3. Legal opinion;

4. Independent Financial Advisor Report.

This announcement is hereby made

The Board of Directors of Hangzhou Turbine Power Group Co., Ltd.

Stock Code: 200771 Stock ID: Hangqilun B Announcement No.: 2024-65 Hangzhou Turbine Power Group Co., Ltd. Announcement on Alteration the Non-Independent Directors of the 9th Board of **Directors**

The members of the Board and the Company acknowledge being responsible for the truthfulness, accuracy, and completeness of the announcement. Not any false record, misleading statement or significant omission carried in this

On October 28,2024, the Company held the 9th meeting of the Ninth Board of Directors, at which the Proposal on Alteration the Non-Independent Directors of the 9th Board of Directors of the Company was reviewed and approved. Due to personal reasons, Mr. Li Bo proposed to resign as a director of the ninth board of directors of the Company. In accordance with the provisions of the Company Law and the Articles of Association, in order to improve the corporate governance structure and ensure the smooth development of the Company's business decision-making, based on the recommendation of the controlling shareholder Hangzhou Qitong Energy Investment Partnership(LP). and approval by the Nomination Committee of the Company's Board of Directors, the Board of Directors of the Company nominated Mr. Wang Shaolong as a non-independent director candidate for the Ninth Board of Directors of the Company. The term of office of directors shall be from the date of review and approval at the 2024 Third provisional General Meeting of Shareholders to the expiration of the term of office of the Ninth Board of Directors.

This Alteration of directors still needs to be submitted to the 2024 third provisional General Meeting of Shareholders for review. After approval by the shareholders' meeting, Mr. Wang Shaolong will also serve as a member of the Audit Committee of the Ninth Board of Directors of the Company. The resume of Mr. Wang Shaolong, the director candidate, is attached.

The Board of Directors of Hangzhou Turbine Power Group Co., Ltd. October 29,2024

Attachment: Resumes of the director Candidate

Wang Shaolong, born in April 1974, is a member of the Communist Party of China and a master's student, with a bachelor's degree in engineering from Tsinghua University, and a master's degree in business administration from Purdue University in the United States. Started working in August 2000, he worked for several companies such as Electronic Arts, China HP, Accenture, Ernst & Young and Deloitte. In September 2019, He joined China Guoxin Holdings Co., Ltd. Currently, he is the Managing Director of the Asset Management Department of Guoxin Guotong (Hangzhou) Equity Investment Co., Ltd. and the Managing Director of the Investment Department of Comprehensive Reform Experimental (Hangzhou) Enterprise Management Co., Ltd.

There is no related relationship with shareholders who hold more than 5% of the Company's shares, actual controllers, other directors, supervisors and senior management personnel; does not hold shares of the Company; not been punished by the China Securities Regulatory Commission and other relevant departments or subject to disciplinary action by the stock exchange, and have not been placed on file for investigation by judicial organs for suspected crimes or by the China Securities Regulatory Commission for suspected violations of laws and regulations; not been publicized by the China Securities Regulatory Commission on the securities and futures market information disclosure platform for illegal and dishonest information, nor has been included in the list of defaulters subject to enforcement by the people's court; a qualification that meets the requirements of relevant laws, administrative regulations, departmental regulations, regulatory documents, the "Stock Listing Rules" and other relevant regulations of the Exchange.

The Board of Directors of Hangzhou Turbine Power Group Co., Ltd.

Stock Code: 200771 Stock ID: Hangqilun B Announcement No.: 2024-70 Hangzhou Turbine Power Group Co., Ltd. Announcement on Changing the Registered Capital

and Amending the Articles of Association The members of the Board and the Company acknowledge being responsible for the truthfulness, accuracy, and completeness of the announcement. Not any false record, misleading statement or significant omission carried in this

On October 28, 2024, the 9th meeting of the Ninth Board of Directors will be held, and the Proposal on the Registered Capital and Amending the Articles of Association will be deliberated and approved. The specific matters are as

As a result of the Company's repurchase and cancellation of 62,712 restricted shares, the total share capital of the Company is reduced from 1,175,009,597 shares to 1,174,946,885 shares, and the registered capital of the Company is reduced from 1,175,009,597 yuan to 1, 174,946,885 yuan. Based on the afore-said change in registered capital, the Company intends to amend the corresponding articles of the Articles of Association of the Company. For details, please refer to the Annex: Comparative Table of Amendments to

the Articles of Association.

After the proposal is deliberated and approved by the board of directors, it shall be submitted to the general meeting of shareholders for deliberation.

The above change of registered capital and amendments to the articles of association shall be subject to the final approval of the industrial and commercial registration authority.

October 29, 2024

Annex: Comparison Table of Amendments to Articles of Association

Article 5.2

Article 5.2

Article 5.2

Article 6.2

Article 6.2

Article 1.2

Article 5.2

Article 6.2

Artic

ered capital of the Company is RMB Article 8
The registered capital of the Company is RMB 1,174,946,885.

Article 21
The share capital structure of the Company is: the total share capital is 1,175,009,597 shares, of the total share capital is 1,175,009,597 shares, of which the promoter Hangzhou Turbine Holdings is 1,174,946,885 shares, of which the promoter Hangzhou Turbine Co., Ltd. holds 689,715,889 national shares, accounting for 58,70% of the total share capital. Guoxin Guotong (Hangzhou) Equity Investment Co., Ltd. - Hangzhou Qitong Equity Investment Co., Ltd. - Hangzhou Qitong Equity Investment Co., Ltd. - Hangzhou Qitong Equity Investment Clear the Sample of the Co., Ltd. - Hangzhou Gitong Equity Investment Co

Stock Code: 200771 Stock ID: Hangqilun B Announcement No. :2024-71 Hangzhou Turbine Power Group Co., Ltd.

Notice of Holding the Third Provisional Shareholders' General Meeting of 2024 The members of the Board and the Company acknowledge being responsible

for the truthfulness, accuracy, and completeness of the announcement. Not any false record, misleading statement or significant omission carried in this announcement.

I. Basic information about the meeting

1. The period of board session: The Third Provisional Shareholders' Meeting of

2. Caller of the meeting: Board of Directors of the Company.

The 9th meeting of the 9th Board of Directors was held on October 28,2024 The meeting examined and adopted the Proposal of the Holding for the Third provisional shareholders' general meeting of 2024. For details please find the Resolutions of the 9th Meeting of the 9th Board of Directors(Announcement

3. The convening and holding of this shareholders' general meeting by the board of directors of the Company complies with relevant laws and administrative regulations, departmental rules and regulations, regulatory documents, The Shenzhen stock exchange business rules and relevant provisions of the Articles of Association of the Company.

4. Time, date of the meeting

(1) Time/date of the onsite meeting: November 14,2024(Thursday) 14:30

(2) Time/date of online voting: November 14,2024

Specific Time for network voting through the Transaction System of Shenzhen Stock Exchange: 9:15 to 9:25.9:30 to 11:30 and 13:00 to 15:00: Specific Time for network voting through the Internet Voting System of

Shenzhen Stock Exchange: Any time during 9:15 to 15:00. 5. Way of meeting

This shareholders' meeting will be held both onsite and online. In addition to the on-site meeting, according to the relevant provisions, Online voting system will be provided through the trading system and website of Shenzhen Stock Exchange (http://wltp.cninfo.com.cn). Current shareholders may vote online in the period as provided hereinabove. the shareholders of the company shall choose one of the methods from on-site voting and online voting. In the case of there is a repeat vote by the same voting right, the result of the first vote shall

6. Shareholding Registration date: November 11,2024

The share registration date of B shares requires that the company's shares held by shareholders be registered, and investors should be on the third trading day before the share registration date on November 6, 2024(the last trading day B-shareholders can buy and hold the shares to attend the meeting) are eligible to attend the meeting.

7. Qualification for the meeting:

(1) All of the state-owned shareholders and B-share holders registered by China Securities Depository & Clearing Corporation Ltd. Shenzhen Branch at the closing of stock market at 3:00 pm, November 11,2024 (Shareholding Registration date). Shareholders may attend the meeting personally or empower proxies to present the meeting. The proxies are not necessarily shareholders of the Company

(2) Directors, supervisors, and executives of the Company

(3) Legal consultant of the Company: Zhejiang Tiance Law Firm

(4)Other persons who should attend the shareholders' meeting in accordance with the relevant laws and regulations 8. Venue of the meeting: Meeting Room No.304 of Turbine Power Building of

the Company Address of the meeting: No.1188, Dongxin Road, Hangzhou,

II. Proposals to be examined at the meeting

Name aneral proposal: All proposals except the accumulated ballot proposals	The item of the column can vote
eneral proposal: All proposals except the accumulated ballot proposals	column can vote √
eneral proposal: All proposals except the accumulated ballot proposals	√
oposal on Repurchase Cancellation of Some Restricted Stocks	√
Proposal on Alteration the Non-Independent Directors of the 9th Board of Directors	
oposal on the Changing the Registered Capital and Amending the Articles of Association	√
op	osal on Alteration the Non-Independent Directors of the 9th Board of Directors

1. Proposal disclosure: For details of the above proposals, please refer to the Company's disclosure on October 29, 2024 on Shanghai Securities News. Securities Times, Hong Kong Commercial Daily and Cninfo Website (http:// www.cninfo.com.cn). (Announcement No.:2024-63,2024-65 and 2024-70)

2. Special tips: The Proposal 1 and 3 requires the voting consents of more than two-thirds of all the shareholders who are participating in the meeting; The proposal 2 is an ordinary motions ,which can be adopted by over half of valid shares at the meeting.

III. Registration issues

1. Way of registering: Shareholders please bring their ID card and shareholding account card to register at the Company. Registration at the Company or through mail or fax are acceptable both for shareholders or their attorneys 2. Registration deadline: Before 16:30 November 11,2024.

3. Registration place: Board Office of the Company 4. Documents for registration:

Shareholders please bring their ID card and shareholding account card to register at the Company. An "Power of Attorney" is essential for attorneys. Attorneys of shareholders shall take the shareholders' account card, ID card of the consigner, the Power of Attorney, and his/her own ID card to register. (2) Legal person shareholders shall be represented by the legal representatives or the proxies empowered by the legal representatives to attend the meeting. Legal representatives shall provide their ID card, and effective evidence for his/her position. Proxies shall provide their ID cards and the Power of Attorney issued by the legal representative.

IV. Detailed Instructions for Participating in Online Voting

On this Shareholders' meeting, shareholders can vote via Shenzhen Stock Exchange trading system and online voting system (website:http://wltp.cninfo. com.cn). The instructions for online voting of shareholders' meeting can be seen in attachment I of Notice on Shareholders' Meeting--Detailed Instructions for Participating in Online Voting.

1. Shareholders and attorneys shall bring the original copies of papers when presenting the meeting.

2. Contact: Mail address: Turbine Power Building, No. 1188 Dongxin Road,

Postal code: 310022

Tel: Li Xiaoyang (0571)85780438 Wang Caihua(0571)85784795 Fax:(0571)85780433

E-mail:lixiaoyang@htc.cn, wangch@htc.cn

3. The meeting will last half a day. Shareholders shall pay their own travel and accommodation expenses. VI. Documents available for inspection

The Resolutions of the 9th Meeting of the 9th Board of the Company

The Board of Directors of Hangzhou Turbine Power Group Co., Ltd.

Detailed Instructions for Participating in Online Voting

I. Procedure of Online Voting

1. Voting code and Short Abbreviation for ordinary shares: Voting codes: 360771" Short Abbreviation: Hangqi Voting 2. Fill in your opinions or votes

1. For non-cumulative voting proposals, Your opinions can be" Agreement vote"," Against vote" or"Abstention". 2. For cumulative voting proposals, please fill the number of electoral votes cast

for a candidate. The shareholders of the listed company shall vote within the limit of the number of electoral votes they own for each proposal group. If a shareholder casts more electoral votes than the number of electoral votes he/ she has, or if the number of votes in a differential election exceeds the number of people due to be elected, all votes cast by him/her for the proposal group are considered invalid votes. If you disagree with a candidate, you can vote 0 for that candidate. 3. The shareholders vote on the general motion and are deemed to express the

same opinion on all other proposals except the cumulative voting proposal. The 1st vote shall prevail when votes are repeated at general vote and individual vote. Votes on individual proposal shall prevail when it is voted before the general vote. Un-voted proposals are default to the vote on general. The general vote shall prevail when it is voted before individual votes. Table 1. The proposal number of the shareholders' meeting

Proposal code	Name	Notes The item of the column can vote			
100	General proposal: All proposals except the accumulated ballot proposals	√			
Non cumulative					
voting proposal					
1.00	Proposal on Repurchase Cancellation of Some Restricted Stocks	√			
2.00	Proposal on Alteration the Non-Independent Directors of the 9th Board of Directors	√			
3.00	Proposal on the Changing the Registered Capital and Amending the Articles of Association	V			
II. Procedure for Voting through Shenzhen Stock Exchange trading system					

1. Polling hours: trading hour on November 14,2024, namely, from 9:15 to

9:25, 9:30 to 11:30 and from 13:00 to 15:00. 2. Shareholders can log on the trading client of securities company and vote

through trading system. III. Procedure for Voting through Shenzhen Stock Exchange the Online Voting System

1. Time/date of online voting: 9:15, November 14,2024(On the day the shareholders' meeting) and the end time:15:00. November 14,2024 (the end of the shareholder meeting).

2.To vote through online voting system, shareholder shall, in accordance with the regulations on Guidelines for Online Service Identity Authentication of Shenzhen Stock Exchange Investors(2016 Revised), handle the formalities for identity authentication and obtain the digital certificate of Shenzhen Stock Exchange or service password for investors of Shenzhen Stock Exchange. The specific identity authentication process can be accessed by logging on the online voting system http://wltp.cninfo.com.cn for more guidance.

3. With the service password or digital certificate, shareholders can log on http:// wltp.cninfo.com.cn and vote through the online voting system of Shenzhen Stock Exchange within the allotted time. Appendix 2:

Power of Attorney To Hangzhou Turbine Power Group Co., Ltd.

Mr.(Ms) is hereby authorized to attend the Third provisional shareholders' general meeting 2024 of Hangzhou Turbine Power Group Co., Ltd., And exercise voting right on behalf of me/my company. Name of the consignor:

Consignor's share:

ID number (or Business License No.) of the consignor: Shareholder Account:

Signature of the attorney: ID number of the attorney:

Date of signing:

Date of consignation: My voting opinions are as follows:

Proposal					
code	Name	the column can vote	Agreement	Against	Abstained
100	General proposal:All proposals except the accumulated ballot proposals	V			
Non cumu	Non cumulative voting proposal				
1.00	Proposal on Repurchase Cancellation of Some Restricted Stocks	√			
	Proposal on Alteration the Non-Independent Directors of the 9th Board of Directors	V			
	Proposal on the Changing the Registered Capital and Amending the Articles of Association	V			
Notes :1.The validity of this authorization: from the date of this power of					

attorney signed to the end of this general meeting. 2. The company commissioned must be stamped with the official seal 3. Power of attorney copy or self-made in accordance with the above format are valid.

4. In the above table, "agree", "against", "abstained" in the corresponding space

to choose a play "\", can only choose one, multiple election invalid. 5. If the client did not make a specific vote instructions, should indicate whether

authorized by the trust

證券代碼: 000869、200869 證券簡稱: 張裕 A、張裕 B 公告編號: 2024- 臨 60

烟臺張裕葡萄釀酒股份有限公司 關於部分激勵對象已獲授但尙未解除限售的 限制性股票回購注銷完成的公告

本公司董事會及全體董事保證本公告內容不存在任何虛假記載、誤導性陳 述或者重大選編, 幷對其內容的眞實性、準確性和完整性承擔法律責任。 ●烟臺張裕葡萄釀酒股份有限公司(以下簡稱"公司")本次回購注銷涉

及 47 名激勵對象,回購注銷的限制性股票數量為 425,666 股,占回購注銷前公司總股本的 0.06%,回購價格爲 14.96 元/股。公司用於本次回購注銷的資金爲公司自有資金,回購金額合計 636.80 萬元。

●本次回購的限制性股票於 2024年10月28日在中國證券登記結算有限責任公司深圳分公司完成回購手續。
●本次回購注銷完成後,公司總股本由目前 692,249,559 股減少至 691,823,893 股, 注冊資本由 692,249,559 元人民幣減少至 691,823,893 元人民幣。 一、本次激勵計劃已履行的相關程序 1.2023年 4 月 26 日, 公司召開第九屆董事會第六次會議, 會議審議通過了《關

於公司 < 2023 年限制性股票激勵計劃(草案) > 及其摘要的議案》、《關於制定公司 < 2023 年限制性股票激勵計劃考核管理辦法 > 的議案》以及《關於提請股東大會授權董事會辦理公司 2023 年限制性股票激勵計劃相關事宜的議案》 版果大會投權重事實辦理公司 2023 年限制性股票激勵計劃相關聯重的蔬菜》等議案。公司獨立董事就本激勵計劃相關議案發表了獨立意見。 同日,公司召開第八屆監事會第五次會議,審議通過了《關於公司 <2023 年限制性股票激勵計劃(草案)>及其摘要的議案》、《關於制定公司 <2023 年限制性股票激勵計劃考核管理辦法>的議案》、《關於核查<烟臺張裕葡萄釀酒股份有限公司 2023 年限制性股票激勵計劃務數對象名單>的議案》、公司監事會對本級勵計劃的相關事項進行核實并出具了相關核查意見。

公司运事實到年級網計實即內指聯爭領述17核員升出具 计翻榜定意思。 2.2023 年 5 月 19 日,公司監事會披露了《監事會關於 2023 年限制性股票 激勵計劃激勵對象名單的公示情况說明及核查意見》(公告編號: 2023 - 臨 016)。公司對本次授予激勵對象的名單在公司內部系統進行了公示,在公示 期內,公司監事會未收到任何對公示名單中接激勵對象的异議。 3.2023 年 5 月 24 日,公司披露了《關於公司 2023 年限制性股票激勵計劃內 幕信息知情人買賣公司股票情况的自查報告》。

4.2023 年 5 月 26 日,公司召開 2022 年度股東大會審議幷通過了《關於公司 <2023 年限制性股票激勵計劃(草案)>及其摘要的議案》、《關於制定公司 <2023 年限制性股票激勵計劃考核管理辦法>的議案》以及《關於提請股東大

會授權董事餘理公司 2023 年限制性股票撤勵計劃相關事宜的議案》。 5.2023年6月26日,公司召開2023年第一次臨時董事會,會議審議通過了《關於調整 2023 年限制性股票激勵計劃相關事項的議案》以及《關於向 2023 年限

於調整 2023 年限制性股票激勵計劃相關事項的議案》以及《關於向 2023 年限制性股票激勵計劃割激勵對象接予下限制性股票的議案》的議案。公司獨立董事就本激勵計劃相關議案發表了同意的獨立意見。同日、公司召開 2023 年第一次臨時監事會,審議通過了《關於調整 2023 年限制性股票激勵計劃相關事項的議案》以及《關於向 2023 年限制性股票激勵計劃相關事項的議案》等議案、公司監事會對本激勵計劃的授予相關事項進行核實并出具了相關核查意見。6.2023 年7 月 19 日、公司發布《烟臺張裕葡萄釀酒股份有限公司關於 2023 年限制性股票激勵計劃授予結果公告》,根據該公告顯示。2023 年限制性股票 徽勵計劃授予 61条 2023 年6 月 26 日,授予日確定的激勵對象局 204 人,授予的限制性股票數量局 685 萬股。但此後在繳款認購過程中,1 名激勵對象因資金籌集不足分別放弃認購擬授予其限制性股票的50%,上述 4 名激勵對象因資金籌集不足分別放弃認購擬授予其限制性股票的50%,上述 4 名激勵對象,其放弃認購股份屬 6.44 萬股;因此,本次激勵計劃的限制性股票實際授予對象,人數由 204 人

份為6.44 萬股,因此,本次激勵計劃的限制性股票實際授予對象人數由 204 人 變更爲 203 人,實際授予數量由 685.00 萬股變更爲 678.56 萬。 7.2023 年 7 月 20 日,公司完成了 2023 年限制性股票激勵計劃授予登記工作, 幷收到中國證券登記結算有限責任公司深圳分公司出具的證券變更登記證明,

9.2024 年 8 月 8 日,公司召開 2024 年第三次臨時股東大會會議,會議審議 通過了《關於回購注銷公司 2023 年限制性股票激勵計劃部分限制性股票及調

)股份回購原因及回購數量

(一) 於切凹順原因及凹順數型 1. 根據《烟臺張冷葡萄釀酒股份有限公司 2023 年限制性股票激勵計劃(草 案)》(以下簡稱"《激勵計劃》")之"第十五章公司和激勵對象發生异動 的處理"之"二、激勵對象個人情況發生變化的處理"之"(三)激勵對象及 静職、公司裁員、勞動合同期滿而離職、激勵對象已解除限售的限制性股票繼 續有效;激勵對象已經授但尚未解除限售的限制性股票不得解除限售,由公司 以授予價格加上中國人民銀行公布的同期存款基準利率計算的利息回關注銷。 激勵對象離職前需繳納完畢限制性股票已解除限售部分的個人所得稅。 1 名激勵對象因個人原因已離職,已不符合《激勵計劃》有關激勵對象的規 公司決定取消其激勵對象資格幷回購注銷其已獲授但尚未解除限售的限制性股

按但同木胖呀阪管的限制性股票元主按黑瑪格獎更則本做剛計劃規定的程序進 行,但是:2、激勵對象發生降職員降職後不屬於符合本級勵計劃條件的公司 中層以上業務骨幹人員的,激勵對象已解除限售的限制性股票繼續有效,激勵 對象已獲授但尚未解除限售的限制性股票不得解除限售,由公司以授予價格加 上中國人民銀行公布的同期存款基準利率計算的利息回聞注銷。"塞於 6 名激 勵對象因職務變動,已不符合《激勵計劃》有關激勵對象的規定。公司決定取 消其激勵對象資格幷回購注銷其已獲授但尚未解除限售的限制性股票 135,225

股。
3. 根據《激勵計劃》之"第八章 限制性股票的授予與解除限售條件"之"二、限制性股票的解除限售條件"之"(四)個人層面績效考核要求:在薪酬委員會的指導下,公司及下屬于公司將負責對激勵對象每個考核年度的綜合考許進行打分,薪酬委員會負責審核公司賴強交著宗的執行過程和結果,并依照審核的結果確定激勵對象解除限售額度。個 限售額度,由公司回購注銷,除激勵對象因違法違紀給公司造成重大總濟損失 而被考評為"不達標",回購價格按授予價格外,其他情况的回購價格爲授予價格加上中國人民銀行公布的同期存款基準利率計算的利息。"鑒於16名激 間及分析為 "大學院",已即陳田公及了,與他才、天使問化的計算時間情報。 價格加上中國人民銀行公布的同期存款基準利率計算的利息。" 鑒於 16 名激 勵對象 2023 年度個人考核結果為 "C",其個人層面第一個解除限售期解除限 售比例為 "70%",公司決定回購注銷其已獲授但命未解除限售的限制性股票 37, 390 股, 24名激勵對象 2023 年度個人考核結果為 "D",其個人層面第一 個解除限售期解除限售比例為 "0%",公司決定回購注銷其已獲授但尚未解除 限售的限制性股票 230,486 股。 終上,公司本次回購注銷的限制性股票數量合計為 425,666 股。 (二) [20世紀曾经經歷

象完成限制性股票等記期間,公司有資本公積轉增殷本、派送股票紅利、股份拆細、配股、縮股、派送現金紅利等事項,應對限制性股票的授予價格進行相應的調整;公司在發生增發新股的情况下,限制性股票授予價格不做調整。調

價格: = P₀-V=15.24-0.5042206=14.74 元

22. 根據本公告"二、本次回購注銷相關內容"之"(一)股份回購原因及 2. 根據本公告"二、本次回購注銷的限制性股票 425,666 股回購價格需以授 予價格加上回購時中國人民銀行公布的同期存款基準利率計算的利息。經查詢, 中國人民銀行 2024 年公布的一年期存款基準利率為 1.50%

 $= P_1 \times (1 + n + 360 \times i) = 14.74 \times (1 + 368 + 360 \times i, 550\%) = 14.96$ 元中 $\cdot P_2$ 爲加上回購時中國人民銀行公布的同期存款基準利率計算的調整 回購價格, P. 爲實施 2023 年年度權益分派方案後的調整回購價, n 爲董事會 審議通過回購注銷議案之日距離限制性股票登記的天數,i爲一年期存款基準

價格應由 15.24 元 / 股調整為 14.96 元 / 股。 (三)回購資金總額與回購資金來源 公司就本次限制性股票回購事項應支付的回購總價款約為 636.80 萬元,即

公司級本入版的社区宗回師事刊應文门的回顧經順氣影為6 656.80 萬九,即回購總股份數 × 回購價格,全部為公司自有資金。 (四) 驗資情况及回購注銷完成情况 和信會計師事務所(特殊普通合伙)對公司本次回購注銷導致公司減少注冊 資本及股本事項進行了審驗并出具了和信驗字(2024)第 000031 號《驗資報告》。 本次回購注銷完成後,公司總股本由 692,249,559 股變更為 691,823,893 股,注 冊資本由 692,249,559 元減少為 691,823,893 元。

截至本公告披露之日,公司在中國證券登記結算有限責任公司深圳分公司 完成上述限制性股票的回購注銷手續。 三、本次回購注銷後股本結構變動情况 二、平八四明江即12/02平和11年/至到11月04 本次限制性股票回籍注銷完成後,公司總股本將由 692,249,559 股變更爲 691,823,893 股。公司股本結構變動如下:

 本次變動前
 本次變動後

 股數(股)
 比例
 股數(股)
 股數(股)
 比例
 有限售條件流通股 6,785,559.00 0.98% 無限售條件流通股 685,464,000.00 99.02% 總計 692,249,559.00 100.00% -425,666 -425,666 注: 以上股本結構的變動情况以回購注銷事項完成後中國證券登記結算有

限責任公司深圳分公司出具的股本結構表爲準。 四、本次回購注銷對公司的影響 本次回購注銷完成後,公司股份總數將由 692,249,559 股變更爲 691,823,893 股、公司注冊資本也將相應由 692.249.559 元減少爲 691.823.893 元。本次回購注銷部分限制性股票事項不會對公司的財務狀况和經營成果產生實質性影響,也不會影響公司管理團隊的勤勉盡職。公司管理團隊將繼續認眞履行工作職責,

爲股東創造價值。本次限制性股票回購注銷完成後,公司股權分布仍具備上市

烟臺張裕葡萄釀酒股份有限公司 董事會 2024年10月29日

證券代碼: 000869、200869 證券簡稱: 張裕 A、張裕 B 公告編號: 2024 - 臨 61 烟臺張裕葡萄釀酒股份有限公司

關於高級管理人員股份減持計劃的預披露

公司高級管理人員彭斌先生、孔慶昆先生、肖震波先生計劃在本減持計劃 公告之日起 15 個交易日之後的 3 個月內以集中競價減持其持有的部分公司 股份。本次擬減持的股份合計不超過 90,000 股,即不超過公司目前總股本的

stee according to their own wishes to vote.						
股東名稱	職務	持有公司股份數量(股)	占總股本的比例			
彭 斌	副總經理	160000	0.023816%			
孔慶昆	總經理助理	100000	0.014885%			
当無法	總經知由力和	100000	0.014885%			

360000

注:上表中計算相關股份數量、比例時,總股本已剔除公司回購專用賬戶

二、本次減持計劃的主要內容 1.減持原因:個人資金需求; 2.股份來源:公司 2023 年股票期權與限制性股票激勵計劃所授予的股票; 3. 擬減持數量及比例:不超過 90,000 股,即不超過公司目前總股本的 0.013396%。(若計劃減持期間有送股、配股、資本公積金轉增股本等股份變 動事項, 擬減持股份數量將做相應調整

占總股本的比例

	彭 阺	副總經埋	40000	0.005954%	
	孔慶昆	總經理助理	25000	0.003721%	
	肖震波	總經理助理	25000	0.003721%	
	台	#	90000	0.013396%	
注:上表中計算相關股份數量、比例時,總股本已剔除公司回購專用賬戶					

4. 減持方式、集中競價; 4. 減持方式、集中競價; 5. 減持期間。自公告之日起十五個交易日後三個月內,期間如遇法律法規 規定的窗口期,則不得減持;

6. 減持價格:根據減持時的市場價格確定。 三、股東所作承諾及履行情况

1. 股權激勵授予時的承諾 1. 股權級剛沒丁時的承結 根據公司 2023 年限制性股票激勵計劃,上述擬減持股東所持有的股份為激 勵計劃授予的限制性股票,其解除限售規定按照(公司法》、《證券法》、《上 市公司股權激勵管理辦法》等相關法律、法規及規範性文件及公司 2023 年限 制性股票激勵計劃的規定執行。 激勵於母系數 法公司程序自始零立件由五度程記載 期證酬確法或表面

激勵對象承諾,若公司因信息披露文件中有虛假記載、誤導性陳述或者重 大遺漏,導致不符合授予權益或行使權益安排的,激勵對象自相關信息披露文 件被確認存在虛假記載、誤導性陳述或者重大遺漏後,將由股權激勵計劃所獲

2. 股份赖定和轉讓限制的承諾 持有本公司股份的董事、高管在擔任公司董事、監事或高級管理人員期間, 每年轉讓的股份不超過其持有的公司股份總數的 25%;在任期屆滿前離職的, 離職後半年內不得轉讓本人所持有的公司股份 截至本公告日,上述擬減持股東均嚴格遵守了上述承諾,未出現違反上述

四、風險提示 1. 本次減持計劃實施存在不確定性,擬減持股東將根據市場情况、公司股價情况等決定是否實施本次股份減持計劃。

2. 本次減持計劃符合《公司法》《證券法》《上市公司股東減持股份管理 暫行辦法》、《深圳證券交易所股票上市規則》、《深圳證券交易所上市公司 自律監管指引第 18 號—股東及董事、監事、高級管理人員減持股份》等法律、 法規及規範性文件的規定。 3. 本次股份減持計劃系公司董事、高級管理人員的正常減持行爲,不會導

4. 本次減持計劃期間,公司將持續關注本次股份減持計劃的進展情况,督 4. 华八硕灯间 即均同,石油以加强加上于八级型。 促上述人員嚴格遵守、證券法》、《深圳證券交易所股票上市規則》、《上市公司股東減持股份管理暫行辦法》《深圳證券交易所上市公司自律監管指引第 ペニュルペトのパリンド 日 生自 1 がはん/ ペルーロン ナスカガー エロ ピーロー 日 年 監督 信号 房 日 勝一 股東 及 重事、 高級管理人員減持股份》等有關規定進行股份減持, 并及時履行信息披露義務。

烟臺張裕葡萄釀酒股份有限公司

董事會 二〇二四年十月二十九日

并收到中國證券登記結算有限責任公司深圳分公司出具的證券變更登記證明,公司總股本由 685,464,000 股增加至 692,249,559 股。 8.2024 年7月22日,公司召開 2024 年第二次薪酬委員會會議、2024 年第四次臨時董事會會議和 2024 年第二次臨時監事會會議,會議審議通過了《關於公司 2023 年限制性股票激勵計劃第一個解除限售期可解除限售條件成就的議案》《關於回閱注第公司 2023 年限制性股票激勵計劃部分限制性股票及票數整回購價格的議案》。此外,公司監事會亦出具了《關於 2023 年限制性股票 激勵計劃第一個解除限售期解除限售、回購注銷及回購價格調整的核查意見》。

整回購價格的議案》

司日,公司披露了《烟臺張裕葡萄釀酒股份有限公司關於回購注銷部分限 制性股票減少注冊資本暨通知債權人的公告》,就減資事宜通知債權人,債權 人自本公告之日起四十五日内,有權要求公司清償債務或者提供相應的擔保。 二、本次回購注銷相關內容

票 22,565 kc。
2. 根據《烟臺張裕葡萄釀酒股份有限公司 2023 年限制性股票激勵計劃(草案)》(以下簡稱"《激勵計劃》")之"第十五章 公司和激勵對象發生异動的處理"之"二、激勵對象個人情况發生變化的處理"之"(二)激勵對象是養養生職務變更,但仍在公司內。或在公司下屬子公司內土職的,激勵對象已獲授但尚未解除限售的限制性股票完全按照職務變更前本激勵計劃規定的程序進

幣現金(含稅)已於2024年6月實施完成。 根據公司《激勵計劃》相關規定:若在本激勵計劃草案公告當日至激勵對

公司實施 2023 年度利潤分配方案後,按下述公式調整限制性股票的回購

其中: Po 爲調整前的授予價格; V 爲每股的派息額; Pu 爲調整後的授予價格。

條件。 特此公告。

公司高級管理人員彭斌先生、孔慶昆先生、肖震被先生保證向本公司提供的信息內容真實、準確和完整,沒有虛假記載、誤導性陳述或重大遭漏。 本公司及董事會全體成員保證公告內容與信息披露義務人提供的信息一致。 特別提示:

烟臺張裕葡萄釀酒股份有限公司(以下簡稱"公司")近日收到高級管理 人員彭斌先生、孔慶昆先生、肖震波先生分別出具的《關於計劃減持公司股份 的告知函》。現將有關情况公告如下:

一、股東基本情况 截止本公告日,本次擬減持的股東持股情况如下:

致公司控制權發生變更,也不會對公司治理結構、股權結構及未來持續經營產

五、哺星又下 上述人員分別出具的《關於公司股份減持計劃的告知函》。 特此公告。