

股票简称：卓然股份

股票代码：688121

上海卓然工程技术股份有限公司

(上海市闵行区闵北路 88 弄 1-30 号 104 幢 4 楼 D 座)



2022 年度科创板向特定对象发行股票

2023 年 7 月

Essence Securities Co., Ltd.

二〇二三年七月

41,252.80

13.57 /

3,040.00

30%

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.....	2
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.....	10
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.....	16
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		2021 12
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	Shanghai Supezet Engineering Technology Corp., Ltd.
	688121.SH
	88 1-30 104 4 D
	268 3 6
	200335
	021-68815818
	021-66650555
	supezet@supezet.com
	www.supezet.com
	: (); (, ,) : ; ; ; ; ; ; (,)

2022

2022

		%
	202,666,667	100.00

2022

	/			%	
1			60,000,000	29.61	60,000,000
2					-
3			6,400,000	3.16	-
4					-
5					-
6			5,120,000	2.53	-
7			5,066,666	2.50	-
8					-
					60,000,000

6,000

29.61%

108.80

0.54%

6,108.80

1-1-15

30.14%

1969 9

1991 8 1993 5

1

1

2

3

4

5

6

2

2022			
2022			2025

2021

2019		2019	DCS FCS
2018			40 4,000 600
2016		2016-2020	
2015		2015 30	
2015		2025	

1

1

1

3

1

2

3

-

1863

1963

20

60

90

21

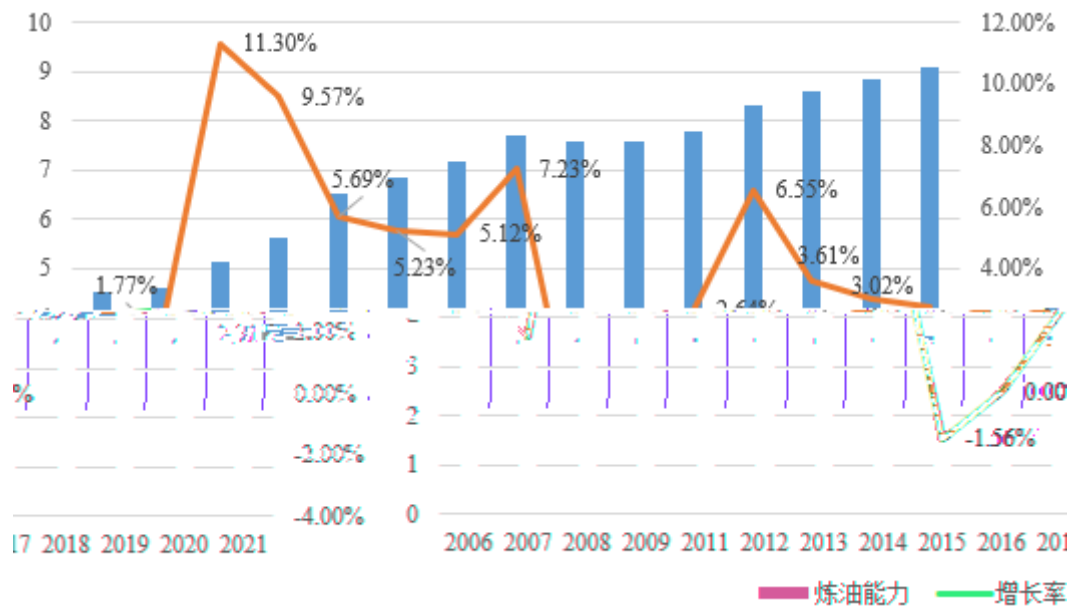
2020

2021

2021

9.1 / 2022

2006-2021



2021

2020

2019

2020	2020	6.57	2016~2020
5%	75.3%	71%	
	80%	2020	
3.38	15.4%	0.8	45.6%

2022-2026

/

				2,000	2022	
				2,000	2024	
				1,500	2025	
				1,500	2025	
				1,100	2025	
				8,100	-	-

2022

2015 407

3,832 /

2021

2022

4,000

2021-2025

/

/					
				2021	140
				2021	125
				2021	110
				2021	100
				2021	80
				2021	60
				2021	60
				2021	30
	SK)			2021	30

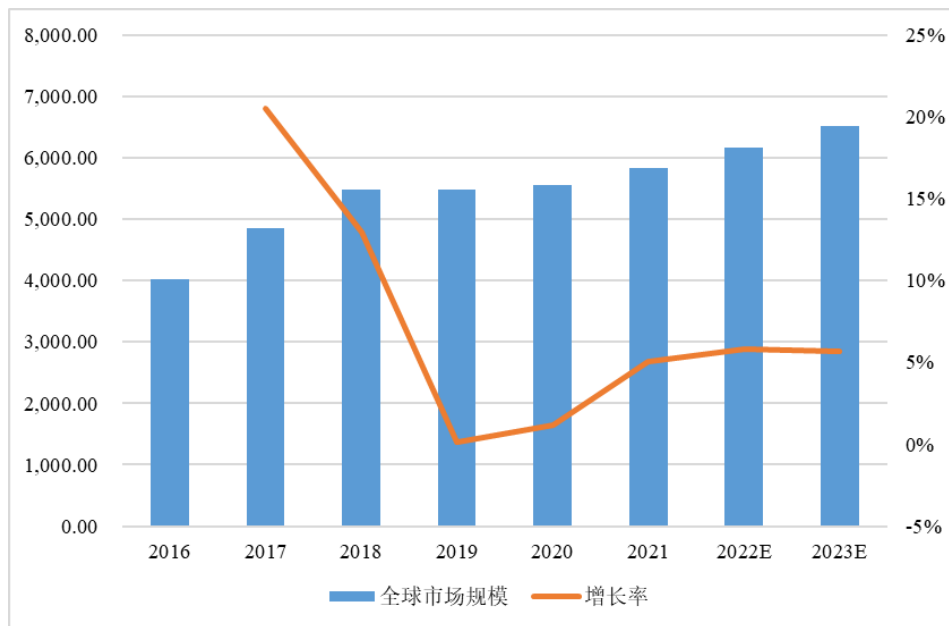
	SABIC			2021	30
				2021/2022	80
	SABIC	+		2021/2022	150
				2022	150
				2022	120
				2022	120
				2022	100
				2022	80
				2022	40
				2022	30
				2022	30
				2022	30
				2023	120
				2023	100
				2023	100
				2023	60
				2023	60
				2024	200
				2024	150
				2024	150
				2024	150
	)			2024	120
	(			2024	37

2022

	SABIC				
				2025	300
				2025	120
				2025	120
				2025	100
				2025	100
					3,692

2020

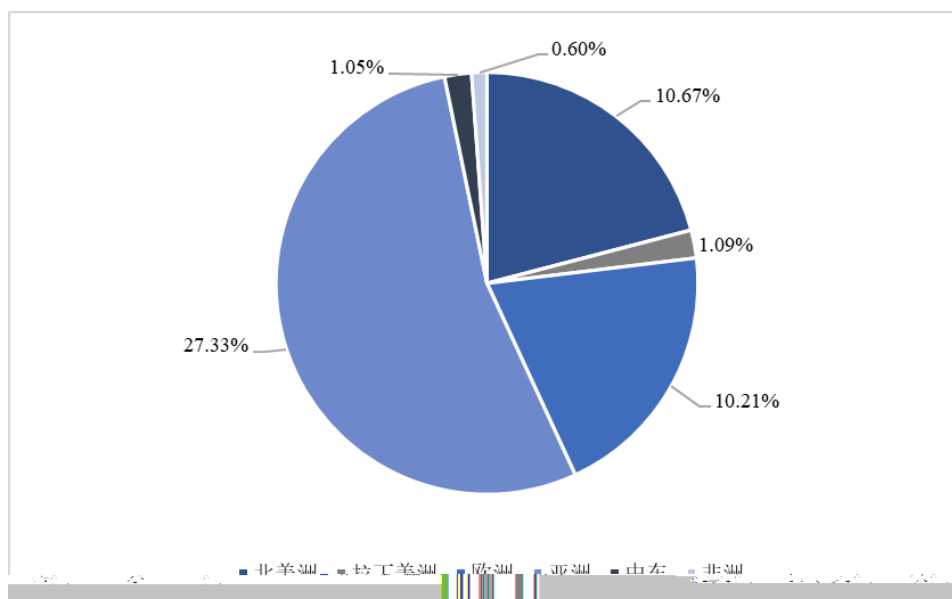
2016-2023



Barnes Reports

ABB

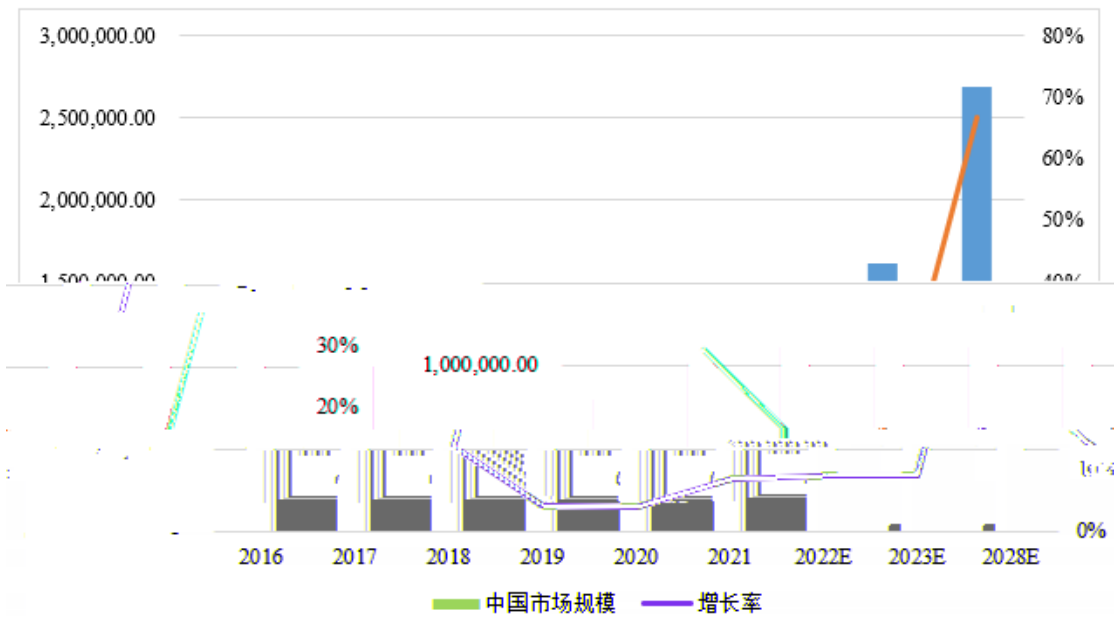
2023



Barnes Reports

2021		3,600	/	
2,000	/	1,600	/	500

2016-2028



Barnes Reports

2

1

			2012	
	101.92		58.27	43.65
14.63		2018		116.02
48.25			67.77	19.52
				2020
			63.52	16.92
2				

JIT

3

ERP

CAD

CAD

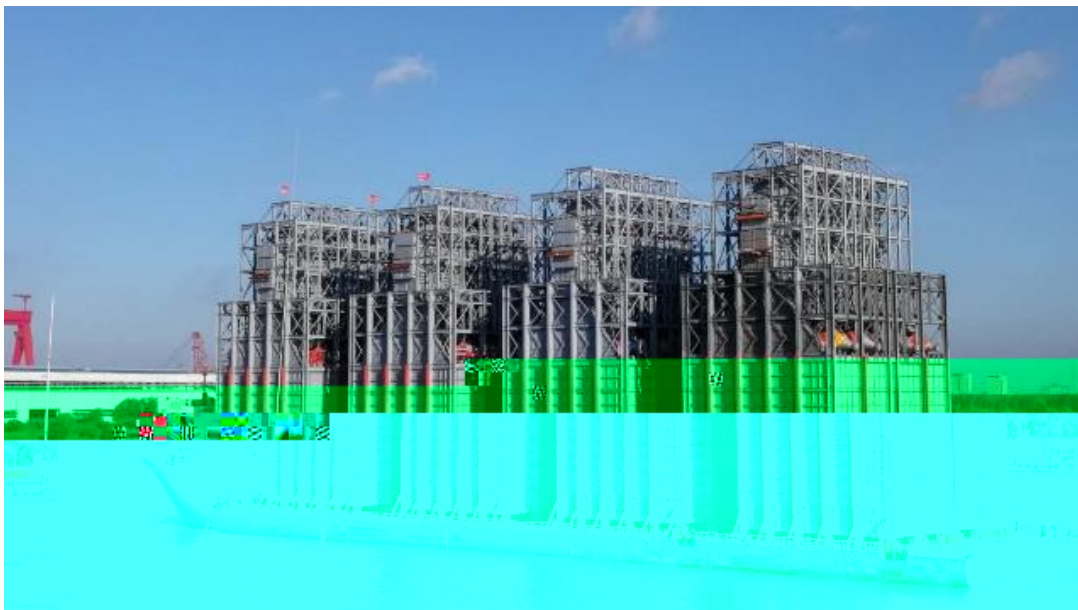
2022

Ls
Heavy
Equipment

20%

5%

2



4

4

1200

/ 14

PC

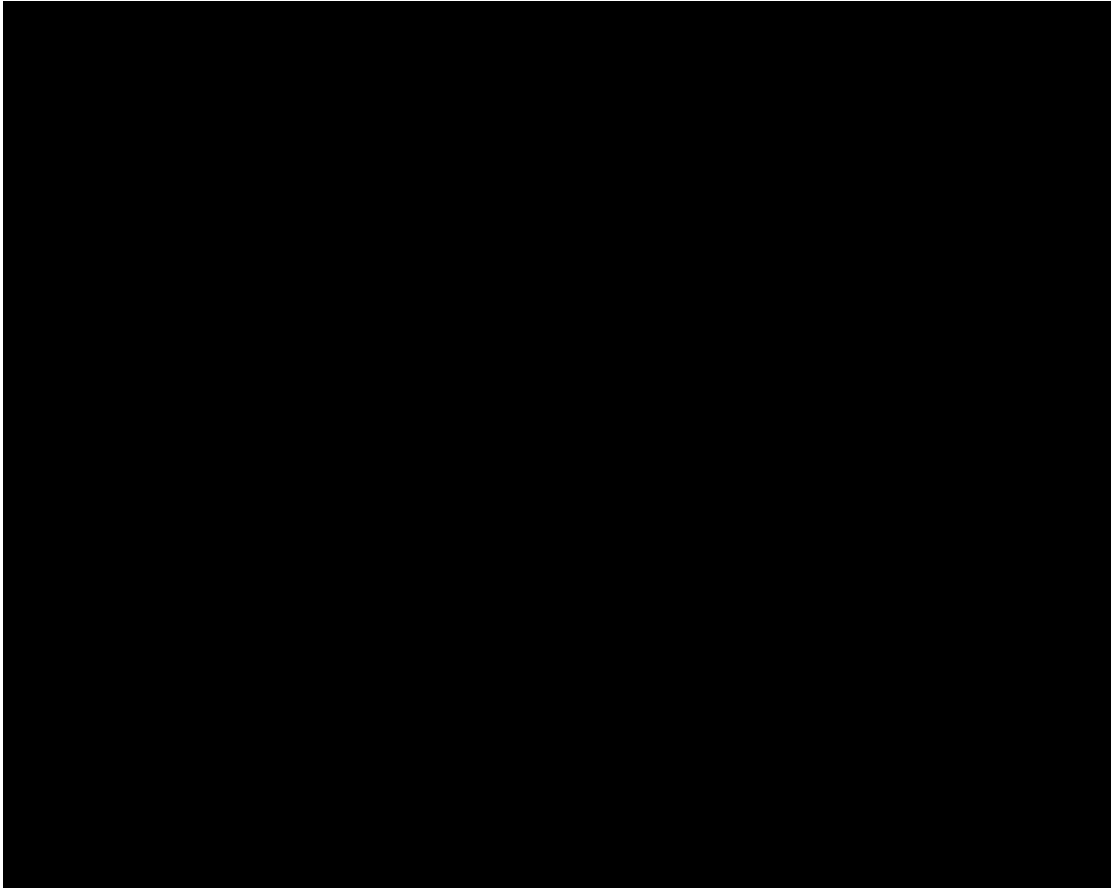
TITAN9 /

SEI

5



1

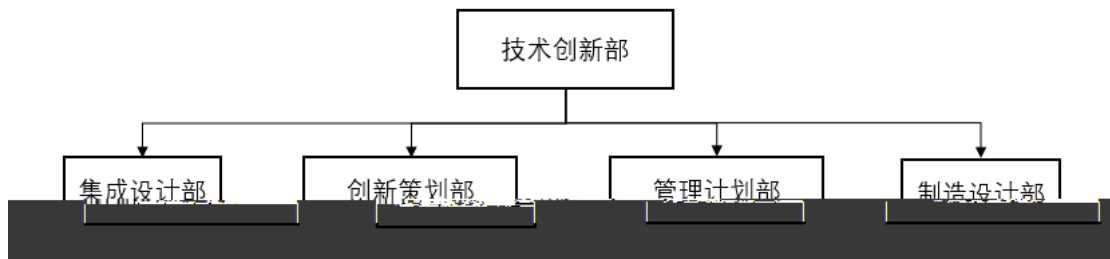




3

				%		
			2021		2020	
	-	-	9,374.77	2.40	185,941.69	68.17
		100.00	380,713.89	97.60	86,808.99	31.83
		100.00	390,088.66	100.00	272,750.68	100.00

4



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2

40%-50%

3/4 2019

1.7

1

1

2

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CO

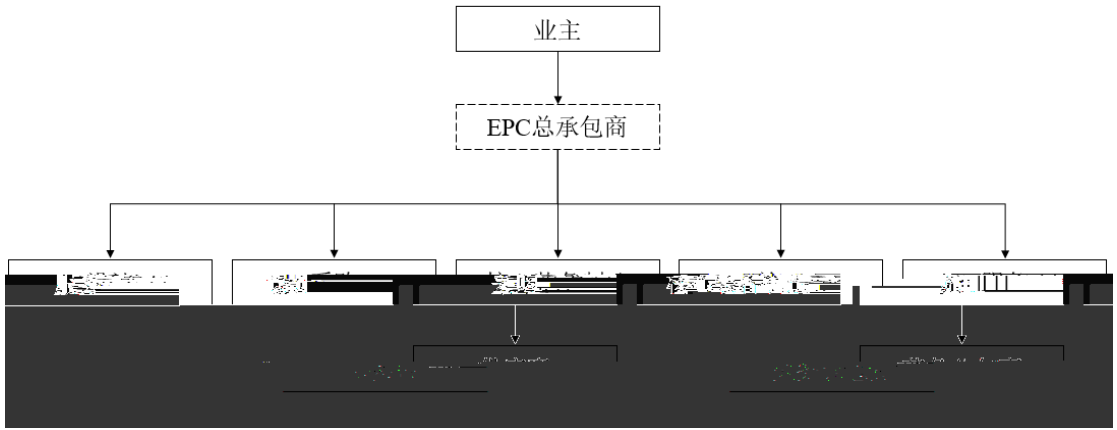


2

1



EPC



4

1



2

3

		/
1		Titan 9 / 50% 0.57%
2		1.5% 37%
3		2015AA034402 863 Ti
4		2016 100

4

61

<

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18

1-1-52

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2022 11 7

2022 5 7

-

1

2021

3.8 /

1,200 /

910 /

900 / 2022

2021

690 /

512 /

50 /

2000

2022

603 /

2

/

2022 3 28

3

2030

/

1

2

2022 11 7

1**2**

13.57 /

3

3,040.00

41,252.80 ,

1,520.00

20,626.40

1,520.00

20,626.40

4

5

1

1

2

1

2

3

2

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3

2022 11 8

13.57 /

80%

=

/

$$P1=P0-D$$

$$P1=P0/ 1+N$$

$$P1= P0-D / 1+N$$

P0

D

N

P1

= /

41,252.80 13.57 /
3,040.00

30%

41,252.80

41,252.80

41,252.80

1

2020 4

2

3

C

C35

GBT4754 2017

C3521

2018

		20,266.6667
6,108.80	30.14%	
	3,040.00	
9,148.80		39.25%

2022

79,272.19 34,107.23

第六章 与本次发行相关的声明

周磊

费中华

罗仲滢

全体高级管理人员签名:

张宁

张军

张锦华

张锦华

马利峰

马利峰

一、发行人按照约定事项说明

本人承诺本发行说明书由发行人负责，准确、完整、不存在虚假记载、误导性陈述



三、发行人实际控制人声明

本人承诺本募集说明书内容真实、准确、完整，不存在虚假记载、误导性陈述或重大遗漏，按照诚信原则履行承诺，并承担相应的法律责任。

上海卓然工程技术股份有限公司

2023 年 7 月 27 日

四、保荐机构（主承销商）声明

（一）保荐机构及其保荐代表人声明

本公司已对上海卓然工程技术股份有限公司 2022 年度科创板向特定对象发行股票募集说明书进行了核查，确认本募集说明书内容真实、准确、完整，不存在虚假记载、误导性陈述或重大遗漏，并承担相应的法律责任。

项目协办人：

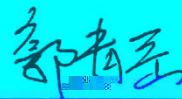


郁萍

保荐代表人：



许果



郭青岳



安信证券股份有限公司

2023 年 7 月 27 日

四、保荐机构（主承销商）声明

（一）保荐机构及其保荐代表人声明

本公司已对上海卓然工程技术股份有限公司 2022 年度科创板向特定对象发

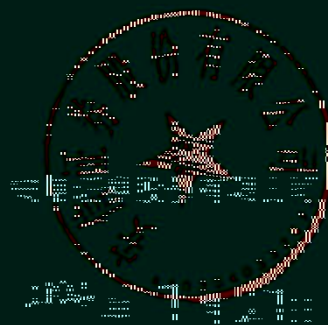


(一) 保荐机构总经理声明

1. **Introduction:** The purpose of this report is to provide a comprehensive overview of the project's progress, challenges, and recommendations.

Category	18-24	25-34	35-44	45-54	55-64	65+
Total	15	25	20	20	15	5
Male	10	20	15	15	10	5
Female	20	30	25	25	20	10
Male	10	20	15	15	10	5
Female	20	30	25	25	20	10

The figure shows a schematic of the 10 kb genomic region around the hTERT gene. At the top, a DNA double helix is shown with several exons represented by black boxes. Below this, a linear map indicates the positions of various features: the 5' end, exon 1, intron 1, exon 2, intron 2, exon 3, intron 3, exon 4, intron 4, exon 5, intron 5, exon 6, intron 6, exon 7, intron 7, exon 8, intron 8, exon 9, intron 9, exon 10, intron 10, exon 11, intron 11, exon 12, intron 12, exon 13, intron 13, exon 14, intron 14, exon 15, intron 15, exon 16, intron 16, exon 17, intron 17, exon 18, intron 18, exon 19, intron 19, exon 20, intron 20, exon 21, intron 21, exon 22, intron 22, exon 23, intron 23, exon 24, intron 24, exon 25, intron 25, exon 26, intron 26, exon 27, intron 27, exon 28, intron 28, exon 29, intron 29, exon 30, intron 30, exon 31, intron 31, exon 32, intron 32, exon 33, intron 33, exon 34, intron 34, exon 35, intron 35, exon 36, intron 36, exon 37, intron 37, exon 38, intron 38, exon 39, intron 39, exon 40, intron 40, exon 41, intron 41, exon 42, intron 42, exon 43, intron 43, exon 44, intron 44, exon 45, intron 45, exon 46, intron 46, exon 47, intron 47, exon 48, intron 48, exon 49, intron 49, exon 50, intron 50, exon 51, intron 51, exon 52, intron 52, exon 53, intron 53, exon 54, intron 54, exon 55, intron 55, exon 56, intron 56, exon 57, intron 57, exon 58, intron 58, exon 59, intron 59, exon 60, intron 60, exon 61, intron 61, exon 62, intron 62, exon 63, intron 63, exon 64, intron 64, exon 65, intron 65, exon 66, intron 66, exon 67, intron 67, exon 68, intron 68, exon 69, intron 69, exon 70, intron 70, exon 71, intron 71, exon 72, intron 72, exon 73, intron 73, exon 74, intron 74, exon 75, intron 75, exon 76, intron 76, exon 77, intron 77, exon 78, intron 78, exon 79, intron 79, exon 80, intron 80, exon 81, intron 81, exon 82, intron 82, exon 83, intron 83, exon 84, intron 84, exon 85, intron 85, exon 86, intron 86, exon 87, intron 87, exon 88, intron 88, exon 89, intron 89, exon 90, intron 90, exon 91, intron 91, exon 92, intron 92, exon 93, intron 93, exon 94, intron 94, exon 95, intron 95, exon 96, intron 96, exon 97, intron 97, exon 98, intron 98, exon 99, intron 99, exon 100, intron 100, exon 101, intron 101, exon 102, intron 102, exon 103, intron 103, exon 104, intron 104, exon 105, intron 105, exon 106, intron 106, exon 107, intron 107, exon 108, intron 108, exon 109, intron 109, exon 110, intron 110, exon 111, intron 111, exon 112, intron 112, exon 113, intron 113, exon 114, intron 114, exon 115, intron 115, exon 116, intron 116, exon 117, intron 117, exon 118, intron 118, exon 119, intron 119, exon 120, intron 120, exon 121, intron 121, exon 122, intron 122, exon 123, intron 123, exon 124, intron 124, exon 125, intron 125, exon 126, intron 126, exon 127, intron 127, exon 128, intron 128, exon 129, intron 129, exon 130, intron 130, exon 131, intron 131, exon 132, intron 132, exon 133, intron 133, exon 134, intron 134, exon 135, intron 135, exon 136, intron 136, exon 137, intron 137, exon 138, intron 138, exon 139, intron 139, exon 140, intron 140, exon 141, intron 141, exon 142, intron 142, exon 143, intron 143, exon 144, intron 144, exon 145, intron 145, exon 146, intron 146, exon 147, intron 147, exon 148, intron 148, exon 149, intron 149, exon 150, intron 150, exon 151, intron 151, exon 152, intron 152, exon 153, intron 153, exon 154, intron 154, exon 155, intron 155, exon 156, intron 156, exon 157, intron 157, exon 158, intron 158, exon 159, intron 159, exon 160, intron 160, exon 161, intron 161, exon 162, intron 162, exon 163, intron 163, exon 164, intron 164, exon 165, intron 165, exon 166, intron 166, exon 167, intron 167, exon 168, intron 168, exon 169, intron 169, exon 170, intron 170, exon 171, intron 171, exon 172, intron 172, exon 173, intron 173, exon 174, intron 174, exon 175, intron 175, exon 176, intron 176, exon 177, intron 177, exon 178, intron 178, exon 179, intron 179, exon 180, intron 180, exon 181, intron 181, exon 182, intron 182, exon 183, intron 183, exon 184, intron 184, exon 185, intron 185, exon 186, intron 186, exon 187, intron 187, exon 188, intron 188, exon 189, intron 189, exon 190, intron 190, exon 191, intron 191, exon 192, intron 192, exon 193, intron 193, exon 194, intron 194, exon 195, intron 195, exon 196, intron 196, exon 197, intron 197, exon 198, intron 198, exon 199, intron 199, exon 200, intron 200, exon 201, intron 201, exon 202, intron 202, exon 203, intron 203, exon 204, intron 204, exon 205, intron 205, exon 206, intron 206, exon 207, intron 207, exon 208, intron 208, exon 209, intron 209, exon 210, intron 210, exon 211, intron 211, exon 212, intron 212, exon 213, intron 213, exon 214, intron 214, exon 215, intron 215, exon 216, intron 216, exon 217, intron 217, exon 218, intron 218, exon 219, intron 219, exon 220, intron 220, exon 221, intron 221, exon 222, intron 222, exon 223, intron 223, exon 224, intron 224, exon 225, intron 225, exon 226, intron 226, exon 227, intron 227, exon 228, intron 228, exon 229, intron 229, exon 230, intron 230, exon 231, intron 231, exon 232, intron 232, exon 233, intron 233, exon 234, intron 234, exon 235, intron 235, exon 236, intron 236, exon 237, intron 237, exon 238, intron 238, exon 239, intron 239, exon 240, intron 240, exon 241, intron 241, exon 242, intron 242, exon 243, intron 243, exon 244, intron 244, exon 245, intron 245, exon 246, intron 246, exon 247, intron 247, exon 248, intron 248, exon 249, intron 249, exon 250, intron 250, exon 251, intron 251, exon 252, intron 252, exon 253, intron 253, exon 254, intron 254, exon 255, intron 255, exon 256, intron 256, exon 257, intron 257, exon 258, intron 258, exon 259, intron 259, exon 260, intron 260, exon 261, intron 261, exon 262, intron 262, exon 263, intron 263, exon 264, intron 264, exon 265, intron 265, exon 266, intron 266, exon 267, intron 267, exon 268, intron 268, exon 269, intron 269, exon 270, intron 270, exon 271, intron 271, exon 272, intron 272, exon 273, intron 273, exon 274, intron 274, exon 275, intron 275, exon 276, intron 276, exon 277, intron 277, exon 278, intron 278, exon 279, intron 279, exon 280, intron 280, exon 281, intron 281, exon 282, intron 282, exon 283, intron 283, exon 284, intron 284, exon 285, intron 285, exon 286, intron 286, exon 287, intron 287, exon 288, intron 288, exon 289, intron 289, exon 290, intron 290, exon 291, intron 291, exon 292, intron 292, exon 293, intron 293, exon 294, intron 294, exon 295, intron 295, exon 296, intron 296, exon 297, intron 297, exon 298, intron 298, exon 299, intron 299, exon 300, intron 300, exon 301, intron 301, exon 302, intron 302, exon 303, intron 303, exon 304, intron 304, exon 305, intron 305, exon 306, intron 306, exon 307, intron 307, exon 308, intron 308, exon 309, intron 309, exon 310, intron 310, exon 311, intron 311, exon 312, intron 312, exon 313, intron 313, exon 314, intron 314, exon 315, intron 315, exon 316, intron 316, exon 317, intron 317, exon 318, intron 318, exon 319, intron 319, exon 320, intron 320, exon 321, intron 321, exon 322, intron 322, exon 323, intron 323, exon 324, intron 324, exon 325, intron 3



(三) 保荐机构董事长声明

13-100

14

2022

13-100

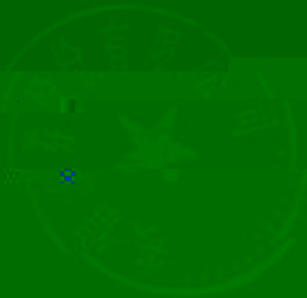
13-100

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五、发行人律师声明

本所及经办律师已阅读上海卓然工程技术股份有限公司 2022 年度向特定对象发行 A 股股票募集说明书，确认募集说明书内容与本所出具的法律意见书不存在矛盾。本所及经办律师对发行人在募集说明书中引用的法律意见书的内容无异议，确认募集说明书不因引用前述内容而出现虚假记载、误导性陈述或重大遗漏，并承担相应法律责任。

上海市锦天城律师事务所

经办律师：_____

王立

六、为本次发行承担审计业务的会计师事务所声明

本所及签字注册会计师已阅读募集说明书，确认募集说明书内容与本所出具的审计报告（报告编号为：“XYZH/2022SHAA20159”号、“XYZH/2022SHAA20110”号、“XYZH/2023SHAA2B0011”号）的内容不存在矛盾。

本所及签字注册会计师已阅读上海光复工程技术服务股份有限公司本次募集说明书，并同意，确认募集说明书不致因引用本所出具的上述内容而出现虚假记载、误导性陈述或重大遗漏，并承担相应的法律责任。

签字注册会计师

王会中

吴会中

王亮 吴晓蕊 洪祥昀

王亮

吴晓蕊

洪祥昀

会计师事务所负责人：

谭小青



信永中和会计师事务所（特殊普通合伙）



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2022 -2024

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(7) 自本承诺出具日至公司本次发行 A 股股票实施完毕前, 若中国证监会作出关于填补回报措施及其承诺的其他新的监管规定的, 且上述承诺不能满足中国证监会该等规定时, 本人承诺届时将按照中国证监会的最新规定出具补充承诺;

(8) 本人承诺切实履行本承诺, 若违反该等承诺并给公司或者投资者造成损失的, 本人愿意依法承担对公司或者投资者的补偿责任。

作为填补回报措施相关责任主体之一, 若本人违反上述承诺或拒不履行上述

承诺,

本人

同意按照中国证监会和上海证券交易所等证券监管机构按照其制定或

2、控股股东、实际控制人的承诺

为确保公司本次发行募集资金投资项目顺利实施, 本人承诺:

本人

承诺, 自本承诺出具日至公司本次发行 A 股股票实施完毕前, 若中国证监会作出关于填补回报措施及其承诺的其他新的监管规定的, 且上述承诺不能满足中

国证

监会该等规定时, 本人承诺届时将按照中国证监会的最新规定出具补充承诺;

本人承诺切实履行本承诺,

若违反该等承诺并给公司或者投资者造成损失的, 本人愿意依法承担对公司或者投资者的补偿责任。

作为填补回报措施相关责任主体之一, 若本人违反上述承诺或拒不履行上述承诺, 本人同意按照中国证监会和上海证券交易所等证券监管机构按照其制定或

(3) 本人承诺切实履行本承诺, 若违反该等承诺并给公司或者投资者造成损失的, 本人愿意依法承担对公司或者投资者的补偿责任。

作为填补回报措施相关责任主体之一, 若本人违反上述承诺或拒不履行上述承诺, 本人同意按照中国证监会和上海证券交易所等证券监管机构按照其制定或

上海申能工程

2023年7月27日