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三胞集团有限公司

Sanpower Group Co., Ltd.

重大事项内部报告管理办法

**Internal Reporting System on Major
Events**

2017 年 5 月

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修订跟踪表

Tracking Table for Revision

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三集上市 【2017】 第一版 Sanpower Group Listed Companies [2017] Version 1		1、格式调整； 2、部门名称调整、联系方式调整 3、增加英文版	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

重大事项内部报告管理办法

Internal Reporting System on Major Events

(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：制定本管理办法旨在明确重大事项报告义务人应当知悉重大事项的报告义务和报告程序，确保集团及上市公司规范、透明运作，提高公司治理水平。

Article I Purpose: This system has been developed to clarify the reporting obligations and processes for major events that should be known by people with the duty to report major events, to ensure that the operations of the Group and listed companies are standardised and transparent, and to improve corporate governance.

第二条 适用范围：集团各部门、控股及参股子公司。

Article II Applicable scope: all divisions, branches, holding subsidiaries or joint-stock subsidiaries of the Group.

第三条 定义及术语：

Article III Definitions and terms

重大事项：是指可能对上市公司股票及其衍生品种交易价格产生较大影响的事项、达到上市公司信息披露标准的事项（以下简称“重大事项”）；

Major events: refer to events which may have a significant impact on the trading price of stocks and derivatives of listed companies and events that meet the information disclosure standards for listed companies (hereinafter referred to as “major events”);

重大事项报告义务人：是指按照本管理办法规定负有报告义务的有关人员、部门和单位（以下简称“报告义务人”）；

Reporting parties for major events: refer to the personnel, departments and units that have reporting obligations as specified in the System (hereinafter referred to as “reporting parties”);

上市公司及其子公司：包括但不限于：南京新街口百货商店股份有限公司、江苏宏图高科技股份有限公司、万威国际有限公司、南京富士通电子信息科技股份有限公司、广州金鹏源康精密电路股份有限公司等，具体公司列表详见附件一。

Listed companies and their subsidiaries: including but not limited to Nanjing Xinjiekou Department Store Co., Ltd., Jiangsu Hiteker High-tech Co., Ltd., IDT International Limited, Nanjing Fujitsu Electronics Information Technology Co., Ltd. and Guangzhou Jinpeng Yuankang Precision Electric Circuit Co., Ltd. (see Appendix I for company list)

第二章 管理原则及职责

Chapter II Management principles and obligations

第四条 重大事项内部报告应遵循及时、准确、真实、完整的原则。

Article IV The internal reporting on major events shall follow the principles of timeliness, accuracy, truthfulness and completeness.

第五条 报告义务人为重大事项内部报告责任人，在发生或即将发生重大事项时，报告义务人应确保重大事项及时、准确、真实、完整地上报集团决策层、集团上市公司资本规划管理本部及上市公司董秘办，报告义务人包括：

Article V The reporting parties are in charge of internal reporting on major events. When major events are occurring or going to occur, the reporting parties shall ensure that the major events are accurately and truthfully reported to the Group policymakers, the Group Capital Planning Management Division for Listed Companies and Secretary Offices of the listed companies in full in a timely manner. The reporting parties include:

(一) 集团各部门负责人；

(I) Heads of all divisions and branches of the Group;

(二) 集团控股子公司董事长、高级管理人员；

(II) Chairpersons and senior executives of subsidiaries held by the Group and heads of branches;

(三) 集团派驻参股公司的董事、监事、财务总监和其他高级管理人员；

(III) Directors, supervisors, financial directors and other senior executives that the Group has dispatched to joint-stock companies;

(四) 其他负有信息披露义务的人员和部门。

(IV) Other personnel and departments with the duty to disclose information.

第六条 在上市公司重大事项信息未公开披露前，报告义务人负有保密义务。

Article VI Prior to the major events of listed companies being publicly disclosed, the reporting parties have a duty of confidentiality.

第三章 重大事项的范围

Chapter III Scope of major events

第七条 集团各部门、控股及参股子公司所分管的业务中，涉及到上市公司及其子公司发生或即将发生以下情形时，报告义务人应及时、准确、真实、完整地向集团决策层、集团上市公司资本规划管理本部及上市公司董秘办报告。具体包括：

Article VII Among all the businesses of the Group's divisions, branches, holding subsidiaries or joint-stock subsidiaries, if the following occurs or is going to occur to the listed companies and their subsidiaries, the reporting parties shall, in a timely, accurate, truthful and full manner, report to the Group policymakers, the Group Capital Planning Management Division for Listed Companies and Secretary Offices of the listed companies. Specific events include:

(一) 经营活动重大事项

(I) Major events relating to business activities

1、经营政策或者经营范围发生重大变化（包括产品销售价格、材料采购价格和方式、政策或法律、法规、规章发生重大变化等）；

Major changes to business policies or the business scope (including changes to product pricing, materials procurement prices or methods, policies or laws, regulations, and rules, etc.);

2、主营业务发生重大变化；公司净利润或者主营业务利润发生重大变化；

Major changes to principal business: major changes to net profits of the company

or profits from the principal business;

3、订立重要合同，该合同可能对公司产生显著影响；获得大额补贴或税收优惠；

Important contracts are concluded which have a significant impact on the company; large subsidies or tax preferences are obtained;

4、发生重大经营性或者非经营性亏损；主要或者全部业务陷入停顿；

Major operational or non-operational losses occur; the principal or all businesses are at a standstill;

5、发生重大设备、安全等事故，对经营或者环境产生重大后果；

Serious equipment, safety and other accidents occur with serious consequences for the business or the environment;

（二）常规交易重大事项

(II) Major events relating to regular transactions

1、购买或出售资产；租入或租出资产；赠与或受赠资产；

Purchase or sale of assets; renting or leasing assets; giving or receiving assets;

2、对外投资（含出资参股或新设公司、委托理财、委托贷款等）；

External investment (including **investment in joint-stock companies or new companies**, authorized financing and lending, etc.);

3、提供财务资助；

Provision of financial assistance;

4、签订管理方面的合同（含委托经营、受托经营等）；签订许可协议；

Conclusion and signing of management-related contracts (including entrusted operation and operation on commission, etc.); conclusion and signing of licensing agreements;

5、债权或债务重组；

Restructuring of creditor's rights or debt;

6、提供担保（上市公司及其子公司提供担保不论金额大小，均需履行内部决策程序后进行披露），或担保变更；

Provision of guarantees (regardless of the amount, all guarantees provided

by listed companies and their subsidiaries shall be disclosed after the internal decision-making process), or changes to guarantees;

(三) 关联交易重大事项

(III) Major events relating to affiliated transactions

1、购销商品；代理；租赁；

Purchase and sale of goods; acting as an agent; leases;

2、买卖有形或无形资产； 赠与或受赠资产；

Trades in tangible or intangible assets; giving or receiving assets;

3、出让或受让股权； 兼并或合并法人；

The disposal of equity or being transferred equity; corporate merger or consolidation of a legal person;

4、提供或接受劳务；

Provision or receipt of labor;

5、各种采取合同或非合同形式进行的委托经营：（1）提供资金或资源；（2）协议或非协议许可；（3）提供担保；（4）合作研究与开发或技术项目的转移；（5）向关联方人士支付报酬；（6）合作投资企业；（7）合作开发项目；（8）其他有重大影响的重大交易。

All commissioned operations conducted in contractual or non-contractual forms: (1) provision of funds or resources; (2) contractual or non-contractual licenses; (3) provision of guarantee; (4) joint research and development or transfer of technology projects; (5) remuneration paid to affiliate personnel; (6) joint investment companies; (7) joint development projects; (8) other major transactions that have a significant impact.

(四) 其他重大事项

(IV) Other major events

1、发生的诉讼和仲裁；

Litigation and arbitration;

2、募集资金投向发生重大变化；

Major changes in investments using raised funds;

3、管理层发生重大变化；

Major changes at the management level;

4、计提大额减值准备；

Significant provision of asset impairment

5、变更会计政策、会计估计；

Changes in accounting policies and accounting estimates;

6、可能影响上市公司股价或监管部门认定的其他交易，在不确定的前提下，应及时报告集团决策层、集团上市公司资本规划管理本部及上市公司董秘办。

Under an uncertain circumstance, other transactions that may affect the stock prices of listed companies or that are identified by regulators shall be reported to the Group policymakers, the Group Capital Planning Management Division for Listed Companies and Secretary Offices of the listed companies in a timely manner.

第四章 重大事项报告的标准

Chapter IV Standards for reporting major events

1、涉及上市公司及其子公司的交易达到下列标准之一的，应及时报告集团决策层、集团上市公司资本规划管理本部及上市公司董秘办：

Transactions that are related to **listed companies and their subsidiaries** and meet one of the following standards, shall be reported to the Group policymakers, the Group Capital Planning Management Division for Listed Companies and Secretary Office of the listed company in a timely manner:

(1) 交易涉及的资产总额占上市公司最近一期经审计总资产的 10% 以上；

Transactions involving an asset total amount for more than 10% of the total assets in the latest audit period of the listed company;

(2) 交易成交金额（包括承担的债务和费用）占上市公司最近一期经审计净资产 10% 以上，且绝对金额超过 1000 万元；

Transactions (including liabilities and expenses) that amount to more than 10% of the net assets in the latest audit period of the listed company and that are more than 10 million yuan;

(3) 交易产生的利润占上市公司最近一个会计年度经审计净利润的 10% 以上，且绝对金额超过 100 万元的；

Transactions that produce profits of more than 10% of the audited net profits in the latest accounting year of the listed company and that are more than one million yuan;

(4) 交易标的在最近一个会计年度相关的主营业务收入占上市公司最近一个会计年度经审计主营业务收入的 10% 以上, 且绝对金额超过 1000 万元的;

Principal business income of transaction object in the latest accounting year that account for more than 10% of the audited principal business income in the latest accounting year of the listed company, and that are more than 10 million yuan;

(5) 交易标的在最近一个会计年度相关的净利润占上市公司最近一个会计年度经审计净利润的 10% 以上, 且绝对金额超过 100 万元的。

Net profits of transaction object in the latest accounting year that account for more than 10% of the audited net profits in the latest accounting year of the listed company, and that are more than one million yuan;

上述指标所涉数据如为负值, 取绝对值计算。

If the data related to the above indexes are negative values, their absolute values shall be used in the calculation.

2、上市公司及其子公司与关联自然人发生的交易金额在 30 万元以上, 或与关联法人交易金额达到 300 万元以上且占上市公司最近经审计净资产值的 0.5% 以上的关联交易事项, 应及时报告集团决策层及集团上市公司资本规划管理本部。

Transactions between **listed companies and their subsidiaries** and affiliated natural persons that are more than 300,000 yuan, or transactions between listed companies and their subsidiaries and affiliated legal persons that are more than three million yuan and account for more than 0.5% of the net audited assets of the listed company, shall be reported to Group policymakers and the Group Capital Planning Management Division of Listed Companies in a timely manner.

3、可能对上市公司及其子公司营业收入、营业利润产生较大影响的其他重大事项, 在不确定的前提下, 应及时报告集团决策层、集团上市公司资本规划管理本部及上市公司董秘办。

Under an uncertain circumstance, other major events which may significantly affect the **operating income and operating profit** of the **listed companies and their**

subsidiaries shall be reported to Group policymakers, the Group Capital Planning Management Division for Listed Companies and Secretary Offices of the listed companies in a timely manner.

第五章 重大事项内部报告的程序

Chapter V Internal reporting processes for major events

第八条 按照本管理办法规定在发生或即将发生重大事项时，报告义务人应在知悉的当日以电话和邮件的方式向集团决策层、集团上市公司资本规划管理本部及上市公司董秘办通告有关情况。

Article VIII According to the system, when a major issue is occurring or going to occur, the reporting party shall report the related information to Group policymakers and, Group Capital Planning Management Division for Listed Companies and Secretary Offices of the listed companies via phone call or email on the day when he/she learns of the issue.

联系方式如下：

Contact Information:

	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	ir@sanpowergroup.com
南京新百董秘办 Secretary Office of Nanjing Xinjiekou Department Store Co., Ltd (600682.SH)	025-84761342	njplj@sina.com 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 caiyy@sanpowergroup.com

第九条 报告义务人按照前款规定履行报告义务后，还应当向集团决策层、集团上市公司资本规划管理本部及上市公司董秘办报告其职权范围内重大事项的进展情况。

Article IX After performing their reporting obligation as per the previous article, the reporting party shall also report on the progress of the major issue that falls within the scope of their role to Group policymakers, the Group Capital Planning Management Division for Listed Companies and Secretary Offices of the listed companies .

第十条 集团上市公司资本规划管理本部根据实际情况，定期或不定期地对集团负有重大事项报告义务的有关人员进行有关公司治理及信息披露等方面的沟通和培训，以保证集团内部重大事项报告的及时、准确、真实、完整。

Article X The Group Capital Planning Management Division for Listed Companies will, according to the actual situation, periodically or as required, carry out communications and training on company governance and information disclosure for personnel with the duty to report major events, to ensure that major events are reported internally with accuracy, truthfulness, completeness and timeliness.

第六章 责任与处罚

Chapter VI Responsibilities and Penalties

第十一条 报告义务人应认真、负责地传递本管理办法所要求的各类信息，对重大事项的及时性、准确性、真实性、完整性负责。

Article XI The reporting parties shall cautiously and responsibly deliver all information required by the system and be responsible for the timeliness, accuracy, truthfulness and completeness of information on major events.

第十二条 发生应报告的内部重大事项未能及时上报或未上报的，将追究负责报告义务人的责任，已造成不良影响的，由报告义务人承担相应的责任。

Article XII If internal major events which should have been reported, but are not reported in a timely manner or not reported at all, the reporting parties will be held responsible and shall be held liable.

第七章 附则

Chapter VII Supplementary provisions

第十三条 责任岗：

Article XIII Responsible positions:

1、执行责任岗：集团各部门、控股及参股子公司

Responsibility for implementation: all divisions, branches and holding

subsidiaries or joint-stock subsidiaries of the Group

2、检查责任岗：审计管理中心、独立监察室

Responsibility for monitoring: Audit Management Division and Independent Supervision Centre

3、培训责任岗：上市公司资本规划管理本部

Responsibility for training: Investor Relations Management Division

第十四条 本管理办法若有与相关法律、法规或《公司章程》不相符合的条款时，按有关法律、法规或《公司章程》的规定执行。

Article XIV If the system's articles contradict relevant laws, regulations or the Articles of Association, the relevant laws, regulations or the Articles of Association shall prevail.

第十五条 本管理办法由集团上市公司资本规划管理本部负责解释。


Article XV The Group Capital Planning Management Division of Listed Companies is responsible for interpreting the system.

第十六条 本办法自印发之日起施行。以下制度同时废止：2016年6月23日发布的《三胞集团重大事项内部报告制度（2016版）》。

This Measures shall be implemented as of the date of issue.

第八章 附件

Chapter VIII Appendix

附件一：《上市公司及下属企业名单列表》

Appendix I: 《Listed company and subsidiaries》