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三胞集团有限公司

**Sanpower Group Co., Ltd.**

下属企业投资者关系管理办法

**Investor Relations Management**

**Measures for Sanpower Subsidiaries**

2017 年 5 月

May 2017

## 修订跟踪表

## Tracking Table for Revision

版本号 Rev. No.:	修订背景 Revision Background	变动内容 Revised Content	修订部门 Revision Department	修订人 Revised by	修订时间 Revised on
三集上市 【2017】 第一版 Sanpower Group Listed Companies [2017] Version 1	根据投资者关系管理要求，对已纳入或即将纳入到上市公司体系内的下属企业，需设立岗位或安排专人负责投资者关系管理工作。  Developed around the needs of investor relations management, designated positions or personnel shall be setup in the subsidiaries that have been or will be incorporated into the system for listed companies special to handle investor relations management.	1、投资者关系维护工作要求； Requirements for maintaining investor relations; 2、投资者关系管理岗任职和考评； Responsibilities and evaluations for investor relations management positions; 3、规范下属企业重大事项提报内容和工作流程。 Standardization on the content and work processes for reports from subsidiaries regarding major events.	上市公司资本 规划管理本部 Capital Planning Management Division for Listed Companies	高千雅 Gao Qianya	2017.5 May 2017

## 下属企业投资者关系管理办法

### Investor Relations Management Measures for Subsidiaries

(三集上市[2017]第一版)

(Sanpower Group Listed Companies [2017] Version 1)

#### 第一章 总则

#### Chapter I General

##### 第一条 目的

##### Article I Purpose

本管理办法依据法律法规及上市公司监管规则制定,旨在规范三胎集团有限公司(以下简称“集团”)及下属企业投资者关系管理工作,加强集团及下属企业相关工作人员的信息披露遵从意识,完善公司治理结构,提升治理水平。

These management measures, formulated in accordance with laws, regulations and the rules regulating listed companies, are laid down to standardize investor relations management in Sanpower Group Co., Ltd. ("Group") and its subsidiaries, to strengthen information disclosure compliance among relevant staff in the group and its subsidiaries, to refine and improve the corporate governance structure and level.

##### 第二条 适用范围

##### Article II Scope

本管理办法适用于已纳入或即将纳入到上市公司体系内的下属企业。

These management measures apply to subsidiaries that have been or will be incorporated into the system for listed companies.

为确保本管理办法的有效执行,企业应根据具体情况及相关岗位需要,设立投资者关系管理岗或安排专人兼职负责投资者关系管理工作。

To ensure that the management measures are implemented effectively, the company shall establish investor relations management positions or arrange for designated personnel to take charge of investor relations management on a part-time basis in line with the specific situation and the needs of the job.

##### 第三条 定义与术语

##### Article III Definitions and Terms

(一) 投资者关系管理:是指通过信息披露与交流,运用金融和市场营销

等手段加强与投资者及潜在投资者之间的沟通，增进投资者对公司的了解和认同，在保护投资者合法权益的同时实现公司价值最大化的战略管理行为和重要工作。

(I) Investors relation management refers to strategic managerial actions and important work done to strengthen communication with investors and potential investors, increase investor's knowledge and identity of the company, and protect the legitimate rights and interests of investors while maximizing the overall value of the company, through information disclosure and communications, and by utilizing financial means and marketing.

## 第二章 管理原则及职责

### Chapter II Management Principles and Responsibilities

**第四条** 投资者关系管理基本原则：事实第一原则、及时披露原则、公平对待原则。

**Article IV** The principles of investors relations management: focusing on the facts, timely disclosure, and fair treatment.

**第五条** 投资者关系管理岗工作职责：

**Article V** The responsibilities of investor relations management positions:

在全面深入了解集团及上市公司的发展战略、经营状况等情况下，负责协助上市公司策划、安排、组织和协调各类投资者关系维护活动，并持续关注新闻媒体及互联网上有关上市公司及本企业的各类信息；负责提报本企业重大事项，协助上市公司进行信息披露工作；负责协助上市公司相关部门进行品牌宣传，统一对外宣传口径，维护好上市公司的形象。

Based on a deep understanding of the development strategies and operations of the Group and the listed company, assist with planning, arranging, organizing and coordinating various investor relations maintenance activities, and pay continuous attention to a range of information related to listed companies and the company in the news and on the Internet. Be responsible for reporting major events related to the company, assisting listed companies in disclosing information, assisting the relevant departments in listed companies in promoting the brand, unifying external promotional statements and protecting the reputation of the listed company.

### 第三章 投资者关系管理工作的对象、内容、要求

#### Chapter III Targets, Content and Requirements of Investor Relations Management

##### 第六条 投资者关系管理的工作对象

##### Article VI The targets of investor relations management

一、投资者、潜在投资者；

I. Investors and potential investors;

二、证券公司研究所等中介机构；

II. Securities companies, research institutions and other intermediaries;

三、证监会、证券交易所及其他监管机构；

III. The Securities Regulatory Commission, stock securities exchanges and other regulators;

四、财经媒体及行业媒体等传播媒介；

IV. Financial media and industry media and other media;

五、其他相关机构。

V. Other relevant organizations.

##### 第七条 信息披露工作内容及基本要求

##### Article VII Content and basic requirements for information disclosure

企业重大事项的内部报告工作，按月度、按事项提交《下属企业重大事项提报表》（附件一），及时将可能对上市公司产生重大影响的事项报送上市公司董秘办，抄送集团上市公司资本规划管理本部。

**Produce internal reports on the company's major events, submitting a Report Form for Major Events in a Subsidiary (Appendix I) per event or per month, and report events which may have a significant impact on the listed company in a timely manner to the Secretary Office of the listed company, copying in the Groups Capital Planning Management Division for Listed Companies.**

企业的舆情监控，紧密跟踪产业政策、行业动态、公司新闻等，尤其关注负面新闻及对可能对上市公司产生重要影响的相关报道。

Monitor public opinion, closely track industrial policies, industry trends and company news, with a particular focus on negative news and related reports which

may have significant impact on the listed company.

## **第八条 投资者关系维护的工作内容及基本要求**

### **Article VIII Content and basic requirements of investor relations maintenance**

协助上市公司接待投资者现场调研，根据《下属企业接待投资者调研流程图》（附件二）确定接待人员、行程安排、投资者交流等事项，接待完成后填写《机构投资者调研记录表》（附件三）报送上市公司董秘办，抄送集团上市公司资本规划管理本部。

**Assist listed companies in receiving investors for on-site studies, confirm the reception personnel, the agenda, investor communications and other events in line with the Flow Chart of Receiving Investors for Site Studies to Subsidiaries (Appendix II), and fill out the Recording Form for Institutional Investor Site Studies (Appendix III) after receiving the guests and submit the form to the Secretary Office of the listed company, copying in the Group Capital Planning Management Division for Listed Companies.**

协助上市公司参与路演、策略会，为相关材料提供数据及文字支撑，对具有高度专业性的行业数据及文字应保证其准确性及真实性；参与其他形式的投资者关系维护工作，包括但不限于电话会议等。

Assist listed companies in participating in road shows and strategy meetings, provide data and textual support for related materials, and ensure the accuracy and authenticity of the highly professional industry data and text; participate in investor relations maintenance in other forms, including but not limited to teleconferences.

## **第九条 品牌管理工作内容及基本要求**

### **Article IX Contents and basic requirements of brand management**

协助上市公司做好品牌宣传及管理；企业自身品牌宣传应与上市公司宣传口径保持一致。下属企业涉及下列事项，应当向上市公司董秘办报备，抄送集团上市公司资本规划管理本部，具体包括：

Assist the listed company in promoting and managing its brand, and unify the branding of the company itself with the promotional statements of the listed company. **Subsidiaries shall report to the Secretary Office of the listed company, and copy in the Group Capital Planning Management Division for Listed Companies on events, involving the following:**

一、涉及上市公司对外报道、采访等事项的；

I. Events involving external reporting and interviews, etc., for listed companies;

二、下属公司高管参加各类外部研讨会、行业论坛、书籍出版、文章发表等活动时，内容涉及集团、上市公司、企业自身数据、战略和经营解读等事项的；

II. When the executives of a subsidiary participate in various external seminars, industry forums, the publication of books and articles and other activities with content involving the data, strategy and management interpretations, etc., of the Group, the listed company and or the company itself;

三、其他外部活动项可能涉及集团和上市公司数据、战略和经营问题的。

III. Other external activities that may involve the data, strategy and operational events of the Group and listed company.

下属企业接受媒体采访、外出参会等事项报备流程见附件四。

See Appendix IV for the Reporting Flow Chart for Subsidiaries Accepting Media Interviews and Attending External Meetings.

#### **第十条** 培训工作内容及基本要求

在企业内部宣贯《三胞集团重大事项内部报告制度》，加强相关法律法规的学习，提升主要财务人员、法务人员、业务人员的资本市场敏感性及信息披露遵从意识。

#### **Article X** Contents and basic requirements of training work

Promote and implement the Internal Reporting System on Major Events in Sanpower Group, strengthen the study of relevant laws and regulations, and increase the sensitivity to capital markets and awareness of information disclosure compliance of principal financial personnel, legal personnel and business personnel inside the company.

#### **第十一条** 其他协同工作

负责对接集团体系内与投资者关系管理及资本规划相关的其他工作。

#### **Article XI** Other coordination work

Coordinate other work related to investor relations management and capital planning in the Group system.

## 第四章 内幕信息保密义务

### Chapter IV Duty of Confidentiality for Insider Information

**第十二条** 下属企业开展投资者关系管理工作时应特别注意尚未公布信息及内部信息的保密，将该信息的知情者控制在最小范围内，避免和防止由此引发泄密及导致相关的内幕交易。

**Article XII** When carrying out investor relations management, subsidiaries shall pay special attention to the confidentiality of information that has not yet been published and internal information. They shall minimize the number of people with access to information, and avoid and prevent access resulting in disclosure and related insider trades.

**第十三条** 从事投资者关系管理工作的相关人员对知晓的内幕信息负有保密责任，在内幕信息公开前，不得擅自以任何形式对外泄露、报道、转送，不得进行内幕交易或配合他人操纵证券价格，不得在公司内部非业务相关部门或个人间以任何形式传播。

**Article XIII** Personnel carrying out investor relations management are responsible for the confidentiality of inside information that they come to know, and before the public disclosure of such information, shall not disclose, report or forward the information in any form, engage in insider trading or cooperate with others to manipulate the price of securities, or disseminate the information to internal business-uncorrelated departments or individuals in the Company in any form.

## 第五章 任职要求

### Chapter V Job requirements

**第十四条** 投资者关系管理岗是企业与投资者沟通的直接窗口，代表着企业的形象，从事投资者关系管理的工作人员需要具备以下素质和技能：

**Article XIV** Investor relations management positions are a direct path of communication between the company and investors, and as such, represent the image of the company. Personnel carrying out investor relations management shall possess the following qualities and skills:

一、熟悉集团、上市公司整体战略规划，全面了解熟悉本企业各方面情况，包括产业、产品、技术、运营、管理、研发、市场营销、财务、人事等；



I. Be familiar with the overall strategic planning of the Group and listed company, has a comprehensive understanding of and is familiar with all aspects of the company, including industry, product, technology, operation, management, research and development, marketing, finance, and personnel.

二、具备良好的知识结构，熟悉公司治理、财务会计等相关法律、法规和证券市场的运作机制，岗位任职人员需要参加集团三胞管理学院组织的相关培训活动，并通过考核认证。

II. Be deeply knowledgeable, and familiar with company's mechanisms for corporate governance and financial accounting in relation to the relevant laws, regulations and the securities market. Staff in investor relations management positions shall participate in relevant training activities organized by the Sanpower Management Academy, and pass the accreditation evaluation.

三、具有良好的沟通、协调能力及市场营销技巧；

III. Possess good communication and coordination abilities and marketing skills;

四、具有良好的品行，诚实信用。

IV. Be of good moral character, and be honest and credible.

**第十五条** 从事投资者关系管理的人员应及时加强对有关法律、行政法规和规范性文件等监管规定的学习,规范自身行为，更新知识结构。

**Article XV** Personnel carrying out investor relations management shall promptly strengthen their study of the relevant laws, administrative regulations, normative documents and other regulatory provisions, standardize their behavior, and update their knowledge.

## 第六章 考评机制

### Chapter VI Evaluation mechanisms

**第十六条** 企业内部应针对投资者关系管理岗制定相应的考评机制(原则上可参考三胞集团投资关系管理委员会考评机制)，对相关工作人员进行工作考核。

**Article XVI** The company shall assess the work of relevant personnel in view of the corresponding evaluation mechanisms put in place for investor relations management positions (in principle, this should be with reference to the Evaluation Mechanism of the Investment Relations Management Committee of Sanpower

Group).

## 第七章 附则

### Chapter VII Supplementary Provisions

**第十七条** 本办法的执行责任岗、培训责任岗及检查责任岗。

**Article XVII** Responsibility for implementation, training and monitoring these measures.

(一) 执行责任岗：下属企业涉及投资者关系管理相关人员；

Responsibility for implementation: The relevant personnel involved in investor relations management at the subsidiary;

(二) 培训责任岗：上市公司资本规划管理本部负责人；

Responsibility for training: The person responsible in the Capital Planning Management Division for Listed Companies;

(三) 检查责任岗：上市公司资本规划管理本部分管副总裁。

Responsibility of monitoring: The Vice President responsible in Capital Planning Management Division for Listed Companies.

**第十八条** 本管理办法未尽事宜，按有关法律、行政法规、中国证监会和证券交易所的有关规定执行。

**Article XVIII** Events not mentioned in this Management Measures shall be handled according to relevant laws, administrative regulations, and the regulations of the China Securities Regulatory Commission and stock exchanges.

**第十九条** 本管理办法与有关法律、行政法规和规范性文件的有关规定不一致的，以有关法律、行政法规和规范性文件的规定为准。

**Article XIX** If this Management Measures are inconsistent with the provisions of the relevant laws, administrative regulations and normative documents, the latter shall prevail.

**第二十条** 上市公司董秘办、集团上市公司资本规划管理本部联系方式如下：

**Article XX** The contacts of Secretary Office of listed companies and Capital Planning Management Division for Listed Companies are as follows:

	电话/Tel	邮箱/Email
上市公司资本规划管理本部 Capital Planning Management Division for Listed Companies	025-83267669	<a href="mailto:ir@sanpowergroup.com">ir@sanpowergroup.com</a>
南京新百董秘办 Secretary Office of Nanjing Xinjiekou Department Store Co Ltd (600682.SH)	025-84761342	<a href="mailto:njplj@sina.com">njplj@sina.com</a> 614681838@139.com
宏图高科董秘办 Secretary Office of Jiangsu Hiteker High-tech Co., Ltd (600122.SH)	025-83274691	hanhtu@hiteker.com.cn caijy@sanpowergroup.com

**第二十一条** 本办法由集团上市公司资本规划管理本部负责解释和修订。


**Article XXI** This Measures shall be interpreted and revised by the Capital Planning Management Division for Listed Companies.

**第二十二条** 本办法自印发之日起施行。


**Article XXII** This Measures shall be implemented as of the date of issue.

## 第八章 附件


### Chapter VIII Appendix

附件一：《下属企业重大事项提报表》


Appendix I: Report Form for Major Events in a Subsidiary

附件二：《下属企业接待投资者调研流程图》

Appendix II: Recording Form for Institutional Investor Site Studies

附件三：《机构投资者调研记录表》

Appendix III: Flow Chart of Receiving Investors for Site Studies to Subsidiaries

附件四：《下属企业接受媒体采访、外出参会等事项报备流程图》

Appendix IV: Reporting Flow Chart for Subsidiaries Accepting Media Interviews and Attending External Meetings