

证券代码:600315 证券简称:上海家化 公告编号:临2026-008

上海家化联合股份有限公司 九届七次董事会决议公告

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、董事会会议基本情况
1.上海家化联合股份有限公司九届七次董事会于2026年4月27日在公司以现场结合视频的方式召开,会议通过了2026年4月17日邮件传出的《息加薪事项》,实际参加董事8人,实际参加监事4人,会议由董事长林小海先生主持,高级管理人员列席了会议,符合《公司法》及《公司章程》的有关规定。

二、董事会会议决议情况
1.审议通过2026年第一季度报告:
表决情况:8票同意,0票反对,0票弃权,通过本议案。
本议案经公司董事会审计与风险管理委员会审议通过。
《上海家化联合股份有限公司2026年第一季度报告》(请见上海证券交易所网站)。

2.审议通过《2026年度提质增效专项行动计划》:
表决情况:8票同意,0票反对,0票弃权,通过本议案。
《上海家化联合股份有限公司2026年度提质增效专项行动计划》(请见当日公告(临2026-010))。
3.审议通过关于2026年度与中国平安保险(集团)股份有限公司及其附属企业日常关联交易的议案并授权董事会审议:
表决情况:5票同意,0票反对,0票弃权,3票回避(董事刘东、成建新、许洪涛回避表决),通过本议案。

本议案经公司独立董事专门会议审议通过。
《上海家化联合股份有限公司关于2026年度与中国平安保险(集团)股份有限公司及其附属企业日常关联交易的公告》(请见当日公告(临2026-011))。
该议案尚需提交股东大会审议。

4.审议通过关于2026年度与上海高砂香料有限公司日常关联交易的公告并授权董事会审议:
表决情况:8票同意,0票反对,0票弃权,通过本议案。
本议案经公司提名委员会事先审议通过。
董会提名委员会主席王瑞生先生为董事候选人,王瑞生先生为董事候选人,王瑞生先生为董事候选人。
《上海家化联合股份有限公司关于补选公司董事会的公告》(请见当日公告(临2026-013))。
该议案尚需提交股东大会审议。

5.审议通过《公司章程》、《高级管理人员薪酬与绩效考核管理制度》并授权董事会审议:
表决情况:8票同意,0票反对,0票弃权,通过本议案。
《上海家化联合股份有限公司章程》、《高级管理人员薪酬与绩效考核管理制度》(请见上海证券交易所网站)。

特此公告。
上海家化联合股份有限公司董事会
2026年4月28日

证券代码:600315 证券简称:上海家化
上海家化联合股份有限公司 2026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。

一、重要提示
(一)主要财务数据
(二)主要会计数据和财务指标
(三)主要会计政策和估计

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二、关联交易概述
(一)日常关联交易基本情况
1.日常关联交易履行的审议程序
2026年4月27日召开的九届七次董事会,审议通过了本议案。关联董事刘东、成建新、许洪涛回避表决,5位非关联董事全部投票同意;公司独立董事专门会议审议通过了本议案,3位独立董事全部投票同意。

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三、关联交易对公司经营的影响
本关联交易与公司日常经营相关,属于正常经营行为,以市场价格为定价依据,符合公平、公正、公开原则,对公司持续经营能力、盈利能力及资产独立性等不会产生不利影响,不会对关联方形成较大的依赖。

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