

证券代码:600363 证券简称:联创光电 编号:2025-093

江西联创光电科技股份有限公司关于减少注册资本、取消监事会并修订《公司章程》及制定、修订、废止公司部分制度的公告

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个别及连带责任。

江西联创光电科技股份有限公司(以下简称“公司”)于2025年12月15日召开第八届董事会第二十次临时会议,审议通过了关于减少注册资本、取消监事会并修订《公司章程》的议案,关于制定、修订、废止《公司章程》的议案,现将相关情况公告如下:

一、减少注册资本情况

公司于2025年1月23日召开第八届董事会第十九次临时会议,并于2025年2月10日召开2025年第一次临时股东大会,分别审议通过了关于集中竞价交易方式回购股份方案的议案,同意公司使用自有资金通过上海证券交易所集中竞价交易方式回购公司发行的人民币普通股A股股票,回购资金不低于人民币10,000万元(含),不超过人民币15,000万元(含),本次回购的股份全部用于注销并减少公司注册资本,回购价格不超过人民币70.00元/股(含),回购股份的实施期限为自公司2025年第一次临时股东大会决议通过回购方案之日起12个月内(即2025年2月10日至2026年2月9日),2025年6月25日,因公司实施2024年度权益分派,本次回购股份价格上限不超过人民币70.00元/股(含)调整为不超过人民币69.95元/股(含)。

截至2025年11月10日,公司本次回购股份方案实施完毕,公司通过上海证券交易所交易系统以集中竞价交易方式已累计回购公司股份2,626,000股,占公司回购前总股本的比例约为0.5790%,回购成交的最高价为63.00元/股,最低价为53.34元/股,回购均价56.90元/股,支付的资金总额为人民币149,421,943.42元(不含印花税、交易佣金等交易费用)。

2025年11月12日,公司已在中国证券登记结算有限责任公司上海分公司注销本次回购专户专用证券账户的全部股份2,626,000股,本次回购注销完成后,公司总股本由453,514,450股减少至450,888,450股,分别由增加至453,514,450股减少至450,888,450股。

具体内容详见公司于2025年1月24日、2025年2月14日、2025年6月18日与2025年11月12日在上海证券交易所网站(www.sse.com.cn)披露的《第八届董事会第十九次临时会议决议公告》《关于实施2024年度权益分派后调整回购方案上限的公告》《关于回购股份实施情况暨控制股东持股比例变动超过1%披露的提示性公告》(公告编号:2025-004、2025-005、2025-009、2025-049、2025-026)。

二、取消监事会的相关情况

为符合上市公司的规范要求,进一步完善公司治理结构,促进公司规范运作,根据《中华人民共和国公司法》及中国证监会发布的《上市公司治理准则》等相关法律法规,结合公司实际情况,拟对《公司章程》等相关法律文件进行修订,并符合公司实际情况,拟对《江西联创光电科技股份有限公司章程》(以下简称“《公司章程》”)部分条款进行相应修订,本次主要修订内容包括:

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