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
2022 年度向特定对象发行 A 股股票的

法律意见书

地址：上海市浦东新区银城中路 501 号上海中心大厦 11/12 层

电话：021-20511000　　传真：021-20511999

邮编：200120

目 录

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6H.5.09.754.9.Tm1.....180A.....

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

2022 年度向特定对象发行 A 股股票的法律意见书

A

声明事项

2022 A

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引 言

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XYZH/2022SHAA2F0001

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（本页无正文，系《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 2022 年度向特定对象发行 A 股股票的法律意见书》之签署页）

上海市锦天城律师事务所　　经办律师：

王　立

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

2022 年度向特定对象发行 A 股股票的

补充法律意见书（一）（修订稿）

021-20511000 021-20511999

200120

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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

2022 年度向特定对象发行 A 股股票的

补充法律意见书（一）（修订稿）

案号：01F20225168

A

2023 3 3

2022 A

2022 A

2023 3 24

2023 62

2022 10 1

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					%	
1			50,150.00	16,980.00	33.86	2024 3
2			10,800.00	3,324.65	30.78	2024 9
3			15,527.92	9,865.00	63.53	2025 3
			76,477.92	**30,169.65**	**39.45**	--

1

50,150.00 2.5

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1		9,253.00	2022 9,253

2		12,000.00	
3		20,000.00	20,000

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108.80

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2 2022 1-9 7

9.43 3 INNOVAREKTI 2016

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2021 2 4

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1

		2022	**2021**	**2020**	
		9.43	-	340.17	2020 1

		2022	2021	2020	
	/	14,835.20	562.81	7,031.74	2 JIT 2021 2022 1 2022 7 2 A2 2022 3#300 20 /
		-	49.90	124.53	
	/	**14,844.63**	**612.71**	**7,496.44**	

2

1

1

			2022	**2021**	**2020**
			564.85	1,138.97	1,565.62
		/ /	3,743.36	6.64	1,580.79
			-	0.10	3.20
			-	-	12.84
	/	/	**4,308.21**	**1,145.71**	**3,162.45**

3,162.45 1,145.71 4,308.21

0.93% 0.41% 1.83%

2

		2022	2021	2020
	/	9.43	-	340.17
	/	14,835.20	562.81	7,031.74
		-	49.90	124.53
	/	**14,844.63**	**612.71**	**7,496.44**

3

1

			/		/
	1,562.01		6.00		6.00-7.50
			2.00		2.00
			1.00		1.05-1.08
			3.00		3.50
			3.00		3.00-3.50
			4.00		3.50-4.50
			3.00		3.50
			3.00		3.50
	1,707.44	/	0.08-0.09		0.08-0.10
	3,269.45	/	/	/	/
	100.00%	/	/	/	/

2

	340.17		322.22-394.87
7	9.43		9.92
	349.60	/	/
	100.00%	/	/

7

[2023] 01-461

3

			/		/
	1.00	114.24	114.24		107.95-125.67
	2.00	112.17	56.08		54.04-61.69
	1.00	101.68	101.68		96.80-111.85
1	6.00	474.28	79.05		75.13-86.95
	2.00	188.79	94.39		90.38-103.83
	1.00	171.99	171.99		164.27-189.19
	2.00	168.84	84.42		80.11-92.86
2	2.00	258.42	129.21		122.22-142.13
	30.00	1,955.86	65.20		61.56-71.71
	5.00	696.01	139.20		

		/			
	2,211.51	552.88			94.69
	1,540.96	770.48			79.76
	1,415.93	707.96			74.34
	764.25	382.13			94.33
	678.23	339.12			56.12
	418.15	209.08		218.21-220.45	
	1,158.92	193.15	434.36 508.63 75.8f*	2017.6-6f.2(	35 439.51 510.79 6
	97.32	48.66		50.87-52.71	
	$3•aE eW&$.l•)V3#d à‡0 T•9bG&pó*6				35@5U2ue'46g7
	18,370.88	/	/	/	
	82.15%	/	/	/	

			/		/
	1.00	48.67	48.67		46.02-52.74
	3.00	438.05	146.02		154.87-157.96
	/	**4,266.15**	/	/	/
	/	**80.03%**	/	/	/

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	2022	**2021**	**2020**

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1		2020	2020
2			2017 2018 2019 2020 1-9
3	[redacted]	2021	2021

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2020 2021

2020 2021

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http://www.sse.com.cn/disclosure/listedinfo/announcement/

2022

2022-014 2022 2021

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[2023] 01-461

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80%

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2023 3 31

5% 16,895,130

8.34%

5%

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				/	/
1				3105930298	2017-08-15/
2				04040453	2022-09-09/ --
3				3212963127	2015-03-10/
4				03375022	2022-02-18/ --
5				3212968206	2017-10-27/
6				03375032	2022-02-25/ --

2

						/
1				D231626964		2020-01-19/ 2024-12-04
2				JZ [2020]070310		2020-09-03/ 2023-09-02
3				TS2132M14-2025	A 1 2	2022-09-30/ 2025-11-27
4				TS2232C17-2025	(A2)	2022-05-27/ 2025-03-23

						/
5				TS2732328-2026	B2	2022-09-22/2026-09-21
6				TS1232M10-2025		2022-11-23/2025-11-22
7				TS1831F80-2026	(GC1) GC1 GC2	2022-08-05/2026-08-04
8				A231033828		2021-07-26/2026-07-26
9				A232048973		2018-12-12/2023-12-12
10				01154	[ ] [ ]	2021-05-14/2024-05-13

3 /

1

					/

1				9132128205663 9954B001Z	2020-01-14/ 2025-01-13
2				9132128205663 9954B002W	2022-01-17/ 2027-01-16

1

2020 2021 2022

	2022	2021	2020
	293,572.03	390,088.66	272,750.68
	293,572.03	390,088.66	272,750.68
%	100.00	100.00	100.00

2022 12 31

	/	
1		29.61%
2		0.54%
	5%	
1		9.34%
1	Emsdom Limited	100%
2	INNOVARE ENGINEERING HOLDING LIMITED	Emsdom Limited 100%
3	INNOVARE KTI	INNOVARE 100%
4		95%
5		

	/	
10		100%
11		55%
12		40%
13		21%
1		
2		
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14		
5%		
1		INNOVARE 60% 2021 1
2		100% 2020 5

	/	
3		49% 2021 12
4		100% 2021 12
5		

9.78 Tm0 g

	/	
21		5% 50% 5% 50%
22		1% 2022 1
23		70%
24		60% 20%
25		

		2022	2021	2020
		564.85	1,138.97	1,565.62
	/ /	3,743.36	6.64	1,580.79
		-	0.10	3.20
		-	-	12.84
	/	**4,308.21**	**1,145.71**	**3,162.45**

2020 2021 2022

3,162.45 1,145.71 4,308.21

0.93% 0.41% 1.83%

3

2022

		2022	2021	2020
	/	9.43	-	340.17
	/	14,835.20	562.81	7,031.74
		-	49.90	124.53
	/	**14,844.63**	**612.71**	**7,496.44**

2020 2021 2022

/

7,496.44 612.71

14,844.63 2.22% 0.22% 6.32%

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2020 2021 2022

	2022	2021	2020
	751.55	678.61	865.21

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		2022		2021		2020	
		--	--	--	--	--	1,561.70
	INNOVARE	--	--	--	--	131.64	--
		--	--	--	--	995.00	--
		--	5,700.00	--	--	--	--
INNOVARE		--	--	--	--	62.78	--

2

		2022		2021		2020	
		--	--	--	--	4,495.24	--
		--	--	--	--	320.00	320.00
		--	--	--	--	1,775.10	1,199.17
		--	--	--	--	4,796.26	1.65
		--	--	--	--	1,292.83	--
		--	--	--	--	1,563.97	--

INNOVARE

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5,700.00

2023 3 31 2,670

3,030.00

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2022 12 31

		4,000.00	2020-05-26	2023-02-20	
		10,712.00	2022-11-09	2023-11-08	
		7,000.00	2022-12-26	2023-12-05	
		5,000.00	2022-01-14	2023-06-01	
		20,000.00	2021-09-30	2023-06-28	
		10,000.00	2018-09-25	2023-12-31	
		18,000.00	2020-10-15	2025-12-31	
		15,000.00	2022-06-24	2023-06-23	
		15,000.00	2022-09-27	2023-09-14	
		15,000.00	2022-08-15	2027-08-15	
		10,000.00	2021-11-18	2023-08-21	
		20,000.00	2020-05-09	2023-05-08	
		16,000.00	2021-08-19	2024-08-19	
		18,750.00	2022-10-21	2023-10-17	
		4,000.00	2022-10-28	2023-10-28	
		800.00	2020-03-20	2024-03-19	
		4,000.00	2020-06-04	2023-02-20	
		800.00	2020-03-20	2024-03-19	

		4,000.00	2020-03-25	2023-03-25	
		11,000.00	2020-07-30	2025-07-29	
		15,000.00	2021-08-01	2026-07-30	
		2,100.00	2022-06-21	2023-06-28	
		10,000.00	2018-09-25	2023-12-31	
		18,000.00	2020-10-13	2025-12-31	
		20,000.00	2020-05-11	2023-12-31	
		20,000.00	2021-09-30	2023-06-28	
		16,500.00	2021-09-27	2025-09-15	
		16,000.00	2021-08-19	2024-08-19	
		165,000.00	2022-01-25	2030-12-22	

2022 12 31

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2019 12 18

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	10,000.00
	2018 3 28
	100%

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[2020] 001095

2020 2 29 100%

8,153.04 8,000

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2			18423940	42	2017-01-07/ 2027-01-06		
3			18423854	40	2016-12-28/ 2026-12-27		
4			18423755	11	2017-01-07/ 2027-01-06		
5			18403660	7	2016-12-28/ 2026-12-27		
6			12327532	44	2015-03-28/ 2025-03-27		

					2024-09-06		
10			12327438	38	2014-09-07/ 2024-09-06		
11			12327404	36	2015-03-21/ 2025-03-20		
12			12327393	35	2015-03-21/ 2025-03-20		
13			12327331	34	2014-09-07/ 2024-09-06		
14			12327322	33	2014-09-07/ 2024-09-06	( ) ( )	
15			12327304	32	2015-12-21/ 2025-12-20		
16			12327260	31	2014-09-07/ 2024-09-06		
17			12327220	30	2015-12-21/ 2025-12-20		
18			12327189	29	2015-03-28/ 2025-03-27		

[redacted]

20		12327053	26	2014-09-07/ 2024-09-06		

31			12325600	12	2015-04-07/ 2025-04-06		
32			12325435	11	2014-09-07/ 2024-09-06		
33			12325286	9	2015-03-28/ 2025-03-27		
34			12325205	8	2014-09-07/ 2024-09-06		
35			12325173	7	2015-03-28/ 2025-03-27		
36			12325093	6	2015-04-07/ 2025-04-06		
37			12325054	5	2015-08-21/ 2025-08-20		
38			12324994	4	2014-09-07/ 2024-09-06		

39		SUPEZET	12324990	1	2015-04-07/ 2025-04-06		
40		SUPEZET	12324954	3	2015-03-28/ 2025-03-27		
41		SUPEZET	12324909	2	2015-04-07/ 2025-04-06		
42		SUPEZET	12327482	40	2015-03-21/ 2025-03-20		
43		SUPEZET	12133137	40	2014-07-21/ 2024-07-20		

52			19260769	41	2017-04-14/ 2027-04-13		
53			19260669	41	2017-04-14/ 2027-04-13		
54			19260650	41	2017-04-14/ 2027-04-13		

2021 12 3

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2023 3 31 190 3

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1			ZL201210080769.X	2012/3/26		
2			ZL201320231189.6	2013/5/2		
3			ZL201320502398.X	2013/8/15		
4			ZL201320502240.2	2013/8/15		
5			ZL201320502212.0	2013/8/15		
6			ZL201310358415.1	2013/8/15		
7			ZL201320510784.3	2013/8/20		
8			ZL201320546163.0	2013/9/3		
9			ZL201320550409.1	2013/9/5		
10			ZL201320592546.1	2013/9/24		
11			ZL201420110454.X	2014/3/12		
12			ZL201520437604.2	2015/6/24		
13			ZL201520436719.X	2015/6/24		
14			ZL201520436635.6	2015/6/24		

15			ZL201520835670.5	2015/10/27		
16			ZL201520845965.0	2015/10/29		
17			ZL201520901418.X	2015/11/13		
18			ZL201610335401.1	2016/5/19		
19			ZL201820064367.3	2018/1/16		
20			ZL201820134805.9	2018/1/26		
21			ZL201821007001.9	2018/6/28		
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23			ZL201810684817.3	2018/6/28		
24			ZL201921417641.1	2019/8/29		
25			ZL201921417604.0	2019/8/29		
26			ZL201921417599.3	2019/8/29		
27			ZL201910805988.1	2019/8/29		
28			ZL201910805969.9	2019/8/29		
29			ZL201921474404.9	2019/9/6		
30			ZL201921474403.4	2019/9/6		

47			ZL202023261961.8	2020/12/30		
48			ZL202023249954.6	2020/12/30		
49			ZL202120290902.9	2021/2/2		
50			ZL202120290900.X	2021/2/2		

51

77			ZL202220491327.3	2022/3/9		
78			ZL202220550130.2	2022/3/15		
79			ZL202220550107.3	2022/3/15		
80			ZL202220550106.9	2022/3/15		
81			ZL201310357585.8	2013/8/15		
82			ZL201320524256.3	2013/8/26		
83			ZL201320546141.4	2013/9/3		
84			ZL201320545741.9	2013/9/3		
85			ZL201320551999.X	2013/9/5		
86			ZL201320591944.1	2013/9/24		
87			ZL201710195786.0	2017/3/29		
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90			ZL201720842887.8	2017/7/12		
91			ZL201720842863.2	2017/7/12		

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93			ZL201820995979.4	2018/6/27		
94			ZL201820995977.5	2018/6/27		
95			ZL201820995976.0	2018/6/27		
96			ZL201820995960.X	2018/6/27		
97			ZL201820995958.2	2018/6/27		
98			ZL201820995822.1	2018/6/27		
99			ZL201820995788.8	2018/6/27		
100			ZL201820995787.3	2018/6/27		
101			ZL201820995786.9	2018/6/27		
102			ZL201820995765.7	2018/6/27		
103			ZL201821164620.9	2018/7/23		
104			ZL201821164617.7	2018/7/23		
105			ZL201821164598.8	2018/7/23		
106			ZL201821164587.X	2018/7/23		

107			ZL201821164585.0	2018/7/23		
108			ZL201821164584.6	2018/7/23		
109			ZL201821164583.1	2018/7/23		
110			ZL201821164579.5	2018/7/23		
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166			ZL202121086468.9	2021/5/20		
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185			ZL202221869367.3	2022/7/20		
186			ZL202221869477.X	2022/7/20		
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http://wenshu.court.gov.cn/

http://zxgk.court.gov.cn/zhzxgk/

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http://www.sse.com.cn/ http://www.szse.cn/

http://wenshu.court.gov.cn/

http://zxgk.court.gov.cn/zhzxgk/

（本页无正文，系《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2022年度向特定对象发行A股股票的补充法律意见书（一）（修订稿）》之签署页）

上海市锦天城律师事务所　　经办律师：

王　立

负责人：　　经办律师：