

证券代码:001389 证券简称:广合科技 公告编号:2026-076

广州广合科技股份有限公司 2026 年第二次临时股东大会决议公告

本公司及董事会全体成员保证信息披露的内容真实、准确、完整,没有虚假记载、误导性陈述或重大遗漏。

特别提示:

- 1、本次股东大会未出现否决提案的情形。
- 2、本次股东大会未涉及变更前次股东大会通过决议。
- 一、会议召开的基本情况
- 1、现场会议召开时间:2026 年 9 月 24 日 15:00
- 2、网络投票期间:通过深圳证券交易所交易系统进行现场投票的具体时间为 2026 年 9 月 24 日的 9:15—9:25、9:30—11:30、13:00—15:00;通过深圳证券交易所互联网投票系统投票的具体时间为 2026 年 9 月 24 日的 9:15 至 15:00 的任意时间。
- 3、会议方式:本次股东大会采用现场表决与网络投票相结合的方式召开。
- 4、召集人:公司董事会
- 5、会议地点:广州保税区保南路 22 号广州广合科技股份有限公司会议室。
- 6、现场会议主持人:董事长肖红复先生
- 7、本次会议的召开符合《中华人民共和国公司法》《中华人民共和国证券法》《广州广合科技股份有限公司章程》及有关法律法规的规定。
- 8、会议出席情况:

分类	股东及代理人姓名(人)	代表有表决权股份数(股)	占公司普通股股份总数比例(%)	网络投票股数(股)	代表有表决权股份数(股)	占公司普通股股份总数比例(%)	现场会议出席股数(股)	代表有表决权股份数(股)	占公司普通股股份总数比例(%)
A股	9	272,192,330	57.926%	267	22,676,214	4.7956%	276	294,868,544	62.7248%
H股	1	12,676,903	2.7286%	0	0	0.0000%	1	12,676,903	2.7286%
合计	10	285,069,233	60.6526%	267	22,676,214	4.7956%	277	307,545,447	69.0828%

注:截至股权登记日,公司总股本为 472,726,894 股,A 股股本为 426,726,894 股,H 股股本为 46,000,000 股,均享有表决权。本公告中占有表决权股份总数的百分比均保留 4 位小数,若其各分项数值之和与合计数值存在尾差,均为四舍五入原因造成。

9、公司董事及董事会秘书出席了本次股东大会,公司高级管理人员、上海市锦天城(深圳)律师事务所、卓佳证券登记有限公司监票人等列席了本次股东大会。

二、议案审议表决情况

本次会议采用现场投票和网络投票相结合的方式表决,审议通过了如下议案:

提案编号	提案名称	表决分类	同意 股数(股)	比例	反对 股数(股)	比例	弃权 股数(股)	比例	回避 股数(股)	表决结果
1.00	《关于符合特定对象发行 A 股可转换公司债券募集资金用途的议案》	A 股	294,727,226	99.6976%	115,389	0.0393%	3,500	0.0012%	0	通过
		其中:中小股东	22,676,885	99.498%	115,389	0.0708%	3,500	0.0153%	0	
		H 股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
2.00	《关于调整符合特定对象发行 A 股可转换公司债券发行方案的议案》	A 股	294,727,226	99.6976%	115,389	0.0394%	9,000	0.0031%	0	通过
		其中:中小股东	22,676,885	99.498%	115,389	0.0393%	9,000	0.0396%	0	
		H 股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
2.01	本次发行证券的种类	A 股	294,727,226	99.6976%	115,389	0.0394%	9,000	0.0031%	0	通过
		其中:中小股东	22,676,885	99.498%	115,389	0.0393%	9,000	0.0396%	0	
		H 股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
2.02	发行规模	A 股	294,727,226	99.6976%	115,389	0.0393%	9,500	0.0032%	0	通过
		其中:中小股东	22,676,885	99.498%	115,389	0.0393%	9,500	0.0417%	0	
		H 股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
2.03	募集资金和发行价格	A 股	294,727,226	99.6976%	115,389	0.0393%	9,500	0.0032%	0	通过
		其中:中小股东	22,676,885	99.498%	115,389	0.0393%	9,500	0.0417%	0	
		H 股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
2.04	偿债期限	A 股	294,727,226	99.6976%	115,389	0.0393%	9,500	0.0032%	0	通过
		其中:中小股东	22,676,885	99.498%	115,389	0.0393%	9,500	0.0417%	0	
		H 股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	

2.05	债券利率	A 股	294,727,226	99.6976%	115,389	0.0393%	9,700	0.0033%	0	通过
		其中:中小股东	22,676,885	99.498%	115,389	0.0708%	9,700	0.0426%	0	
		H 股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
2.16	付息的时间和方式	A 股	294,727,226	99.6976%	115,389	0.0393%	9,500	0.0032%	0	通过
		其中:中小股东	22,676,885	99.498%	115,389	0.0393%	9,500	0.0417%	0	
		H 股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
2.17	本次募集资金用途	A 股	294,727,226	99.6976%	115,389	0.0393%	9,500	0.0032%	0	通过
		其中:中小股东	22,676,885	99.498%	115,389	0.0393%	9,500	0.0417%	0	
		H 股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
2.18	担保事项	A 股	294,727,226	99.6976%	115,389	0.0393%	9,500	0.0032%	0	通过
		其中:中小股东	22,676,885	99.498%	115,389	0.0393%	9,500	0.0417%	0	
		H 股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
2.19	评级事项	A 股	294,727,226	99.6976%	115,389	0.0393%	9,500	0.0032%	0	通过
		其中:中小股东	22,676,885	99.498%	115,389	0.0393%	9,500	0.0417%	0	
		H 股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
2.20	募集资金存管	A 股	294,727,226	99.6976%	115,389	0.0393%	9,500	0.0032%	0	通过
		其中:中小股东	22,676,885	99.498%	115,389	0.0393%	9,500	0.0417%	0	
		H 股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
2.21	本次发行方案的有效期	A 股	294,727,226	99.6976%	115,389	0.0393%	9,500	0.0032%	0	通过
		其中:中小股东	22,676,885	99.498%	115,389	0.0393%	9,500	0.0417%	0	
		H 股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
3.00	《关于符合特定对象发行 A 股可转换公司债券募集资金用途的议案》(修订稿)的议案	A 股	294,727,226	99.6976%	115,389	0.0393%	9,500	0.0032%	0	通过
		其中:中小股东	22,676,885	99.498%	115,389	0.0393%	9,500	0.0417%	0	
		H 股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
4.00	《关于符合特定对象发行 A 股可转换公司债券募集资金用途的议案》(修订稿)的议案	A 股	294,727,226	99.6976%	115,389	0.0393%	9,500	0.0032%	0	通过
		其中:中小股东	22,676,885	99.498%	115,389	0.0393%	9,500	0.0417%	0	
		H 股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
5.00	《关于符合特定对象发行 A 股可转换公司债券募集资金用途的议案》(修订稿)的议案	A 股	294,727,226	99.6976%	115,389	0.0393%	9,500	0.0032%	0	通过
		其中:中小股东	22,676,885	99.498%	115,389	0.0393%	9,500	0.0417%	0	
		H 股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
6.00	《关于符合特定对象发行 A 股可转换公司债券募集资金用途的议案》(修订稿)的议案	A 股	294,727,226	99.6976%	115,389	0.0393%	9,500	0.0032%	0	通过
		其中:中小股东	22,676,885	99.498%	115,389	0.0393%	9,500	0.0417%	0	
		H 股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,244,700	0.8061%	0	

214	发行方式及发行对象	A股	294,727,226	99.6976%	115,389	0.0393%	9,500	0.0032%	0	通过
		其中:中小股东	22,676,885	99.498%	115,389	0.0708%	9,500	0.0417%	0	
		H股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,254,200	0.8076%	0	
		合计	294,727,226	99.6976%	115,389	0.0393%	1,254,200	0.0417%	272,067,430	
215	向控股股东配股的用途	A股	22,676,885	99.498%	115,389	0.0708%	9,500	0.0417%	0	通过
		其中:中小股东	99,498%	115,389	0.0708%	9,500	0.0417%	0		
		H股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	34,312,087	99.990%	115,389	0.2496%	1,254,200	35.84%	272,067,430	
		合计	294,727,226	99.6976%	115,389	0.0393%	1,254,200	0.0417%	0	
216	维持持有人会议决议不受变更	A股	294,727,226	99.6976%	115,389	0.0393%	9,500	0.0032%	0	通过
		其中:中小股东	22,676,885	99.498%	115,389	0.0708%	9,500	0.0417%	0	
		H股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,254,200	0.8076%	0	
		合计	294,727,226	99.6976%	115,389	0.0393%	9,500	0.0032%	0	
217	本次募集资金用途	A股	294,727,226	99.6976%	115,389	0.0393%	9,500	0.0032%	0	通过
		其中:中小股东	22,676,885	99.498%	115,389	0.0708%	9,500	0.0417%	0	
		H股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,254,200	0.8076%	0	
		合计	294,727,226	99.6976%	115,389	0.0393%	9,500	0.0032%	0	
218	担保事项	A股	294,727,226	99.6976%	115,389	0.0393%	9,500	0.0032%	0	通过
		其中:中小股东	22,676,885	99.498%	115,389	0.0708%	9,500	0.0417%	0	
		H股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,254,200	0.8076%	0	
		合计	294,727,226	99.6976%	115,389	0.0393%	9,500	0.0032%	0	
219	评级事项	A股	294,727,226	99.6976%	115,389	0.0393%	9,500	0.0032%	0	通过
		其中:中小股东	22,676,885	99.498%	115,389	0.0708%	9,500	0.0417%	0	
		H股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,254,200	0.8076%	0	
		合计	294,727,226	99.6976%	115,389	0.0393%	9,500	0.0032%	0	
220	募集资金存放	A股	294,727,226	99.6976%	115,389	0.0393%	9,500	0.0032%	0	通过
		其中:中小股东	22,676,885	99.498%	115,389	0.0708%	9,500	0.0417%	0	
		H股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,254,200	0.8076%	0	
		合计	294,727,226	99.6976%	115,389	0.0393%	9,500	0.0032%	0	
221	本次发行方式的合规性	A股	294,727,226	99.6976%	115,389	0.0393%	9,500	0.0032%	0	通过
		其中:中小股东	22,676,885	99.498%	115,389	0.0708%	9,500	0.0417%	0	
		H股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,254,200	0.8076%	0	
		合计	294,727,226	99.6976%	115,389	0.0393%	9,500	0.0032%	0	
300	《关于向不特定对象发行融资总额不超过人民币2亿元(含)的决议》	A股	294,727,226	99.6976%	115,389	0.0393%	3,500	0.0012%	0	通过
		其中:中小股东	22,676,885	99.498%	115,389	0.0708%	3,500	0.0753%	0	
		H股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,248,200	0.8069%	0	
		合计	294,727,226	99.6976%	115,389	0.0393%	3,500	0.0012%	0	
400	《关于向不特定对象发行融资总额不超过人民币10亿元(含)的决议》	A股	294,727,226	99.6976%	115,389	0.0393%	3,500	0.0012%	0	通过
		其中:中小股东	22,676,885	99.498%	115,389	0.0708%	3,500	0.0753%	0	
		H股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,248,200	0.8069%	0	
		合计	294,727,226	99.6976%	115,389	0.0393%	3,500	0.0012%	0	
500	《关于向不特定对象发行融资总额不超过人民币10亿元(含)的决议》	A股	294,727,226	99.6976%	115,389	0.0393%	3,500	0.0012%	0	通过
		其中:中小股东	22,676,885	99.498%	115,389	0.0708%	3,500	0.0753%	0	
		H股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	306,359,427	99.6976%	115,389	0.0393%	1,248,200	0.8069%	0	
		合计	294,727,226	99.6976%	115,389	0.0393%	3,500	0.0012%	0	
600	《关于前次募集资金使用情况的专项报告的变更》	A股	280,562,524	99.6676%	1,306,510	0.4931%	3,500	0.0012%	0	通过
		其中:中小股东	21,465,494	94.2666%	1,306,510	5.7280%	3,500	0.0753%	0	
		H股	11,632,202	90.3339%	0	0.0000%	1,244,700	9.6661%	0	
		合计	302,194,726	99.9388%	1,306,510	0.4949%	1,248,200	0.8069%	0	
		合计	280,562,524	99.6676%	1,306,510	0.4931%	3,500	0.0012%	0	