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伊掣川宁生物技术股份有限公司关于修订《公司章程》和公司部分内部制度的公告

本公司及董事会全体成员保证信息披露内容的真实、准确、完整,没有虚假记载、误导性陈述或重大遗漏。

伊掣川宁生物技术股份有限公司(以下简称“公司”)已于2025年8月22日召开第二届董事会第十一次会议,审议通过了《关于修订<公司章程>的议案》...

一、修订《公司章程》及部分内部制度的原因及依据
根据《中华人民共和国公司法》(以下简称“公司法”)、《上市公司章程指引(2025年修订)》(以下简称“《上市公司章程指引》”)等法律、法规及规范性文件的相关规定,监事会的职权由董事会审计委员会行使,同时相应废止《监事会议事规则》,并对《公司章程》及相关制度进行修订。

二、公司注册资本变更情况
2025年4月18日,公司召开第二届董事会第九次会议、第二届监事会第八次会议,审议通过了《关于2025年限制性股票激励计划第二个归属期归属条件的议案》...

三、《公司章程》部分条款的修订
根据《公司法》(以下简称“公司法”)、《上市公司章程指引(2025年修订)》等法律、法规及规范性文件,结合公司实际情况,对公司现行《公司章程》中的有关条款进行相应修订,具体情况如下:

四、修订、制定部分内部制度情况
为推动公司治理制度相关文件符合《公司法》(以下简称“公司法”)及相关法律法规、规范性文件的要求,以及结合《公司章程》的修订情况,拟对公司部分内部制度同步进行修订或制定新的制度,具体情况如下表所列:

Table with 4 columns: 序号 (Serial Number), 制度名称 (System Name), 变更原因 (Reason for Change), 是否经董事会审议 (Whether Approved by Board). Lists various internal systems like Shareholders Meeting Rules, Board Rules, etc.

上述修订和制定的治理制度已经公司第二届董事会第十一次会议审议通过,其中尚需提交股东大会审议的制度需经公司2025年第二次临时股东大会审议通过生效,其他制度审议通过即生效。

五、备查文件
1. 公司第二届董事会第十一次会议决议;
2. 《伊掣川宁生物技术股份有限公司章程》;
特此公告。

伊掣川宁生物技术股份有限公司董事会
2025年8月26日

附件:《公司章程》修订对照表

因本次修订涉及的范围较多,本次对《公司章程》的修订中,关于“将股东大会”的表述统一修改为“股东会”,具体删除原《公司章程》“监事会”、“监事会决议”等相关内容及表述,并将监事会的部分职责转移给董事会审计委员会,以及因条款调整新增、不再部分条款序号内容变更,在不涉及实质内容修订的情况下,如下目录、条款编号、标点的调整等,不再逐条列示。具体情况如下:

Table with 2 columns: 原条款 (Original Clause), 修订条款 (Revised Clause). Shows changes to Article 1 (Company Name), Article 4 (Shareholding Structure), Article 6 (Board Composition), Article 10 (Share Transfer), Article 11 (Share Pledging), Article 12 (Share Inheritance), Article 13 (Share Transfer Restrictions), Article 14 (Share Transfer Procedures), Article 15 (Share Transfer Procedures), Article 16 (Share Transfer Procedures), Article 17 (Share Transfer Procedures), Article 18 (Share Transfer Procedures), Article 19 (Share Transfer Procedures), Article 20 (Share Transfer Procedures), Article 21 (Share Transfer Procedures), Article 22 (Share Transfer Procedures), Article 23 (Share Transfer Procedures), Article 24 (Share Transfer Procedures), Article 25 (Share Transfer Procedures), Article 26 (Share Transfer Procedures), Article 27 (Share Transfer Procedures), Article 28 (Share Transfer Procedures), Article 29 (Share Transfer Procedures), Article 30 (Share Transfer Procedures), Article 31 (Share Transfer Procedures), Article 32 (Share Transfer Procedures), Article 33 (Share Transfer Procedures), Article 34 (Share Transfer Procedures), Article 35 (Share Transfer Procedures), Article 36 (Share Transfer Procedures), Article 37 (Share Transfer Procedures), Article 38 (Share Transfer Procedures), Article 39 (Share Transfer Procedures), Article 40 (Share Transfer Procedures), Article 41 (Share Transfer Procedures), Article 42 (Share Transfer Procedures), Article 43 (Share Transfer Procedures), Article 44 (Share Transfer Procedures), Article 45 (Share Transfer Procedures), Article 46 (Share Transfer Procedures), Article 47 (Share Transfer Procedures), Article 48 (Share Transfer Procedures), Article 49 (Share Transfer Procedures), Article 50 (Share Transfer Procedures), Article 51 (Share Transfer Procedures), Article 52 (Share Transfer Procedures), Article 53 (Share Transfer Procedures), Article 54 (Share Transfer Procedures), Article 55 (Share Transfer Procedures), Article 56 (Share Transfer Procedures), Article 57 (Share Transfer Procedures), Article 58 (Share Transfer Procedures), Article 59 (Share Transfer Procedures), Article 60 (Share Transfer Procedures), Article 61 (Share Transfer Procedures), Article 62 (Share Transfer Procedures), Article 63 (Share Transfer Procedures), Article 64 (Share Transfer Procedures), Article 65 (Share Transfer Procedures), Article 66 (Share Transfer Procedures), Article 67 (Share Transfer Procedures), Article 68 (Share Transfer Procedures), Article 69 (Share Transfer Procedures), Article 70 (Share Transfer Procedures), Article 71 (Share Transfer Procedures), Article 72 (Share Transfer Procedures), Article 73 (Share Transfer Procedures), Article 74 (Share Transfer Procedures), Article 75 (Share Transfer Procedures), Article 76 (Share Transfer Procedures), Article 77 (Share Transfer Procedures), Article 78 (Share Transfer Procedures), Article 79 (Share Transfer Procedures), Article 80 (Share Transfer Procedures), Article 81 (Share Transfer Procedures), Article 82 (Share Transfer Procedures), Article 83 (Share Transfer Procedures), Article 84 (Share Transfer Procedures), Article 85 (Share Transfer Procedures), Article 86 (Share Transfer Procedures), Article 87 (Share Transfer Procedures), Article 88 (Share Transfer Procedures), Article 89 (Share Transfer Procedures), Article 90 (Share Transfer Procedures), Article 91 (Share Transfer Procedures), Article 92 (Share Transfer Procedures), Article 93 (Share Transfer Procedures), Article 94 (Share Transfer Procedures), Article 95 (Share Transfer Procedures), Article 96 (Share Transfer Procedures), Article 97 (Share Transfer Procedures), Article 98 (Share Transfer Procedures), Article 99 (Share Transfer Procedures), Article 100 (Share Transfer Procedures).

Table with 2 columns: 原条款 (Original Clause), 修订条款 (Revised Clause). Shows changes to Article 101 (Share Transfer Procedures), Article 102 (Share Transfer Procedures), Article 103 (Share Transfer Procedures), Article 104 (Share Transfer Procedures), Article 105 (Share Transfer Procedures), Article 106 (Share Transfer Procedures), Article 107 (Share Transfer Procedures), Article 108 (Share Transfer Procedures), Article 109 (Share Transfer Procedures), Article 110 (Share Transfer Procedures), Article 111 (Share Transfer Procedures), Article 112 (Share Transfer Procedures), Article 113 (Share Transfer Procedures), Article 114 (Share Transfer Procedures), Article 115 (Share Transfer Procedures), Article 116 (Share Transfer Procedures), Article 117 (Share Transfer Procedures), Article 118 (Share Transfer Procedures), Article 119 (Share Transfer Procedures), Article 120 (Share Transfer Procedures), Article 121 (Share Transfer Procedures), Article 122 (Share Transfer Procedures), Article 123 (Share Transfer Procedures), Article 124 (Share Transfer Procedures), Article 125 (Share Transfer Procedures), Article 126 (Share Transfer Procedures), Article 127 (Share Transfer Procedures), Article 128 (Share Transfer Procedures), Article 129 (Share Transfer Procedures), Article 130 (Share Transfer Procedures), Article 131 (Share Transfer Procedures), Article 132 (Share Transfer Procedures), Article 133 (Share Transfer Procedures), Article 134 (Share Transfer Procedures), Article 135 (Share Transfer Procedures), Article 136 (Share Transfer Procedures), Article 137 (Share Transfer Procedures), Article 138 (Share Transfer Procedures), Article 139 (Share Transfer Procedures), Article 140 (Share Transfer Procedures), Article 141 (Share Transfer Procedures), Article 142 (Share Transfer Procedures), Article 143 (Share Transfer Procedures), Article 144 (Share Transfer Procedures), Article 145 (Share Transfer Procedures), Article 146 (Share Transfer Procedures), Article 147 (Share Transfer Procedures), Article 148 (Share Transfer Procedures), Article 149 (Share Transfer Procedures), Article 150 (Share Transfer Procedures), Article 151 (Share Transfer Procedures), Article 152 (Share Transfer Procedures), Article 153 (Share Transfer Procedures), Article 154 (Share Transfer Procedures), Article 155 (Share Transfer Procedures), Article 156 (Share Transfer Procedures), Article 157 (Share Transfer Procedures), Article 158 (Share Transfer Procedures), Article 159 (Share Transfer Procedures), Article 160 (Share Transfer Procedures), Article 161 (Share Transfer Procedures), Article 162 (Share Transfer Procedures), Article 163 (Share Transfer Procedures), Article 164 (Share Transfer Procedures), Article 165 (Share Transfer Procedures), Article 166 (Share Transfer Procedures), Article 167 (Share Transfer Procedures), Article 168 (Share Transfer Procedures), Article 169 (Share Transfer Procedures), Article 170 (Share Transfer Procedures), Article 171 (Share Transfer Procedures), Article 172 (Share Transfer Procedures), Article 173 (Share Transfer Procedures), Article 174 (Share Transfer Procedures), Article 175 (Share Transfer Procedures), Article 176 (Share Transfer Procedures), Article 177 (Share Transfer Procedures), Article 178 (Share Transfer Procedures), Article 179 (Share Transfer Procedures), Article 180 (Share Transfer Procedures), Article 181 (Share Transfer Procedures), Article 182 (Share Transfer Procedures), Article 183 (Share Transfer Procedures), Article 184 (Share Transfer Procedures), Article 185 (Share Transfer Procedures), Article 186 (Share Transfer Procedures), Article 187 (Share Transfer Procedures), Article 188 (Share Transfer Procedures), Article 189 (Share Transfer Procedures), Article 190 (Share Transfer Procedures), Article 191 (Share Transfer Procedures), Article 192 (Share Transfer Procedures), Article 193 (Share Transfer Procedures), Article 194 (Share Transfer Procedures), Article 195 (Share Transfer Procedures), Article 196 (Share Transfer Procedures), Article 197 (Share Transfer Procedures), Article 198 (Share Transfer Procedures), Article 199 (Share Transfer Procedures), Article 200 (Share Transfer Procedures).

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