

证券代码:600539 证券简称:狮头股份 公告编号:临2025-054

狮头科技发展股份有限公司

2025年第一次临时股东大会决议公告

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。

重要内容提示:

●本次会议是否有否决议案:无

一、会议召开和出席情况

(一)股东大会召开的时间:2025年8月22日

(二)股东大会召开的地点:山西省太原市万柏林区滨河西路51号摩天石3号楼101室公司会议室

(三)出席会议的普通股股东和恢复表决权的优先股股东及持有股份情况:

Table with 3 columns: Item, Shareholder Type, and Shareholding Percentage. Includes total shareholders and those attending.

(四)表决方式是否符合《公司法》及《公司章程》的规定,大会主持情况等。

本次股东大会由公司董事会召集,会议采用现场投票与网络投票相结合的方式,符合《公司法》及《公司章程》的规定。

(五)公司董事、监事和董事会秘书的出席情况

1.公司在任董事9人,出席9人(含视频通讯方式);

2.公司在任监事3人,出席3人(含视频通讯方式);

3.公司董事会秘书陈悦出席了本次会议,其他高级管理人员列席了本次会议。

二、议案审议情况

(一)非累积投票议案

1.议案名称:关于公司本次发行股份及支付现金购买资产并募集配套资金暨关联交易符合相关法律法规规定的议案

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for the first resolution.

2.议案名称:关于调整公司发行股份及支付现金购买资产并募集配套资金暨关联交易方案且不构成重大调整的议案

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for the second resolution.

3.逐项审议《关于公司本次发行股份及支付现金购买资产并募集配套资金暨关联交易方案(调整后)的议案》

3.01 议案名称:交易方案概述

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.01.

3.02 议案名称:发行股份及支付现金购买资产-发行股份的种类、面值及上市地点

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.02.

3.03 议案名称:发行股份及支付现金购买资产-发行股份的定价基准日、定价原则和发行价格

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.03.

3.04 议案名称:发行股份及支付现金购买资产-发行对象与认购方式

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.04.

3.05 议案名称:发行股份及支付现金购买资产-发行价格调整机制

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.05.

3.06 议案名称:发行股份及支付现金购买资产-交易定价依据、交易价格及支付方式

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.06.

3.07 议案名称:发行股份及支付现金购买资产-发行数量

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.07.

3.08 议案名称:发行股份及支付现金购买资产-锁定期

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.08.

3.09 议案名称:发行股份及支付现金购买资产-业绩承诺及补偿安排

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.09.

3.10 议案名称:发行股份及支付现金购买资产-应收账款收回承诺、补偿和退回安排

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.10.

3.11 议案名称:发行股份及支付现金购买资产-减值测试补偿

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.11.

3.12 议案名称:发行股份及支付现金购买资产-超额业绩奖励

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.12.

3.13 议案名称:发行股份及支付现金购买资产-过渡期损益安排

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.13.

3.14 议案名称:发行股份及支付现金购买资产-标的资产所有权转移的合同义务

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.14.

3.15 议案名称:发行股份及支付现金购买资产-违约责任

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.15.

3.16 议案名称:发行股份及支付现金购买资产-滚存未分配利润安排

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.16.

3.17 议案名称:发行股份及支付现金购买资产-决议有效期

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.17.

3.18 议案名称:募集配套资金-发行股份的种类、面值及上市地点

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.18.

3.19 议案名称:募集配套资金-发行股份的定价基准日、定价原则和发行价格

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.19.

3.20 议案名称:募集配套资金-发行对象与认购方式

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.20.

3.21 议案名称:募集配套资金-发行规模与发行数量

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.21.

3.22 议案名称:募集配套资金-锁定期

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.22.

3.23 议案名称:募集配套资金-募集配套资金用途

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.23.

3.24 议案名称:募集配套资金-滚存未分配利润安排

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.24.

3.25 议案名称:募集配套资金-决议有效期

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.25.

4.议案名称:关于公司发行股份及支付现金购买资产并募集配套资金暨关联交易报告书(草案)及其摘要的议案

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 4.

5.议案名称:关于公司签署附生效条件的《发行股份及支付现金购买资产协议》的议案

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 5.

6.议案名称:关于公司签署附生效条件的《发行股份及支付现金购买资产协议之补充协议》及《业绩承诺及补偿协议》的议案

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 6.

7.议案名称:关于本次交易构成关联交易的议案

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 7.

8.议案名称:关于本次交易构成重大资产重组但不构成重组上市的议案

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 8.

9.议案名称:关于本次交易符合《上市公司监管指引第9号》第四条规定的议案

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 9.

10.议案名称:关于本次交易符合《上市公司重大资产重组管理办法》第十一条、第四十三条和第四十四条规定的议案

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 10.

11.议案名称:关于相关主体不存在《上市公司监管指引第7号》第二十条和《上市公司自律监管指引第6号》第三十条情形的议案

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 11.

12.议案名称:关于公司不存在《上市公司证券发行注册管理办法》第十一条规定的不得向特定对象发行股票的情形

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 12.

13.议案名称:关于本次交易履行法定程序的完备性、合规性及提交的法律文件的有效性

的议案

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 13.

14.议案名称:关于本次交易信息发布前公司股票价格波动情况的议案

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 14.

15.议案名称:关于本次交易前十二个月内购买、出售资产情况的议案

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 15.

16.议案名称:关于本次交易采取的保密措施及保密制度的议案

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 16.

17.议案名称:关于公司签署附生效条件的《募集配套资金股份认购协议》的议案

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 17.

18.议案名称:关于公司签署附生效条件的《募集配套资金股份认购协议之补充协议》的议案

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 18.

19.议案名称:关于评估机构独立性、评估假设前提合理性、评估方法与评估目的相关性

及评估定价公允性的议案

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 19.

20.议案名称:关于本次交易定价的依据及公平合理性的议案

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 20.

21.议案名称:关于批准本次交易有关资产评估报告、审计报告、审阅报告的议案

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 21.

22.议案名称:关于本次交易不存在有偿聘请其他第三方机构或个人的议案

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 22.

23.议案名称:关于本次交易摊薄即期回报情况及采取填补措施的议案

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 23.

24.议案名称:关于无需编制前次募集资金使用情况报告的议案

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 24.

25.议案名称:关于提请股东大会授权董事会及其授权人士全权办理本次交易相关事宜的议案

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 25.

(二)涉及重大事项,5%以下股东的表决情况

Table with 6 columns: Item No., Item Name, Agree, Disagree, Abstain, and Percentage. Shows detailed voting results for 5%+ shareholders.

3.16 议案名称:发行股份及支付现金购买资产-滚存未分配利润安排

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.16.

3.17 议案名称:发行股份及支付现金购买资产-决议有效期

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.17.

3.18 议案名称:募集配套资金-发行股份的种类、面值及上市地点

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.18.

3.19 议案名称:募集配套资金-发行股份的定价基准日、定价原则和发行价格

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.19.

3.20 议案名称:募集配套资金-发行对象与认购方式

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.20.

3.21 议案名称:募集配套资金-发行规模与发行数量

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.21.

3.22 议案名称:募集配套资金-锁定期

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.22.

3.23 议案名称:募集配套资金-募集配套资金用途

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.23.

3.24 议案名称:募集配套资金-滚存未分配利润安排

审议结果:通过

表决情况:

Table with 5 columns: Shareholder Type, Agree, Disagree, Abstain, and Percentage. Shows voting results for 3.24.

3.25 议案名称:募集配套资金-决议有效期