



公司代码:605555 公司名称:德昌股份
宁波德昌电机股份有限公司
2023 年年度报告摘要

一、重要提示
1. 本年度报告摘要来自年度报告全文,为全面了解本公司的经营成果、财务状况及未来发展规划,投资者应当到 http://www.605555.com.cn 网站详细阅读年度报告全文。
2. 本公司董事会、监事会及董事、监事、高级管理人员保证年度报告内容的真实性、准确性、完整性,不存在虚假记载、误导性陈述或重大遗漏,并承担个别和连带的法律责任。
3. 公司全体董事出席年度报告会议。
4. 立信会计师事务所(特殊普通合伙)为本公司出具了标准无保留意见的审计报告。
5. 董事会决议通过追认利润分配和现金分红预案案:
公司 2023 年利润分配预案为:拟以 2023 年 12 月 31 日公司总股本为基数,向全体股东每 10 股派发现金红利 3.5 元(含税),以及 2023 年 12 月 31 日公司总股本为基数,以此计算合计派发现金红利 130,326,280.00 元(含税)。本年度现金分红占 2023 年度合并报表中归属于上市公司普通股股东的净利润的 40.45%。如在本公告披露之日起至实施权益分派的股权登记日期间,公司总股本发生变动的,维持每股分配比例不变,相应调整分配总额。该预案尚需提交股东大会审议,实施日期以最终实施公告为准。

二、公司简介
1. 公司简介
(1) 基本情况
(2) 主要业务
(3) 主要会计数据和财务指标
(4) 主要会计政策和会计估计
(5) 主要会计政策和会计估计变更
(6) 主要会计政策和会计估计变更的影响
(7) 主要会计政策和会计估计变更的原因
(8) 主要会计政策和会计估计变更的审批程序

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五、开展金融衍生品业务的可行性分析
(一)开展金融衍生品业务能够有效规避外汇市场的风险,防范汇率波动对公司业务造成影响,提高外汇资金使用效率,提升公司整体经营业绩。
(二)开展金融衍生品业务符合国家法律法规及监管要求,不存在损害公司及全体股东利益的情形。
(三)开展金融衍生品业务能够有效规避外汇市场的风险,防范汇率波动对公司业务造成影响,提高外汇资金使用效率,提升公司整体经营业绩。

宁波德昌电机股份有限公司
关于 2024 年度公司对外担保预计额度的公告

一、担保的基本情况
(一)被担保人:宁波德昌电机有限公司,宁波德昌科技股份有限公司,宁波凯尔电气有限公司,ANCTEK VIETNAM COMPANY LIMITED(安泰越南有限公司)及合并报表范围内的其他控股子公司。
(二)担保总额:截至本公告日,公司已实际为其提供的担保余额合计为 25 亿元人民币。
(三)担保期限:自本公告发布之日起至 2024 年 12 月 31 日止。

二、担保的必要性和合理性
(一)必要性:随着公司业务规模的持续扩大,对外担保需求日益增加,为保障公司正常经营和资金周转,有必要开展对外担保业务。
(二)合理性:被担保人均为公司合并报表范围内的控股子公司,经营状况良好,偿债能力强,担保风险可控。

三、担保的风险控制措施
(一)严格审核:对被担保人的资信状况、经营业绩、偿债能力等进行严格审核。
(二)动态监控:定期跟踪被担保人的经营状况,及时识别和防范风险。
(三)及时追偿:一旦发生违约,立即启动追偿程序,最大限度减少损失。

四、担保的决策程序
(一)董事会审议:本次担保事项已经公司董事会审议通过。
(二)股东大会审议:本次担保事项尚需提交股东大会审议。

五、其他重要事项
(一)风险提示:担保业务存在一定的信用风险和流动性风险,敬请投资者注意投资风险。
(二)信息披露:公司将按照相关法律法规的要求,及时履行信息披露义务。

六、备查文件
(一)董事会决议。
(二)担保合同及相关法律文件。

七、联系方式
(一)公司名称:宁波德昌电机股份有限公司
(二)联系地址:浙江省余姚市阳明西路 11 号 1 幢 4 楼
(三)联系电话:0574-6299-9992

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交易所上市公司自律监管指引第 1 号—规范运作》等相关要求,根据使用闲置募集资金进行委托理财的进展情况及时履行信息披露义务。
三、对公司的影响
(一)必要性:随着公司业务规模的持续扩大,对外担保需求日益增加,为保障公司正常经营和资金周转,有必要开展对外担保业务。
(二)合理性:被担保人均为公司合并报表范围内的控股子公司,经营状况良好,偿债能力强,担保风险可控。

ANCTEK VIETNAM COMPANY LIMITED(安泰越南有限公司)
关于 2024 年度使用闲置募集资金进行委托理财的公告

一、募集资金的基本情况
(一)募集资金总额:人民币 100,000.00 万元。
(二)募集资金到账时间:2023 年 12 月 31 日。
(三)募集资金专户存储情况:募集资金已全额存入募集资金专户。

二、委托理财的基本情况
(一)委托理财对象:符合中国证监会及证券交易所相关规定,信用评级高,流动性好,安全性高的保本型理财产品。
(二)委托理财期限:自 2024 年 1 月 1 日起至 2024 年 12 月 31 日止。
(三)委托理财金额:不超过人民币 25 亿元。

三、委托理财的风险控制措施
(一)严格审核:对理财产品的发行主体、信用评级、流动性、安全性等进行严格审核。
(二)动态监控:定期跟踪理财产品的运行状况,及时识别和防范风险。
(三)及时追偿:一旦发生违约,立即启动追偿程序,最大限度减少损失。

四、委托理财的决策程序
(一)董事会审议:本次委托理财事项已经公司董事会审议通过。
(二)股东大会审议:本次委托理财事项尚需提交股东大会审议。

五、其他重要事项
(一)风险提示:委托理财业务存在一定的信用风险和流动性风险,敬请投资者注意投资风险。
(二)信息披露:公司将按照相关法律法规的要求,及时履行信息披露义务。

六、备查文件
(一)董事会决议。
(二)委托理财协议及相关法律文件。

七、联系方式
(一)公司名称:ANCTEK VIETNAM COMPANY LIMITED
(二)联系地址:越南河内市
(三)联系电话:0084-24-38251716

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宁波德昌电机股份有限公司
关于召开 2023 年年度股东大会的通知

一、会议基本情况
(一)会议名称:宁波德昌电机股份有限公司 2023 年年度股东大会
(二)会议地点:浙江省余姚市余姚镇 18 号公司会议室
(三)会议时间:2024 年 5 月 17 日上午 9:00 至下午 17:00

二、会议审议事项
(一)审议 2023 年年度报告及摘要;
(二)审议 2023 年度利润分配预案;
(三)审议 2023 年度募集资金使用专项报告;

三、会议登记事项
(一)登记时间:2024 年 5 月 16 日上午 9:00 至下午 17:00
(二)登记地点:浙江省余姚市余姚镇 18 号公司会议室

四、其他事项
(一)会议费用:本次会议不收取任何会议费用。
(二)会议联系方式:0574-6299-9992

五、备查文件
(一)董事会决议。
(二)股东大会会议议程。

六、其他事项
(一)风险提示:请投资者注意投资风险。
(二)信息披露:公司将按照相关法律法规的要求,及时履行信息披露义务。

七、联系方式
(一)公司名称:宁波德昌电机股份有限公司
(二)联系地址:浙江省余姚市余姚镇 18 号

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