

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

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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 股股票的法律意见书

A

声明事项

2022

A



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12

引 言

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Bird&Brid LLP

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释 义

A					
				A	
	2019	2020	2021	2022	

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正文

2022 11 7

2022 11 8

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2002 7 29

3101011023180

2021 6 17

2021 39

2021 7 27

[2021]2498

50,666,667

1.00

A

2021 9 6

91310000741614843Q

1	2022		
2022		A	
			A
	80%		1.00
2	2022		
3	2022		
			A
1	2022		

2

3 2022

13.57 / 20
80%

4 2022

3

5

1

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3

1

2

3

4

5

6



6,000

29.61%

6,0

00

29.61%

108.80

0.54%



1

30.14%

7

3

2

17

5%

17

3

17

5%

5%

1

17,620,130

8.69%

5%



2022 9 30





2022

XYZH/2022SHAA2F0001

2022 9 30

[2007]500

1,000

10%

(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

负责人:

顾功松

经办律师:

王立

经办律师:

杨健伟

经办律师:

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）



.....	1
.....	4
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.....	19
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.....	48
.....	72
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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
2022 12 31
2023 4 28
2022 A

2022

A

1 IPO 85,671.31
 27,704.65 32% 2
 2021 9 1 2022 11 7
 3 41,252.80
 2022
 4 13.57 /
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 1
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 < >
 18
 6 6-9 1 4
 < >

18

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2022

XYZH/2023SHAA2F0011

2022 12 31

					%	
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

6

2023 5

34.24%

2024 3

2

10,800.00

3

2023 5

31.90%

6



2024 9

3

15,527.92

2.5

2023 5

77.29%

2025 3

2

1

2021

3,600 /

2,000 /

1,600 /

500



Technip FMC plc

2

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18

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2022

XYZH/2023SHAA2F0011

2022 12 31

XYZH/2021SHAA20272

IPO

2021 9 1

2022 11 7

6

3

41,252.80

69,374.33

41,252.80

1

41,252.80

2022

1		9,253.00	2022 9,253

2		12,000.00	
3		20,000.00	20,000

1

2022 2022 10 2.45

2023 4 20

2023 4 22 2022

2023 6 6

2022 2022 2023 6

26 2022 6,000

108.80

1,496.6560

9,253

2

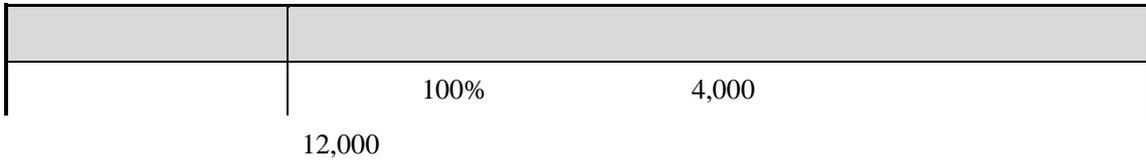
12,000

3

20,000

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3

20,000

	20,000.00
	8%
	3

20,000.00



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XYZH/2023SHAA2F0011

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	1		12,199.16
10,658.89	1,758.42	12,725.36	
	2 2022	1-9	7
	9.43	3 INNOVAREKTI	2016

4

2021 2 4

6 6-1

1

2

6 6-2

1

		2022	2021	2020	
		9.43	-	340.17	2020 1

		2022	2021	2020	
					2
	/	14,835.20	562.81	7,031.74	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
		696.01	139.20		

			/		/
	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%	/	/	/

5

	2022	2021	2020
--	-------------	-------------	-------------

2

1

1		2020	2020
2			2017 2018 2019 2020 1-9
3		2021	2021

4

2020

2019

2020

2020

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2020

2021

2020

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2020

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2020

2 2022

2022 4 27

2022 6 20 2021

2022

2022

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2022

2022

2

2020

2022 4 29

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

2022

2022-014

2022

2021

2023 4 22

2022

3

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[2023] 01-461

6

2020 BJU2033

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6 6-2

2 2022

3 2022

A

1 2022

2

3 2022

13.57 /

80%

4 2022

3

5

1



2

3

1

2

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4

5

6

5%

8.34%

2023 3 31
16,895,130

5%

1

				/	/
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				D2316269 64		2020-01-19/ 2024-12-04
2				JZ [2020]070 310		2020-09-03/ 2023-09-02
3				TS2132M 14-2025	A 1 2	2022-09-30/ 2025-11-27
4				TS2232C 17-2025	(A2)	2022-05-27/ 2025-03-23

						/
5				TS273232 8-2026	B2	2022-09-22/ 2026-09-21
6				TS1232M 10-2025		2022-11-23 /2025-11-22
7				TS1831F8 0-2026	(GC1) GC1 GC2	2022-08-05/ 2026-08-04
8				A2310338 28		2021-07-26/ 2026-07-26
9				A2320489 73		2018-12-12/ 2023-12-12
10				01154	[] []	2021-05-14/ 2024-05-13

3 /

1

						/
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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		
3		
4		
5		
6		
7		
8		
9		
10		
11		
12		
13		
14		
	5%	
1		INNOVARE
	60%	2021 1
2		100% 2020 5

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

	/	
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%

3

2020 2021 2022

	2022	2021	2020
	751.55	678.61	865.21

4

1

		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

2021 2022

2022

5,700.00

2023 3 31

2,670

3,030.00

5

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

100%

8,000.00

1

	1
	10,000.00
	2018 3 28
	100%



EPC

	2			100%	
	2019	11	5		
					2019
11	20			2019	
				10,000	
	2019	12	18		
					[2020] 001095
	2020	2	29	100%	
8,153.04					8,000
	2020	4	16		2020
4	16				



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1

9846 #2A

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

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

20

СІМ'Я

12327053

26

2014-09-07/
2024-09-06

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

39		سُوْپَرِزِيٓت	12324990	1	2015-04-07/ 2025-04-06		
40		سُوْپَرِزِيٓت	12324954	3	2015-03-28/ 2025-03-27		
41		سُوْپَرِزِيٓت	12324909	2	2015-04-07/ 2025-04-06		
42		سُوْپَرِزِيٓت	12327482	40	2015-03-21/ 2025-03-20		

43 سُوْپَرِزِيٓت 12133137 40 2014-07-21/
2024-07-20

			8837549	11	2011-11-28/ 2031-11-27		
			8837548	40	2011-11-28/ 2031-11-27		
		卓然	8837495	2	2011-11-28/ 2031-11-27		
		卓然	8837493	7	2011-11-28/ 2031-11-27		
		卓然	8837492	11	2011-11-28/ 2031-11-27		

52			19260769	41	2017-04-14/ 2027-04-13		
53		智松社	19260669	41	2017-04-14/ 2027-04-13		
54		Wisdom Agency	19260650	41	2017-04-14/ 2027-04-13		

2021 12 3

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2023 3 31

190

3

1

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		
22	304L/SA210		ZL201810684881.1	2018/6/28		
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		
88			ZL201720845273.5	2017/7/12		
89			ZL201720844300.7	2017/7/12		
90			ZL201720842887.8	2017/7/12		
91			ZL201720842863.2	2017/7/12		

92			ZL201820995991.5	2018/6/27		
93			ZL201820995979.4	2018/6/27		
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之签署页)

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2023年6月6日