

证券代码:600536 证券简称:中国软件 公告编号:2024-044

中国软件与技术股份有限公司 第八届董事会第八次会议决议公告

本公司董事会及全体董事保证本公告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。

(一)公司第八届董事会第八次会议的召开符合有关法律、行政法规、部门规章、规范性文件及公司章程的规定。

(二)本次董事会会议通知和材料于2024年4月29日以微信方式发出。

(三)本次董事会会议于2024年4月29日召开,采取了通讯的表决方式。

(四)本次董事会会议出席董事7人,实际出席董事7人,其中以通讯表决方式出席会议的董事7人。

(五)本次董事会会议由董事长张志华先生主持,公司监事会主席高群女士、监事唐大龙先生、职工代表监事周东女士、董事会秘书赵冬女士列席了会议。

二、董事会会议决议情况 (一)《2024年度第一季度报告》

《中国软件2024年第一季度报告》(全文)登载于上海证券交易所网站www.sse.com.cn,表决票数:同意7票,反对0票,弃权0票

表决结果:通过 (二)中国软件关于2023年度内部审计工作总结及2024年度内部审计工作计划的报告

表决票数:同意7票,反对0票,弃权0票 表决结果:通过

特此公告 中国软件与技术股份有限公司 董事会 2024年4月29日

中国软件与技术股份有限公司 第八届监事会第五次会议决议公告

本公司监事会及全体监事保证本公告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。

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(四)本次监事会会议出席监事3人,实际出席监事3人,其中以通讯的方式表决方式出席会议的监事3人。

(五)本次监事会会议由监事会主席高群女士主持,公司董事会秘书赵冬女士列席了会议。

二、监事会会议决议情况 (一)《2024年第一季度报告》

《中国软件2024年第一季度报告》(全文)登载于上海证券交易所网站www.sse.com.cn,监事会对公司2024年第一季度报告所披露资料的书面审查意见如下:

1、公司2024年第一季度报告全文的编制和审议程序符合法律、法规、公司章程及公司内部管理制度的各项规定;

2、公司2024年第一季度报告的内容和格式符合中国证监会和上海证券交易所的各项规定,所包含的信息从各个方面真实地反映出公司2024年第一季度的经营管理和财务状况;

3、在提出意见前,未发现参与季报编制和审议的人员有违反保密规定的行为;

4、保证公司2024年第一季度报告所披露资料不存在虚假记载、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和连带的法律责任。

表决结果:同意3票,反对0票,弃权0票。 表决结果:通过

特此公告 中国软件与技术股份有限公司 监事会 2024年4月29日

中国软件与技术股份有限公司 2024年第一季度报告

本公司董事会及全体董事保证本公告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。

重要内容提示 一、主要财务数据 (一)主要会计数据和财务指标

单位:元 币种:人民币

项目 本报告期末 本报告期末比上年同期增减变动幅度(%)

营业收入 702,760,048.87 -42.32

归属于上市公司股东的净利润 -110,439,076.65 不适用

归属于上市公司股东的扣除非经常性损益的净利润 -123,041,688.65 不适用

经营活动产生的现金流量净额 -876,096,034.24 不适用

基本每股收益(元/股) -0.13 不适用

稀释每股收益(元/股) -0.13 不适用

加权平均净资产收益率(%) -4.96 增加3.32个百分点

总资产 8,797,483,038.22 9,256,071,360.12 -4.96

归属于上市公司股东的所有者权益 2,188,938,343.09 2,278,754,366.22 -3.94

(二)非经常性损益项目和金额

√适用 □不适用

非经常性损益项目 本期金额

处置固定资产产生的损益,包括已计提资产减值准备的冲销部分 605,439.50

计入当期损益的政府补助,但与公司正常经营业务密切相关,符合政策规定、按照确定的标准享有、对公司损益产生持续影响的政府补助 2,672,514.74

按照预期信用损失法计提减值准备所确认的损失准备,其中:预期信用损失准备的转回 19,233,360.92

计入当期损益的公允价值变动收益,其中:处置金融资产取得的投资收益及公允价值变动收益 1,235,653.20

除上述各项之外的其他营业外收入和支出 6,739,324.23

少数股东权益影响额(税后) 12,292,511.80

合计 38,982,638.39

对公司公开发行证券的公司信息披露解释性公告第1号——非经常性损益未列明的项目认定为非经常性损益项目及金额重大的,以及将《公开发行证券的公司信息披露解释性公告第1号——非经常性损益》中列举的非经常性损益项目界定为经常性损益的项目,应说明原因。

√适用 □不适用

单位:元 币种:人民币

项目 涉及金额 原因

其他非流动资产 29,721,256.38 与生产经营活动相关,界定为非经常性损益项目。

无形资产 17,125,278.91 与生产经营活动相关,界定为非经常性损益项目。

合计 46,847,535.29

注:本公司将报告期内收到的符合以市场化方式通过参与公开竞标获得,按照国家政府相关的规定或与主管部门签署课题合同或任务书、需完成相应的研发任务并交付相应的工作成果等条件的项目资金计入“递延收益”,并按照报告项目实际进度结转至其他收益,由于承担国家及政府科研及产业化项目的研发是本公司重要的主营业务之一,该类项目整体上具有一定的可持续性,因此,本公司将其确认为经常性损益。

(三)主要会计数据、财务指标发生变动的情况、原因

√适用 □不适用

Table with 3 columns: Item Name, Change Percentage, Main Reason. Rows include Cash and Equivalents, Receivables, Prepaid Expenses, etc.

一、普通股股东总数和表决权恢复的优先股股东数量及前十名股东持股情况

截止:2024年3月31日

Table with 2 columns: Item, Value. Rows include Total Number of Ordinary Shareholders, Total Number of Shareholders with Restored Voting Rights.

Table with 6 columns: Shareholder Name, Shareholder Type, Shareholding Percentage, Shares Held, Shares Locked, Share Status.

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Table with 3 columns: Item, 2024年3月31日, 2023年12月31日. Rows include Cash and Equivalents, Receivables, Prepaid Expenses, etc.

二、报告期末普通股股东持股情况和表决权恢复的优先股股东持股情况

截止:2024年3月31日

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中国软件与技术股份有限公司 第八届监事会第五次会议决议公告

本公司监事会及全体监事保证本公告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。

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(五)本次监事会会议由监事会主席高群女士主持,公司董事会秘书赵冬女士列席了会议。

二、监事会会议决议情况 (一)《2024年第一季度报告》

《中国软件2024年第一季度报告》(全文)登载于上海证券交易所网站www.sse.com.cn,监事会对公司2024年第一季度报告所披露资料的书面审查意见如下:

1、公司2024年第一季度报告全文的编制和审议程序符合法律、法规、公司章程及公司内部管理制度的各项规定;

2、公司2024年第一季度报告的内容和格式符合中国证监会和上海证券交易所的各项规定,所包含的信息从各个方面真实地反映出公司2024年第一季度的经营管理和财务状况;

3、在提出意见前,未发现参与季报编制和审议的人员有违反保密规定的行为;

4、保证公司2024年第一季度报告所披露资料不存在虚假记载、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和连带的法律责任。

表决结果:同意3票,反对0票,弃权0票。 表决结果:通过

特此公告 中国软件与技术股份有限公司 监事会 2024年4月29日

中国软件与技术股份有限公司 2024年第一季度报告

本公司监事会及全体监事保证本公告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。

重要内容提示 一、主要财务数据 (一)主要会计数据和财务指标

单位:元 币种:人民币

项目 本报告期末 本报告期末比上年同期增减变动幅度(%)

营业收入 702,760,048.87 -42.32

归属于上市公司股东的净利润 -110,439,076.65 不适用

归属于上市公司股东的扣除非经常性损益的净利润 -123,041,688.65 不适用

经营活动产生的现金流量净额 -876,096,034.24 不适用

基本每股收益(元/股) -0.13 不适用

稀释每股收益(元/股) -0.13 不适用

加权平均净资产收益率(%) -4.96 增加3.32个百分点

总资产 8,797,483,038.22 9,256,071,360.12 -4.96

归属于上市公司股东的所有者权益 2,188,938,343.09 2,278,754,366.22