证券代码:688388 证券简称:嘉元科技 公告编号:2025-074

转债代码:188000 转债简称:嘉元转债

广东嘉元科技股份有限公司

关于取消监事会、变更注册资本、修订《公司章程》并办理工商变更登记的公告

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法律责任。广东嘉元科技股份有限公司(以下简称“公司”)于2025年7月31日召开了第五届董事会第四十九次会议,审议通过了《关于取消监事会、变更注册资本、修订<公司章程>并办理工商变更登记的公告》,该议案尚需提交公司2025年第三次临时股东大会审议。具体情况如下:

一、取消公司监事会的情况 为进一步完善公司治理结构,更好地促进公司规范运作,结合《中华人民共和国公司法》(以下简称“公司法”)、《中华人民共和国证券法》、《关于上市公司章程指引》(以下简称“章程指引”)、《上市公司章程指引》(以下简称“章程指引”)等法律法规、规范性文件的规定,并结合公司自身实际情况,公司拟调整内部监督机构设置,由公司董事会审计委员会行使监事会职权。

为保证公司规范运作,在公司股东大会审议通过公司调整内部监督机构设置前,公司第五届监事会及监事会应当继续遵守中国证监会、上海证券交易所等所有相关法律法规的要求以及公司现行的《广东嘉元科技股份有限公司章程》(以下简称“公司章程”)和《广东嘉元科技股份有限公司章程指引》(以下简称“章程指引”)的有关规定,公司第五届监事会监事职务自公告披露之日起,由公司董事会予以补选,公司第五届监事会监事职务自公告披露之日起,由公司董事会予以补选,公司第五届监事会监事职务自公告披露之日起,由公司董事会予以补选。

二、公司注册资本变更的情况 公司前次发行的可转债“嘉元转债”的转股期为2021年9月1日至2027年2月22日。自2023年11月21日至2025年6月30日期间,“嘉元转债”共有人累计18,400元转换为公司股票,转股数量为1,134股,截至2025年6月30日,公司总股本为426,239,162股,注册资本为426,238,028元变更为426,239,162元。

三、修订《公司章程》的情况 鉴于以上情况,同时根据《公司法》(2025年修订)等法律法规、规范性文件的规定,结合公司实际情况,公司对《公司章程》中的有关条款进行了修订,具体修订情况如下:

Table with 2 columns: 修订前 and 修订后. Contains articles 1, 2, 6, 8, and 9 regarding company name, registration, and capital.

Table with 2 columns: 修订前 and 修订后. Contains articles 10, 11, 12, and 13 regarding shareholders' rights and responsibilities.

Table with 2 columns: 修订前 and 修订后. Contains articles 14, 15, 16, and 17 regarding directors and supervisors.

Table with 2 columns: 修订前 and 修订后. Contains articles 18, 19, 20, and 21 regarding the board of directors.

Table with 2 columns: 修订前 and 修订后. Contains articles 22, 23, 24, and 25 regarding the board of supervisors.

Table with 2 columns: 修订前 and 修订后. Contains articles 26, 27, 28, and 29 regarding general meetings.

Table with 2 columns: 修订前 and 修订后. Contains articles 30, 31, 32, and 33 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 34, 35, 36, and 37 regarding share certificates.

Table with 2 columns: 修订前 and 修订后. Contains articles 38, 39, 40, and 41 regarding dividends.

Table with 2 columns: 修订前 and 修订后. Contains articles 42, 43, 44, and 45 regarding share repurchases.

Table with 2 columns: 修订前 and 修订后. Contains articles 46, 47, 48, and 49 regarding share pledges.

Table with 2 columns: 修订前 and 修订后. Contains articles 50, 51, 52, and 53 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 54, 55, 56, and 57 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 58, 59, 60, and 61 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 62, 63, 64, and 65 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 66, 67, 68, and 69 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 70, 71, 72, and 73 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 74, 75, 76, and 77 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 78, 79, 80, and 81 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 82, 83, 84, and 85 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 86, 87, 88, and 89 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 90, 91, 92, and 93 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 94, 95, 96, and 97 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 98, 99, 100, and 101 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 102, 103, 104, and 105 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 106, 107, 108, and 109 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 110, 111, 112, and 113 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 114, 115, 116, and 117 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 118, 119, 120, and 121 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 122, 123, 124, and 125 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 126, 127, 128, and 129 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 130, 131, 132, and 133 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 134, 135, 136, and 137 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 138, 139, 140, and 141 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 142, 143, 144, and 145 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 146, 147, 148, and 149 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 150, 151, 152, and 153 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 154, 155, 156, and 157 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 158, 159, 160, and 161 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 162, 163, 164, and 165 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 166, 167, 168, and 169 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 170, 171, 172, and 173 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 174, 175, 176, and 177 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 178, 179, 180, and 181 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 182, 183, 184, and 185 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 186, 187, 188, and 189 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 190, 191, 192, and 193 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 194, 195, 196, and 197 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 198, 199, 200, and 201 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 202, 203, 204, and 205 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 206, 207, 208, and 209 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 210, 211, 212, and 213 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 214, 215, 216, and 217 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 218, 219, 220, and 221 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 222, 223, 224, and 225 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 226, 227, 228, and 229 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 230, 231, 232, and 233 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 234, 235, 236, and 237 regarding share transfers.

Table with 2 columns: 修订前 and 修订后. Contains articles 238, 239, 240, and 241 regarding share transfers.