交易交割及全部摊薄后26.6802%的东方龙股权。本次交易交割完成后,公司将共计持有东方龙48.8883%的股权。

三、关联交易实施情况

(一)协议主体

1.上海东方龙新媒体股份有限公司,一家依照中国法律设立的有限责任公司,统一社会信用代码为91310107010221483X

2.上海文广集团影视股份有限公司,一家依照中国法律设立的有限责任公司,统一社会信用代码为913100005856508444

3.东方明珠新媒体股份有限公司,一家依照中国法律设立的股份有限公司,统一社会信用代码为913100013221483X

4.重庆东方龙智慧广播影视股权投资合伙企业(有限合伙),一家依照中国法律设立的合伙企业,统一社会信用代码为91500000MABXKXND27

5.上海和投资有限公司,一家依照中国法律设立的有限责任公司,统一社会信用代码为913100013229401414

6.天翼资本控股有限公司,一家依照中国法律设立的有限责任公司,统一社会信用代码为913100262A6922N2P

7.上海文广集团(集团)有限公司,一家依照中国法律设立的有限责任公司,统一社会信用代码为913100013229401414

8.上海文广集团,东方明珠联合“委托”投资方;东方明珠、重庆东方龙、联和投资、天翼资本、东方国际信托,合称“增资协议”其他方。

九、本次交易安排

(1)本次交易前东方龙股权结构如下:

投资方	认缴出资额(人民币万元)	持股比例(%)
东方明珠	12,500,000.00	50.00
重庆东方龙	3,750,000.00	15.00
联和投资	2,500,000.00	10.00
天翼资本	3,000,000.00	12.00
上海文广集团	2,500,000.00	10.00
合计	25,000,000.00	100.00

(2)各方确认,本次交易,基于全面综合考虑东方龙财务估值及经营情况前提下,以2023年12月31日为基准日,进行资产评估。增资前东方龙东全部权益价值评估值为人民币9,886.02万元。

(3)各方确认,根据本协议约定,本次投资上海文广集团以人民币65,000,000.00万元的货币出资,认购东方龙16,268,543.30%的新增注册资本,并取得本次交易交割及全部摊薄后29.9036%的东方龙股权;公司以人民币60,000,000.00万元的货币出资,认购东方龙15,017,112.72%的新增注册资本,并取得本次交易交割及全部摊薄后26.6802%的东方龙股权。本次交易交割完成后,公司将共计持有东方龙48.8883%的股权。

各方确认,为本协议之1.2.3.5.8.9.12.13.14.15.16.17.18.19.20.21.22.23.24.25.26.27.28.29.30.31.32.33.34.35.36.37.38.39.40.41.42.43.44.45.46.47.48.49.50.51.52.53.54.55.56.57.58.59.60.61.62.63.64.65.66.67.68.69.70.71.72.73.74.75.76.77.78.79.80.81.82.83.84.85.86.87.88.89.90.91.92.93.94.95.96.97.98.99.100.101.102.103.104.105.106.107.108.109.110.111.112.113.114.115.116.117.118.119.120.121.122.123.124.125.126.127.128.129.130.131.132.133.134.135.136.137.138.139.140.141.142.143.144.145.146.147.148.149.150.151.152.153.154.155.156.157.158.159.160.161.162.163.164.165.166.167.168.169.170.171.172.173.174.175.176.177.178.179.180.181.182.183.184.185.186.187.188.189.190.191.192.193.194.195.196.197.198.199.200.201.202.203.204.205.206.207.208.209.210.211.212.213.214.215.216.217.218.219.220.221.222.223.224.225.226.227.228.229.230.231.232.233.234.235.236.237.238.239.240.241.242.243.244.245.246.247.248.249.250.251.252.253.254.255.256.257.258.259.260.261.262.263.264.265.266.267.268.269.270.271.272.273.274.275.276.277.278.279.280.281.282.283.284.285.286.287.288.289.290.291.292.293.294.295.296.297.298.299.300.301.302.303.304.305.306.307.308.309.310.311.312.313.314.315.316.317.318.319.320.321.322.323.324.325.326.327.328.329.330.331.332.333.334.335.336.337.338.339.340.341.342.343.344.345.346.347.348.349.350.351.352.353.354.355.356.357.358.359.360.361.362.363.364.365.366.367.368.369.370.371.372.373.374.375.376.377.378.379.380.381.382.383.384.385.386.387.388.389.390.391.392.393.394.395.396.397.398.399.400.401.402.403.404.405.406.407.408.409.410.411.412.413.414.415.416.417.418.419.420.421.422.423.424.425.426.427.428.429.430.431.432.433.434.435.436.437.438.439.440.441.442.443.444.445.446.447.448.449.450.451.452.453.454.455.456.457.458.459.460.461.462.463.464.465.466.467.468.469.470.471.472.473.474.475.476.477.478.479.480.481.482.483.484.485.486.487.488.489.490.491.492.493.494.495.496.497.498.499.500.501.502.503.504.505.506.507.508.509.510.511.512.513.514.515.516.517.518.519.520.521.522.523.524.525.526.527.528.529.530.531.532.533.534.535.536.537.538.539.540.541.542.543.544.545.546.547.548.549.550.551.552.553.554.555.556.557.558.559.560.561.562.563.564.565.566.567.568.569.570.571.572.573.574.575.576.577.578.579.580.581.582.583.584.585.586.587.588.589.590.591.592.593.594.595.596.597.598.599.600.601.602.603.604.605.606.607.608.609.610.611.612.613.614.615.616.617.618.619.620.621.622.623.624.625.626.627.628.629.630.631.632.633.634.635.636.637.638.639.640.641.642.643.644.645.646.647.648.649.650.651.652.653.654.655.656.657.658.659.660.661.662.663.664.665.666.667.668.669.670.671.672.673.674.675.676.677.678.679.680.681.682.683.684.685.686.687.688.689.690.691.692.693.694.695.696.697.698.699.700.701.702.703.704.705.706.707.708.709.710.711.712.713.714.715.716.717.718.719.720.721.722.723.724.725.726.727.728.729.730.731.732.733.734.735.736.737.738.739.740.741.742.743.744.745.746.747.748.749.750.751.752.753.754.755.756.757.758.759.760.761.762.763.764.765.766.767.768.769.770.771.772.773.774.775.776.777.778.779.780.781.782.783.784.785.786.787.788.789.790.791.792.793.794.795.796.797.798.799.800.801.802.803.804.805.806.807.808.809.810.811.812.813.814.815.816.817.818.819.820.821.822.823.824.825.826.827.828.829.830.831.832.833.834.835.836.837.838.839.840.841.842.843.844.845.846.847.848.849.850.851.852.853.854.855.856.857.858.859.860.861.862.863.864.865.866.867.868.869.870.871.872.873.874.875.876.877.878.879.880.881.882.883.884.885.886.887.888.889.890.891.892.893.894.895.896.897.898.899.900.901.902.903.904.905.906.907.908.909.910.911.912.913.914.915.916.917.918.919.920.921.922.923.924.925.926.927.928.929.930.931.932.933.934.935.936.937.938.939.940.941.942.943.944.945.946.947.948.949.950.951.952.953.954.955.956.957.958.959.960.961.962.963.964.965.966.967.968.969.970.971.972.973.974.975.976.977.978.979.980.981.982.983.984.985.986.987.988.989.990.991.992.993.994.995.996.997.998.999.1000.

四、关联交易实施情况

(一)协议主体

1.上海东方龙新媒体股份有限公司,一家依照中国法律设立的有限责任公司,统一社会信用代码为91310107010221483X

2.上海文广集团影视股份有限公司,一家依照中国法律设立的有限责任公司,统一社会信用代码为913100005856508444

3.东方明珠新媒体股份有限公司,一家依照中国法律设立的股份有限公司,统一社会信用代码为913100013221483X

4.重庆东方龙智慧广播影视股权投资合伙企业(有限合伙),一家依照中国法律设立的合伙企业,统一社会信用代码为91500000MABXKXND27

5.上海和投资有限公司,一家依照中国法律设立的有限责任公司,统一社会信用代码为913100013229401414

6.天翼资本控股有限公司,一家依照中国法律设立的有限责任公司,统一社会信用代码为913100262A6922N2P

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8.上海文广集团,东方明珠联合“委托”投资方;东方明珠、重庆东方龙、联和投资、天翼资本、东方国际信托,合称“增资协议”其他方。

九、本次交易安排

(1)本次交易前东方龙股权结构如下:

投资方	认缴出资额(人民币万元)	持股比例(%)
东方明珠	12,500,000.00	50.00
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(2)各方确认,本次交易,基于全面综合考虑东方龙财务估值及经营情况前提下,以2023年12月31日为基准日,进行资产评估。增资前东方龙东全部权益价值评估值为人民币9,886.02万元。

(3)各方确认,根据本协议约定,本次投资上海文广集团以人民币65,000,000.00万元的货币出资,认购东方龙16,268,543.30%的新增注册资本,并取得本次交易交割及全部摊薄后29.9036%的东方龙股权;公司以人民币60,000,000.00万元的货币出资,认购东方龙15,017,112.72%的新增注册资本,并取得本次交易交割及全部摊薄后26.6802%的东方龙股权。本次交易交割完成后,公司将共计持有东方龙48.8883%的股权。

各方确认,为本协议之1.2.3.5.8.9.12.13.14.15.16.17.18.19.20.21.22.23.24.25.26.27.28.29.30.31.32.33.34.35.36.37.38.39.40.41.42.43.44.45.46.47.48.49.50.51.52.53.54.55.56.57.58.59.60.61.62.63.64.65.66.67.68.69.70.71.72.73.74.75.76.77.78.79.80.81.82.83.84.85.86.87.88.89.90.91.92.93.94.95.96.97.98.99.100.101.102.103.104.105.106.107.108.109.110.111.112.113.114.115.116.117.118.119.120.121.122.123.124.125.126.127.128.129.130.131.132.133.134.135.136.137.138.139.140.141.142.143.144.145.146.147.148.149.150.151.152.153.154.155.156.157.158.159.160.161.162.163.164.165.166.167.168.169.170.171.172.173.174.175.176.177.178.179.180.181.182.183.184.185.186.187.188.189.190.191.192.193.194.195.196.197.198.199.200.201.202.203.204.205.206.207.208.209.210.211.212.213.214.215.216.217.218.219.220.221.222.223.224.225.226.227.228.229.230.231.232.233.234.235.236.237.238.239.240.241.242.243.244.245.246.247.248.249.250.251.252.253.254.255.256.257.258.259.260.261.262.263.264.265.266.267.268.269.270.271.272.273.274.275.276.277.278.279.280.281.282.283.284.285.286.287.288.289.290.291.292.293.294.295.296.297.298.299.300.301.302.303.304.305.306.307.308.309.310.311.312.313.314.315.316.317.318.319.320.321.322.323.324.325.326.327.328.329.330.331.332.333.334.335.336.337.338.339.340.341.342.343.344.345.346.347.348.349.350.351.352.353.354.355.356.357.358.359.360.361.362.363.364.365.366.367.368.369.370.371.372.373.374.375.376.377.378.379.380.381.382.383.384.385.386.387.388.389.390.391.392.393.394.395.396.397.398.399.400.401.402.403.404.405.406.407.408.409.410.411.412.413.414.415.416.417.418.419.420.421.422.423.424.425.426.427.428.429.430.431.432.433.434.435.436.437.438.439.440.441.442.443.444.445.446.447.448.449.450.451.452.453.454.455.456.457.458.459.460.461.462.463.464.465.466.467.468.469.470.471.472.473.474.475.476.477.478.479.480.481.482.483.484.485.486.487.488.489.490.491.492.493.494.495.496.497.498.499.500.501.502.503.504.505.506.507.508.509.510.511.512.513.514.515.516.517.518.519.520.521.522.523.524.525.526.527.528.529.530.531.532.533.534.535.536.537.538.539.540.541.542.543.544.545.546.547.548.549.550.551.552.553.554.555.556.557.558.559.560.561.562.563.564.565.566.567.568.569.570.571.572.573.574.575.576.577.578.579.580.581.582.583.584.585.586.587.588.589.590.591.592.593.594.595.596.597.598.599.600.601.602.603.604.605.606.607.608.609.610.611.612.613.614.615.616.617.618.619.620.621.622.623.624.625.626.627.628.629.630.631.632.633.634.635.636.637.638.639.640.641.642.643.644.645.646.647.648.649.650.651.652.653.654.655.656.657.658.659.660.661.662.663.664.665.666.667.668.669.670.671.672.673.674.675.676.677.678.679.680.681.682.683.684.685.686.687.688.689.690.691.692.693.694.695.696.697.698.699.700.701.702.703.704.705.706.707.708.709.710.711.712.713.714.715.716.717.718.719.720.721.722.723.724.725.726.727.728.729.730.731.732.733.734.735.736.737.738.739.740.741.742.743.744.745.746.747.748.749.750.751.752.753.754.755.756.757.758.759.760.761.762.763.764.765.766.767.768.769.770.771.772.773.774.775.776.777.778.779.780.781.782.783.784.785.786.787.788.789.790.791.792.793.794.795.796.797.798.799.800.801.802.803.804.805.806.807.808.809.810.811.812.813.814.815.816.817.818.819.820.821.822.823.824.825.826.827.828.829.830.831.832.833.834.835.836.837.838.839.840.841.842.843.844.845.846.847.848.849.850.851.852.853.854.855.856.857.858.859.860.861.862.863.864.865.866.867.868.869.870.871.872.873.874.875.876.877.878.879.880.881.882.883.884.885.886.887.888.889.890.891.892.893.894.895.896.897.898.899.900.901.902.903.904.905.906.907.908.909.910.911.912.913.914.915.916.917.918.919.920.921.922.923.924.925.926.927.928.929.930.931.932.933.934.935.936.937.938.939.940.941.942.943.944.945.946.947.948.949.950.951.952.953.954.955.956.957.958.959.960.961.962.963.964.965.966.967.968.969.970.971.972.973.974.975.976.977.978.979.980.981.982.983.984.985.986.987.988.989.990.991.992.993.994.995.996.997.998.999.1000.

四、关联交易实施情况

(一)协议主体

1.上海东方龙新媒体股份有限公司,一家依照中国法律设立的有限责任公司,统一社会信用代码为91310107010221483X

2.上海文广集团影视股份有限公司,一家依照中国法律设立的有限责任公司,统一社会信用代码为913100005856508444

3.东方明珠新媒体股份有限公司,一家依照中国法律设立的股份有限公司,统一社会信用代码为913100013221483X

4.重庆东方龙智慧广播影视股权投资合伙企业(有限合伙),一家依照中国法律设立的合伙企业,统一社会信用代码为91500000MABXKXND27

5.上海和投资有限公司,一家依照中国法律设立的有限责任公司,统一社会信用代码为913100013229401414

6.天翼资本控股有限公司,一家依照中国法律设立的有限责任公司,统一社会信用代码为913100262A6922N2P

7.上海文广集团(集团)有限公司,一家依照中国法律设立的