

证券代码：839939

证券简称：德中技术

主办券商：首创证券

## 德中（天津）技术发展股份有限公司 关于拟修订《公司章程》公告

本公司及董事会全体成员保证公告内容的真实、准确和完整，没有虚假记载、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法律责任。

### 一、修订内容

根据《公司法》、《非上市公众公司监督管理办法》及《全国中小企业股份转让系统挂牌公司治理规则》等相关规定，公司拟修订《公司章程》的部分条款，修订对照如下：

原规定	修订后
<p><b>第三十七条</b> 股东大会是公司的权力机构，依法律、法规和本章程行使下列职权：</p> <p><b>Article 37</b> The shareholders' meeting is the company's organ of power, which shall exercise following authorities in accordance with the laws, administrative regulations and the Articles of Association:</p> <p>(十七) 审议批准公司与关联自然人发生的在一个会计年度内累计金额超过人民币 200 万元的关联交易；审议批准公司与关联法人发生的单项金额</p>	<p><b>第三十七条</b> 股东大会是公司的权力机构，依法律、法规和本章程行使下列职权：</p> <p><b>Article 37</b> The shareholders' meeting is the company's organ of power, which shall exercise following authorities in accordance with the laws, administrative regulations and the Articles of Association:</p> <p>(十七) 审议批准公司与关联自然人发生的在一个会计年度内累计金额超过人民币 200 万元的关联交易；审议批准公司与关联法人发生的单项金额</p>

<p>超过人民币 200 万元或在一个会计年度内累计金额超过公司最近一期经审计净资产 30%的关联交易；</p> <p>(17) Deliberating and approving related transaction with associated natural person for cumulative amount within a fiscal year exceeding RMB 2 million; deliberating and approving related transaction with associated legal person for individual amount exceeding RMB 2 million or cumulative amount within a fiscal year exceeding 30% of the company's latest audited net asset;</p> <p>.....</p>	<p>超过人民币 300 万元或在一个会计年度内累计金额超过公司最近一期经审计净资产 30%的关联交易；</p> <p>(17) Deliberating and approving related transaction with associated natural person for cumulative amount within a fiscal year exceeding RMB 2 million; deliberating and approving related transaction with associated legal person for individual amount exceeding RMB 3 million or cumulative amount within a fiscal year exceeding 30% of the company's latest audited net asset;</p> <p>.....</p>
<p><b>第九十七条</b> 董事会行使下列职权： <b>Article 97</b> The board of directors exercises the following authorities:</p> <p>(八) 在股东大会授权范围内，决定公司对外投资、收购出售资产、资产抵押、对外担保事项、委托理财、关联交易等事项，包括：</p> <p>(8) making decisions on the company's external investment, purchase and sale of assets, pledge of assets, provision of external guarantees, appointment of financial management, and connected transactions etc. within the scope authorized of the shareholders' meeting, including:</p> <p>单项涉及金额超过公司最近一期经审计净资产 20%、但不超过 30%的资产处置事项，或公司在会计年度内购买、出售重大资产累计超过公司</p>	<p><b>第九十七条</b> 董事会行使下列职权： <b>Article 97</b> The board of directors exercises the following authorities:</p> <p>(八) 在股东大会授权范围内，决定公司对外投资、收购出售资产、资产抵押、对外担保事项、委托理财、关联交易等事项，包括：</p> <p>(8) making decisions on the company's external investment, purchase and sale of assets, pledge of assets, provision of external guarantees, appointment of financial management, and connected transactions etc. within the scope authorized of the shareholders' meeting, including:</p> <p>单项涉及金额超过公司最近一期经审计净资产 20%、但不超过 30%的资产处置事项，或公司在会计年度内购买、出售重大资产累计超过公司</p>

<p>最近一期经审计总资产 20%但不超过 30%的事项；</p> <p>Asset disposal with individual amount exceeding 20% but not exceeding 30% of the latest audited net assets of the company, or the purchases or sales of important assets within a fiscal year with the aggregate amount exceeding 20% but not exceeding 30% of the latest audited total assets of the company;</p> <p>上述购买或者出售资产，不包括购买原材料、燃料和动力，以及出售产品、商品等与日常经营相关的资产购买或者出售行为。</p> <p>For above mentioned purchase or sales of assets, it does not include the purchase of raw material, fuel and power, it also does not include the sales of products and goods etc., where the purchase or sales is related with daily operations.</p> <p>单项金额不超过人民币 800 万元或在一个会计年度内累计金额不超过公司最近一期经审计净资产 30%的股权投资；</p> <p>Equity investment with individual amount not exceeding RMB 8 million, or with cumulative amount within a fiscal year not exceeding 30% of the latest audited net assets of the company;</p> <p>单项涉及金额超过人民币 1000 万元但不超过 1500 万元或在一个会计年度内累计超过公司最近一期经审计净资产的 30%但不超过 50%的债务性</p>	<p>最近一期经审计总资产 20%但不超过 30%的事项；</p> <p>Asset disposal with individual amount exceeding 20% but not exceeding 30% of the latest audited net assets of the company, or the purchases or sales of important assets within a fiscal year with the aggregate amount exceeding 20% but not exceeding 30% of the latest audited total assets of the company;</p> <p>上述购买或者出售资产，不包括购买原材料、燃料和动力，以及出售产品、商品等与日常经营相关的资产购买或者出售行为。</p> <p>For above mentioned purchase or sales of assets, it does not include the purchase of raw material, fuel and power, it also does not include the sales of products and goods etc., where the purchase or sales is related with daily operations.</p> <p>单项金额不超过人民币 800 万元或在一个会计年度内累计金额不超过公司最近一期经审计净资产 30%的股权投资；</p> <p>Equity investment with individual amount not exceeding RMB 8 million, or with cumulative amount within a fiscal year not exceeding 30% of the latest audited net assets of the company;</p> <p>单项涉及金额超过人民币 1000 万元但不超过 1500 万元或在一个会计年度内累计超过公司最近一期经审计净资产的 30%但不超过 50%的债务性</p>
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融资；或融资后资产负债率超过 50% 但不超过 70% 的债务性融资事项（发行债券除外）；

Debt financing with individual amount exceeding RMB 10 million but not exceeding 15 million, or cumulative amount within a fiscal year not exceeding 30% but not exceeding 50% of the latest audited net assets of the company; or with the asset-liability ratio exceeding 50% but not exceeding 70% after debt financing (except bond issues);

公司与关联自然人发生的在一个会计年度内累计金额超过人民币 50 万元但不超过 200 万元的关联交易；公司与关联法人发生的单项金额超过人民币 100 万元但不超过 200 万元或在一个会计年度内累计金额超过公司最近一期经审计净资产 15% 但不超过 30% 的关联交易；

Related transaction with associated natural person for cumulative amount within a fiscal year exceeding RMB 0.5 million but not exceeding RMB 2 million; related transaction with an associated legal person for individual amount exceeding RMB 1 million but not exceeding RMB 2 million or cumulative amount within a fiscal year exceeding 15% but not exceeding 30% of the company's latest audited net asset;

低于股东会审议标准以下的对外担保事项；

External guarantee matters lower than the deliberation standard of the

融资；或融资后资产负债率超过 50% 但不超过 70% 的债务性融资事项（发行债券除外）；

Debt financing with individual amount exceeding RMB 10 million but not exceeding 15 million, or cumulative amount within a fiscal year not exceeding 30% but not exceeding 50% of the latest audited net assets of the company; or with the asset-liability ratio exceeding 50% but not exceeding 70% after debt financing (except bond issues);

公司与关联自然人发生的在一个会计年度内累计金额超过人民币 50 万元但不超过 200 万元的关联交易；公司与关联法人发生的单项金额超过人民币 150 万元但不超过 300 万元或在一个会计年度内累计金额超过公司最近一期经审计净资产 15% 但不超过 30% 的关联交易；

Related transaction with associated natural person for cumulative amount within a fiscal year exceeding RMB 0.5 million but not exceeding RMB 2 million; related transaction with an associated legal person for individual amount exceeding RMB 1.5 million but not exceeding RMB 3 million or cumulative amount within a fiscal year exceeding 15% but not exceeding 30% of the company's latest audited net asset;

低于股东会审议标准以下的对外担保事项；

External guarantee matters lower than the deliberation standard of the

<p>shareholders' meeting;</p> <p>除股权投资、购买或出售资产、债务性融资、关联交易、担保外，单项涉及金额不超过公司最近一期经审计净资产 10%、或一个会计年度内累计金额不超过公司最近一期经审计净资产的 30%的非日常经营事项。</p> <p>Other non-routine business involving individual amount not exceeding 10% of latest audited net assets or cumulative amount within a fiscal year not exceeding 30% of the company's latest audited net asset, with exception of asset disposal, equity investment, debt financing, related party transactions and external guarantee.</p> <p>上述指标计算中涉及的数据如为负值，取其绝对值计算。</p> <p>If above data involved is a negative value, the data should be calculated by its absolute value.</p> <p>.....</p>	<p>shareholders' meeting;</p> <p>除股权投资、购买或出售资产、债务性融资、关联交易、担保外，单项涉及金额不超过公司最近一期经审计净资产 10%、或一个会计年度内累计金额不超过公司最近一期经审计净资产的 30%的非日常经营事项。</p> <p>Other non-routine business involving individual amount not exceeding 10% of latest audited net assets or cumulative amount within a fiscal year not exceeding 30% of the company's latest audited net asset, with exception of asset disposal, equity investment, debt financing, related party transactions and external guarantee.</p> <p>上述指标计算中涉及的数据如为负值，取其绝对值计算。</p> <p>If above data involved is a negative value, the data should be calculated by its absolute value.</p> <p>.....</p>
<p><b>第一百零一条</b> 董事长行使下列职权：</p> <p><b>Article 101</b>The chairman of the board of directors shall exercising following powers:</p> <p>(九) 决定公司与关联自然人发生的在一个会计年度内累计金额不超过人民币 50 万元的关联交易，决定公司与关联法人发生的单项金额不超过人民币 100 万元或一个会计年度内累计金额不超过公司最近一期经审计净资产 15%的关联交易；</p>	<p><b>第一百零一条</b> 董事长行使下列职权：</p> <p><b>Article 101</b>The chairman of the board of directors shall exercising following powers:</p> <p>(九) 决定公司与关联自然人发生的在一个会计年度内累计金额不超过人民币 50 万元的关联交易，决定公司与关联法人发生的单项金额不超过人民币 150 万元或一个会计年度内累计金额不超过公司最近一期经审计净资产 15%的关联交易；</p>

<p>(9) To decide related transaction with associated natural person for cumulative amount within a fiscal year not exceeding RMB 0.5 million; and to decide related transaction with an associated legal person for individual amount not exceeding RMB 1 million, or cumulative amount within a fiscal year not exceeding 15% of the company's latest audited net asset;</p> <p>.....</p>	<p>(9) To decide related transaction with associated natural person for cumulative amount within a fiscal year not exceeding RMB 0.5 million; and to decide related transaction with an associated legal person for individual amount not exceeding RMB <b>1.5</b> million, or cumulative amount within a fiscal year not exceeding 15% of the company's latest audited net asset;</p> <p>.....</p>
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是否涉及到公司注册地址的变更：否

除上述修订外，原《公司章程》其他条款内容保持不变，前述内容尚需提交公司股东大会审议，具体以工商行政管理部门登记为准。

## 二、 修订原因

结合公司自身实际运营情况、业务发展需要及产品性质，公司拟对《公司章程》中的以上条款进行修订。

## 三、 备查文件

(一) 德中（天津）技术发展股份有限公司第二届第十三次董事会决议。

德中（天津）技术发展股份有限公司

董事会

2020年12月11日