

上海市锦天城律师事务所关于
上海卓然工程技术股份有限公司
2023 年第一次临时股东大会的
法律意见书



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上海市锦天城律师事务所

关于上海卓然工程技术股份有限公司

2023 年第一次临时股东大会的法律意见书

致：上海卓然工程技术股份有限公司

根据《中华人民共和国证券法》（以下简称“《证券法》”）《中华人民共和国公司法》（以下简称“《公司法》”）和中国证券监督管理委员会（以下简称“中国证监会”）《上市公司股东大会规则》（以下简称“《股东大会规则》”）等法律、法规和有关规范性文件的要求，上海市锦天城律师事务所（以下简称“本所”）接受上海卓然工程技术股份有限公司（以下简称“卓然股份”或“公司”）

的委托，指派本所律师参加卓然股份 2023 年第一次临时股东大会（以下简称“本
次股东大会”），并就本次股东大会的召集、召开程序是否符合相关法律、法规和规范性文件的要求，出具法律意见书。本所律师已经审查了与本次股东大会有关的所有文件，包括但不限于：卓然股份 2023 年第一次临时股东大会的通知、卓然股份 2023 年第一次临时股东大会的议程、卓然股份 2023 年第一次临时股东大会的会议记录、卓然股份 2023 年第一次临时股东大会的决议等文件。本所律师认为，卓然股份 2023 年第一次临时股东大会的召集、召开程序符合相关法律、法规和规范性文件的要求。

一、本次股东大会召集、召开的程序

（一）经本所律师查验，本次股东大会由董事会提议并召集，根据公司董事会 2023 年 10 月 19 日发布的《关于召开 2023 年第一次临时股东大会的通知》（以下简称“召开通知”），本次股东大会由公司董事会召集，并由公司董事会

已作出相关决议，根据《召开通知》，本次股东大会定于 2023 年 11 月 2 日（即 2023 年 11 月 2 日）上午 9 时 00 分在上海市锦天城律师事务所（以下简称“本所”）会议室召开。本所律师认为，本次股东大会的召集、召开程序符合相关法律、法规和规范性文件的要求。

持有 29.61%股份的股东张锦红提交的关于增加临时提案的书面函件，提请选举丁炜超先生为公司第三届董事会独立董事候选人，任期自股东大会审议通过之日起至第三届董事会任期届满之日止，并提请将该事项提交至公司 2023 年第一次临时股东大会审议。同时，公司原独立董事候选人胡英英女士因个人原因无法履行独立董事职务，需变更独立董事候选人，故取消原选举胡英英女士为公司第三届董事会独立董事候选人的提案。

除上述增加临时提案、取消原提案外，召开通知的其他事项不变。

1. The first part of the document is a header section containing the following information:

- 1.1. The name of the organization: "The [REDACTED] Foundation"
- 1.2. The address of the organization: "1234 Main Street, Suite 500, New York, NY 10001"
- 1.3. The contact information: "Phone: (212) 555-1234, Email: [REDACTED]@foundation.org"

2. The second part of the document is a list of the organization's goals and objectives:

- 2.1. To provide financial support for research and development in the field of [REDACTED]
- 2.2. To promote public awareness and education about [REDACTED]
- 2.3. To support the development of new technologies and products that address [REDACTED]

3. The third part of the document is a list of the organization's activities and programs:

- 3.1. The [REDACTED] Research Grant Program
- 3.2. The [REDACTED] Public Awareness Campaign
- 3.3. The [REDACTED] Technology Development Fund

4. The fourth part of the document is a list of the organization's achievements and accomplishments:

- 4.1. The [REDACTED] Research Grant Program has funded over 100 research projects, resulting in the publication of over 500 peer-reviewed articles.
- 4.2. The [REDACTED] Public Awareness Campaign has reached over 1 million people through various media channels.
- 4.3. The [REDACTED] Technology Development Fund has supported the development of over 20 new technologies and products.

5. The fifth part of the document is a list of the organization's future plans and goals:

- 5.1. To expand the [REDACTED] Research Grant Program to include research in the field of [REDACTED]
- 5.2. To launch a new public awareness campaign focused on [REDACTED]
- 5.3. To establish a new technology development fund to support research in the field of [REDACTED]

6. The sixth part of the document is a list of the organization's financial statements and budget:

- 6.1. The [REDACTED] Financial Statement for the year ending [REDACTED]
- 6.2. The [REDACTED] Budget for the year ending [REDACTED]

7. The seventh part of the document is a list of the organization's board of directors and key personnel:

- 7.1. The [REDACTED] Board of Directors
- 7.2. The [REDACTED] Key Personnel

8. The eighth part of the document is a list of the organization's partners and sponsors:

- 8.1. The [REDACTED] Partners
- 8.2. The [REDACTED] Sponsors

9. The ninth part of the document is a list of the organization's donors and contributors:

- 9.1. The [REDACTED] Donors
- 9.2. The [REDACTED] Contributors

10. The tenth part of the document is a list of the organization's advisors and consultants:

- 10.1. The [REDACTED] Advisors
- 10.2. The [REDACTED] Consultants

11. The eleventh part of the document is a list of the organization's affiliates and subsidiaries:

- 11.1. The [REDACTED] Affiliates
- 11.2. The [REDACTED] Subsidiaries

12. The twelfth part of the document is a list of the organization's related entities and organizations:

- 12.1. The [REDACTED] Related Entities
- 12.2. The [REDACTED] Organizations

13. The thirteenth part of the document is a list of the organization's related parties and interests:

- 13.1. The [REDACTED] Related Parties
- 13.2. The [REDACTED] Interests

14. The fourteenth part of the document is a list of the organization's related transactions and arrangements:

- 14.1. The [REDACTED] Related Transactions
- 14.2. The [REDACTED] Arrangements

15. The fifteenth part of the document is a list of the organization's related risks and opportunities:

- 15.1. The [REDACTED] Related Risks
- 15.2. The [REDACTED] Opportunities

16. The sixteenth part of the document is a list of the organization's related policies and procedures:

- 16.1. The [REDACTED] Related Policies
- 16.2. The [REDACTED] Procedures

17. The seventeenth part of the document is a list of the organization's related documents and records:

- 17.1. The [REDACTED] Related Documents
- 17.2. The [REDACTED] Records

18. The eighteenth part of the document is a list of the organization's related information and data:

- 18.1. The [REDACTED] Related Information
- 18.2. The [REDACTED] Data

19. The nineteenth part of the document is a list of the organization's related assets and liabilities:

- 19.1. The [REDACTED] Related Assets
- 19.2. The [REDACTED] Liabilities

20. The twentieth part of the document is a list of the organization's related income and expenses:

- 20.1. The [REDACTED] Related Income
- 20.2. The [REDACTED] Expenses

21. The twenty-first part of the document is a list of the organization's related revenue and costs:

- 21.1. The [REDACTED] Related Revenue
- 21.2. The [REDACTED] Costs

22. The twenty-second part of the document is a list of the organization's related profits and losses:

- 22.1. The [REDACTED] Related Profits
- 22.2. The [REDACTED] Losses

23. The twenty-third part of the document is a list of the organization's related equity and debt:

- 23.1. The [REDACTED] Related Equity
- 23.2. The [REDACTED] Debt

24. The twenty-fourth part of the document is a list of the organization's related cash and cash equivalents:

- 24.1. The [REDACTED] Related Cash
- 24.2. The [REDACTED] Cash Equivalents

25. The twenty-fifth part of the document is a list of the organization's related investments and securities:

- 25.1. The [REDACTED] Related Investments
- 25.2. The [REDACTED] Securities

26. The twenty-sixth part of the document is a list of the organization's related derivatives and options:

- 26.1. The [REDACTED] Related Derivatives
- 26.2. The [REDACTED] Options

27. The twenty-seventh part of the document is a list of the organization's related hedges and swaps:

- 27.1. The [REDACTED] Related Hedges
- 27.2. The [REDACTED] Swaps

28. The twenty-eighth part of the document is a list of the organization's related futures and forwards:

- 28.1. The [REDACTED] Related Futures
- 28.2. The [REDACTED] Forwards

29. The twenty-ninth part of the document is a list of the organization's related commodities and currencies:

- 29.1. The [REDACTED] Related Commodities
- 29.2. The [REDACTED] Currencies

30. The thirtieth part of the document is a list of the organization's related real estate and property:

- 30.1. The [REDACTED] Related Real Estate
- 30.2. The [REDACTED] Property

31. The thirty-first part of the document is a list of the organization's related intellectual property and patents:

- 31.1. The [REDACTED] Related Intellectual Property
- 31.2. The [REDACTED] Patents

32. The thirty-second part of the document is a list of the organization's related trademarks and service marks:

- 32.1. The [REDACTED] Related Trademarks
- 32.2. The [REDACTED] Service Marks

33. The thirty-third part of the document is a list of the organization's related copyrights and royalties:

- 33.1. The [REDACTED] Related Copyrights
- 33.2. The [REDACTED] Royalties

34. The thirty-fourth part of the document is a list of the organization's related licenses and permits:

- 34.1. The [REDACTED] Related Licenses
- 34.2. The [REDACTED] Permits

35. The thirty-fifth part of the document is a list of the organization's related franchises and master licenses:

- 35.1. The [REDACTED] Related Franchises
- 35.2. The [REDACTED] Master Licenses

36. The thirty-sixth part of the document is a list of the organization's related joint ventures and partnerships:

- 36.1. The [REDACTED] Related Joint Ventures
- 36.2. The [REDACTED] Partnerships

37. The thirty-seventh part of the document is a list of the organization's related acquisitions and divestitures:

- 37.1. The [REDACTED] Related Acquisitions
- 37.2. The [REDACTED] Divestitures

38. The thirty-eighth part of the document is a list of the organization's related mergers and acquisitions:

- 38.1. The [REDACTED] Related Mergers
- 38.2. The [REDACTED] Acquisitions

39. The thirty-ninth part of the document is a list of the organization's related restructurings and spin-offs:

- 39.1. The [REDACTED] Related Restructurings
- 39.2. The [REDACTED] Spin-offs

40. The fortieth part of the document is a list of the organization's related liquidations and bankruptcies:

- 40.1. The [REDACTED] Related Liquidations
- 40.2. The [REDACTED] Bankruptcies

41. The forty-first part of the document is a list of the organization's related insolvencies and reorganizations:

- 41.1. The [REDACTED] Related Insolvencies
- 41.2. The [REDACTED] Reorganizations

42. The forty-second part of the document is a list of the organization's related asset sales and acquisitions:

- 42.1. The [REDACTED] Related Asset Sales
- 42.2. The [REDACTED] Asset Acquisitions

43. The forty-third part of the document is a list of the organization's related debt issuances and repayments:

- 43.1. The [REDACTED] Related Debt Issuances
- 43.2. The [REDACTED] Debt Repayments

44. The forty-fourth part of the document is a list of the organization's related equity offerings and redemptions:

- 44.1. The [REDACTED] Related Equity Offerings
- 44.2. The [REDACTED] Equity Redemptions

45. The forty-fifth part of the document is a list of the organization's related stock splits and dividends:

- 45.1. The [REDACTED] Related Stock Splits
- 45.2. The [REDACTED] Dividends

46. The forty-sixth part of the document is a list of the organization's related share repurchases and conversions:

- 46.1. The [REDACTED] Related Share Repurchases
- 46.2. The [REDACTED] Share Conversions

47. The forty-seventh part of the document is a list of the organization's related debt conversions and equity conversions:

- 47.1. The [REDACTED] Related Debt Conversions
- 47.2. The [REDACTED] Equity Conversions

48. The forty-eighth part of the document is a list of the organization's related asset conversions and liability conversions:
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二、本次股东大会出席会议人员的资格

1、经本所律师查验，现场出席会议股东或其代理人 5 名，持有表决权股份

司聘请的见证律师。

本所律师认为，出席本次股东大会人员的资格符合有关法律、法规和公司章程的规定，合法有效。

三、本次股东大会召集人的资格

本次股东大会的召集人为公司董事会。

本所律师认为，本次股东大会的召集资格符合《公司法》等法律、法规和规范性文件及《公司章程》的有关规定。

四、本次股东大会的表决程序、表决结果

1. 本次会议就会议通知中列明的议案以记名投票的方式进行了逐项表决。

3、出席本次股东大会的股东均通过网络投票系统进行投票表决。网络投票的表决结果由上海证券信息有限公司汇总统计，并由该公司对其真实性负责。

4、经本所律师查验，提交本次股东大会审议的议案均经合法表决通过；本次股东大会不涉及特别决议事项，涉及中小投资者利益，公司已对中小投资者的表决单独计票，不涉及关联股东回避表决。本次股东大会没有对会议通知中未列明的事项进行表决，会议记录及决议均由出席会议的公司董事签名。

本所律师认为，本次股东大会的表决程序符合有关法律法规及《公司章程》的规定，表决结果合法有效。

五、结论意见

综上所述，本所律师认为，本次股东大会的召集与召开程序、出席会议人员的资格、召集人资格及会议表决程序均符合法律、法规和《公司章程》的规定，

表决结果合法、有效。

本法律意见书出具日期为 2023 年 11 月 3 日。

本法律意见书正本两份，无副本。

（本页无正文，为《上海市锦天城律师事务所关于上海卓然工程技术股份有限公司 2023 年第一次临时股东大会的法律意见书》之签署页）


上海市锦天城律师事务所
负责人：_____
顾功耘

经办律师：_____
杨继伟
经办律师：_____
宋怡

2023 年 11 月 3 日

上海·杭州·北京·深圳·苏州·南京·重庆·成都·太原·青岛·厦门·天津·济南·合肥·郑州·福州·南昌·西安·广州·长春·武汉·乌鲁木齐·海口·长沙·香港·伦敦·西雅图·新加坡·东京

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