

# 美法院判特朗普開稅違法

## 中方促美徹底取消單邊加徵關稅做法

【香港商報訊】記者張麗娟、郭志文報道：當地時間5月28日，美國國際貿易法院判決特朗普政府全球關稅、報復關稅和芬太尼關稅等違法，並要求永久撤銷、停止實施。中方則敦促美國政府正視國際社會和國內各方的理性聲音，徹底取消單邊加徵關稅的錯誤做法。

### 判決指徵稅超越總統權限

3名法官表明，在美國憲法中，規範與其他國家貿易的專屬權力，是賦予美國國會，而非總統；總統聲稱爲保護美國經濟而行使的緊急權力，並不凌駕於這些權力之上，因此裁定特朗普引用《國際緊急經濟權力法》徵收的所有關稅，是超越總統權限，應阻止措施生效。

法院下令特朗普政府在10日內，根據法院的裁決發出新的命令。不過，部分針對汽車、鋼鐵和鋁的關稅，由於並非引用相關條例實施，將不受影響。

### 白宮隨即提出上訴

隨後，聯邦政府即提出上訴。白宮回應裁決指，非民選法官無權決定如何妥善應對國家緊急狀態。聲明聲稱，外國對於美國的非互惠待遇，加劇美國的貿易逆差，引致國家緊急狀態，摧毀美國的社區，令美國的工人陷入困境，亦削弱美國的國防工業基礎。白宮強調，特朗普承諾將美國放在第一位，本屆政府將致力於運用一切行政權力來應對這場危機，讓美國再次偉大。白宮副幕僚長米勒在社交平台發文形容，「司

法政變」已失控。

這次訴訟由法律倡導組織「自由正義中心」，代表5間受關稅影響的美國企業提出，是對特朗普關稅政策的首項主要法律挑戰。另外，亦有多宗相關案件正在進行，包括美國10多個州份聯合提出的訴訟。有份入稟的俄勒岡州檢察長雷菲爾德表示，特朗普的關稅非法、鹵莽和破壞經濟，認爲今次裁決再次證明法律至關重要，不能夠由總統隨心所欲地作出貿易決定。

### 中方重申關稅戰無贏家

中國商務部新聞發言人何詠前昨於例行發布會表示，美方推出單邊關稅措施以來，不僅沒有解決美自身任何問題，反而嚴重破壞國際經貿秩序，嚴重干擾企業生產經營和民衆生活消費，損人不利己，在美國內也引發了很多反對聲音。中方敦促美方正視國際社會和國內各方理性聲音，徹底取消單邊加徵關稅的錯誤做法。

何詠前介紹，中美日內瓦經貿會談以來，雙方利用多雙邊場合，在多個層級就經貿領域各自關切保持溝通。近期中方圍繞美方在半導體領域濫用出口管制措施等做法，多次與美方進行交涉。中方再次敦促美方



美法院裁定特朗普下令加徵對等關稅，是越權及違法行為。 資料圖片

立即糾正錯誤做法，停止對華歧視性限制措施，共同維護日內瓦高層會談共識。

當天，中國外交部發言人毛寧表示，在關稅問題上，中方已多次闡明立場，關稅戰、貿易戰沒有贏家，搞保護主義損害各方的利益，終究不得人心。

### 美貿易對手有了新籌碼

鑒於白宮提起上訴，法律專家和貿易專家認爲，預計美國國際貿易法院的裁決不會立即導致美國政府停止徵收相關關稅。不過，特朗普政府的關稅議程預計將受到顯著影響，特別是在總統相關權力受到司法體系掣肘情況下，美國以關稅手段對貿易夥伴施壓的效果將打折扣。

彭博援引法律人士指出，針對美國國際貿易法院的

Share's code: 000550 Share's Name: Jiangling Motors No.: 2025—023  
000550 Jiangling B

**Jiangling Motors Corporation, Ltd.**

**Public Announcement on Resolutions of the Board of Directors**

Jiangling Motors Corporation, Ltd. and its Board members undertake that the information disclosed herein is truthful, accurate and complete and does not contain any false statement, misrepresentation or major omission.

I. Informing of the Meeting

Jiangling Motors Corporation, Ltd. (hereinafter referred to as "JMC") sent out the relevant proposals of the Board meeting to all the Directors by special mail on May 21, 2025.

II. Time, Place & Form of Holding the Meeting

The Board meeting was held in form of paper meeting from May 21, 2025 to May 28, 2025. The procedure of convening and holding the meeting complied with the stipulation of the relevant laws, administrative regulations, department rules, normative documents and the Articles of Association of JMC.

III. Status of the Directors Attending the Meeting

Nine Directors shall attend this Board meeting and nine Directors were present.

IV. Resolutions

The Directors present at the meeting approved the following resolution by written vote:

The Board of Directors approved the proposal on the related party transaction between Bosch Electric Drive System (Nanchang) Co., Ltd. and the Company.

Bosch Electric Drive System (Nanchang) Co., Ltd. will supply controllers and electric drive axle products to JMC. As Jiangling Motors Group Co., Ltd. (hereinafter referred to as the "JMC") holds 40% equity interest in Bosch Electric Drive System (Nanchang) Co., Ltd., and JMC holds 50% equity interest in Nanchang Jiangling Investment Co., Ltd., a controlling shareholder of the Company, the transaction constitutes a related party transaction.

The proposal involves related party transactions, therefore, the proposal has been reviewed at a special meeting of the Company's Independent Directors before being submitted to the Board of Directors for consideration.

When voting on the proposal, Director Qiu Tiangang and Director Zhong Junhua withdrew from the voting, and all the other Directors agreed with this proposal

Please refer to the Public Announcement on Related Party Transactions of JMC published on May 30, 2025 in China Securities, Securities Times, Hong Kong Commercial Daily and the website <http://www.cninfo.com.cn> for details.

2. The Board of Directors approved the Notice on Holding 2024 Annual Shareholders' Meeting of JMC.

There were 9 votes in favor of this proposal, 0 vote against, and 0 abstention. The full text of the Notice on Holding 2024 Annual Shareholders' Meeting of JMC was published on May 30, 2025 in China Securities, Securities Times, Hong Kong Commercial Daily and the website [www.cninfo.com.cn](http://www.cninfo.com.cn). It is hereby announced.

Board of Directors  
Jiangling Motors Corporation, Ltd.  
May 30, 2025

Share's code: 000550 Share's Name: Jiangling Motors No.: 2025—024  
000550 Jiangling B

**Jiangling Motors Corporation, Ltd.**

**Public Announcement on Resolutions of the Supervisory Board**

Jiangling Motors Corporation, Ltd. and the members of its Supervisory Board undertake that the information disclosed herein is truthful, accurate and complete and does not contain any false statement, misrepresentation or major omission.

I. Time, Place & Form of Holding the Meeting

A meeting of the Supervisory Board of Jiangling Motors Corporation, Ltd. (hereinafter referred to as "JMC") was held in form of paper meeting from May 21 to May 28, 2025. The procedure of convening and holding the meeting complied with the stipulation of the relevant laws, regulations and the Articles of Association of JMC.

II. Status of the Supervisors Attending the Meeting

Five Supervisors shall attend this meeting and five supervisors were present.

III. Resolutions

The supervisors present at the meeting approved the following resolutions by written vote:

The Supervisory Board approved the Notice on Holding 2024 Annual Shareholders' Meeting of JMC.

There were 5 votes in favor of this proposal, 0 vote against, and 0 abstention. The full text of the Notice on Holding 2024 Annual Shareholders' Meeting of JMC was published on May 30, 2025 in China Securities, Securities Times, Hong Kong Commercial Daily and the website [www.cninfo.com.cn](http://www.cninfo.com.cn). The announcement hereby is published.

Supervisory Board  
Jiangling Motors Corporation, Ltd.  
May 30, 2025

Share's code: 000550 Share's Name: Jiangling Motors No.: 2025—025  
000550 Jiangling B

**Jiangling Motors Corporation, Ltd.**

**Public Announcement on Related Party Transactions**

Jiangling Motors Corporation, Ltd. and its Board members undertake that the information disclosed herein is truthful, accurate and complete and does not contain any false statement, misrepresentation or major omission.

I. Brief Introduction

The Board of Directors of Jiangling Motors Corporation, Ltd. (hereinafter referred to as "JMC" or the "Company") approved the related party transaction between Bosch Electric Drive System (Nanchang) Co., Ltd. and the Company

in form of paper meeting during the period from May 21, 2025 to May 28, 2025.

Nine Directors shall attend this Board meeting and nine Directors were present.

Bosch Electric Drive System (Nanchang) Co., Ltd. will supply controllers and electric drive axle products to JMC, and the annual amount of the transaction expected to be RMB 180 million. As Jiangling Motors Group Co., Ltd. (hereinafter referred to as the "JMC") holds a 40% equity interest in Bosch Electric Drive System (Nanchang) Co., Ltd., and JMC holds 50% equity interest in Nanchang Jiangling Investment Co., Ltd., a controlling shareholder of the Company, the transaction constitutes a related party transaction.

When voting on the proposal, Director Qiu Tiangang and Director Zhong Junhua withdrew from the voting, and all the other Directors agreed with this proposal.

This related party transaction does not constitute a material asset reorganization stipulated in Measures for the Administration of Material Asset Reorganization of Listed Companies promulgated by CSRC.

2. Brief Summary of the Related Party

Company Name: Bosch Electric Drive System (Nanchang) Co., Ltd.

Registered Address: No. 256, Fushan Road, Xiaolan Economic and Technological Development Zone, Nanchang County, Nanchang City, Jiangxi Province, P.R.C.

Enterprise Type: Limited liability company (foreign-invested, non-wholly owned)

Registered capital: RMB 500 million

Registered Date: January 19, 2025

Legal representative: ZEHE Marco

Business Scope: Auto parts and accessories manufacturing, motor manufacturing, motor and its control system research and development, electro-mechanical coupling system research and development, technical services, technology development, technical consultation, technical exchange, technology transfer, technology promotion, auto parts wholesale, auto parts retail, machinery parts, parts sales, import and export of technology, import and export of goods.

Ownership structure:

ROBERT BOSCH INTERNATIONALE BETEILIGUNGEN AG holds 50% equity, JMC holds 40% equity, and Bosch (China) Investment Ltd. holds 10% equity.

Relationship Description:

As JMC holds a 40% equity interest in Bosch Electric Drive System (Nanchang) Co., Ltd., and JMC holds 50% equity interest in Nanchang Jiangling Investment Co., Ltd., a controlling shareholder of the Company, according to the Rules Governing the Listing of Stocks on Shenzhen Stock Exchange and other relevant regulations, Bosch Electric Drive System (Nanchang) Co., Ltd. is a related legal person of the Company.

After inquiry, Bosch Electric Drive System (Nanchang) Co., Ltd. is not person subject to enforcement for dishonesty.

3. Main Contents of Related Party Transaction Agreement

i. During the term hereof, Bosch Electric Drive System (Nanchang) Co., Ltd. will supply auto parts or materials required for production in accordance with provisions hereof and requirements of JMC.

ii. During the term of this agreement, Bosch Electric Drive System (Nanchang) Co., Ltd. shall supply the products to JMC in accordance with this agreement, the price agreement signed by both parties and other conditions. Bosch Electric Drive System (Nanchang) Co., Ltd. shall actively cooperate with JMC to optimize the material cost reduction.

iii. The parties may choose to pay in any of the following ways:

a. JMC will pay thirty days after the invoice is issued by Bosch Electric Drive System (Nanchang) Co., Ltd. If such payment method is chosen, Bosch Electric Drive System (Nanchang) Co., Ltd. will give JMC a discount.

b. JMC will pay sixty days after the invoice is issued by Bosch Electric Drive System (Nanchang) Co., Ltd.

4. Pricing Policy of the Related Party Transaction

If the Company purchases products from related parties and the market price of the same products is available, the market price shall be implemented; If the corresponding market data of special parts and services cannot or is difficult to obtain, the price shall be determined through the process of supplier quotes, costing assessment and negotiation between both parties.

5. Purpose and Impact of the Related Party Transaction on JMC

The above-mentioned related party transactions are regular and recurring transactions between JMC and the related parties. The transactions are essential for ensuring the normal production and sales of the Company's products, as they are necessary for the Company's continuous operations. The goods purchased from the related parties are mostly unique components required by the Company's products. When conducting transactions with related parties, the Company adheres to the principles of fairness, transparency, and impartiality. The transaction prices are fair, and all the transactions comply with the requirements of relevant laws and regulations, ensuring that no harm is done to the interests of the Company and its small and medium shareholders.

6. As of April 30, 2025, the Company has not had any transaction with Bosch Electric Drive System (Nanchang) Co., Ltd.

7. Opinions of the Special Meeting of Independent Directors

Before the proposal on related party transaction between Bosch Electric Drive System (Nanchang) Co., Ltd. and the Company is submitted to the Board of Directors for consideration, it has been reviewed at the 2025 First Special Meeting of Independent Directors of the Eleventh Board of Directors of the Company and approved by all the Independent Directors. The Independent Directors of the Company issued the following review opinions:

The related party transactions between Bosch Electric Drive System (Nanchang) Co., Ltd. and the Company are based on the Company's normal business operations and meet the actual operational needs of the Company. The related party transactions adhere to the principles of objectivity, fairness, and impartiality, do not harm the legitimate interests of the Company and its shareholders, especially those of small and medium shareholders, and comply with the relevant regulations of China Securities Regulatory Commission and Shenzhen Stock Exchange.

Therefore, all the Independent Directors agree to the proposal, and agree to submit the proposal to the Board of Directors of the Company for consideration, while the related Directors shall withdraw from voting in accordance with the regulations.

8. Documents for Reference

1. Resolution of the Board of Directors of Jiangling Motors Corporation, Ltd.;

2. Review Opinion of the 2025 First Special Meeting of Independent Directors of the Eleventh Board of Directors of the Company

Board of Directors  
Jiangling Motors Corporation, Ltd.  
May 30, 2025

Share's code: 000550 Share's Name: Jiangling Motors No.: 2025—026  
000550 Jiangling B

**Jiangling Motors Corporation, Ltd.**

**Notice on Holding 2024 Annual Shareholders' Meeting**

Jiangling Motors Corporation, Ltd. and its Board members undertake that the information disclosed herein is truthful, accurate and complete and does not contain any false statement, misrepresentation or major omission.

I. Basic information of holding the meeting

1. Meeting: 2024 Annual Shareholders' Meeting of Jiangling Motors Corporation, Ltd. (hereinafter referred to as "JMC" or the "Company")

2. Convener: the Board of Directors of the Company

The Board of Directors approved the Notice on Holding 2024 Annual Shareholders' Meeting in the form of a paper meeting from May 22 2025 to May 28, 2025.

3. The convening of the shareholders' meeting complied with the stipulations of the Company Law, the Securities Law, the Rules Governing Listing of Stock on Shenzhen Stock Exchange and the Articles of Association of JMC.

4. Time

On the spot: 9:00 a.m., June 24, 2025

Online voting: June 24, 2025, P.s. 9:15 ~ 9:25 a.m., 9:30 ~ 11:30 a.m. and 1:00 ~ 3:00 p.m., for Shenzhen Stock Exchange Trading System; or random time of 9:15 a.m. ~ 3:00 p.m. June 24, 2025 for Shenzhen Stock Exchange Online Voting System.

5. Convening method: vote on the spot as well as online voting. Shareholders of the Company can choose to vote on the spot or online voting. If a voting right is exercised repeatedly in different circumstances, the first voting result will prevail.

6. Equity record date: June 19, 2025. B-share holder can attend the meeting only when she/he had bought B shares of the Company on June 16, 2025 i.e., the last trading day for the B-share holder who can attend the meeting, or earlier.

7. Persons to be present

7.1. All the shareholders of JMC registered in the records of China Securities Depository and Clearing Corporation Ltd. Shenzhen branch as of 3:00 p.m. on June 19, 2025. If a shareholder cannot attend the meeting personally, she/he can entrust a representative to attend the meeting.

7.2. The Directors, Supervisors and senior management of JMC.

7.3. Lawyers from Jiangxi Hua Bang Law Firm

8. Venue: conference center, 20th Floor, JMC Building, No. 2111 Yingbin Middle Avenue, Nanchang City, Jiangxi Province, People's Republic of China.

II. The items to be reviewed by the meeting:

Code	Items	Remark Voting to the columns marked with "√"
100	Total proposals: all the proposals except the proposals adopting accumulative voting	√
Proposals not adopting accumulative voting:		
1.00	2024 Work Report of the Board of Directors of JMC	√
2.00	2024 Work Report of the Supervisory Board of JMC	√
3.00	2024 Annual Report of JMC and the Extracts from such Annual Report	√
4.00	2024 Financial Statements of JMC	√
5.00	Proposal on JMC Profit Distribution for Year 2024	√
6.00	Proposal on the Y2025 Routine Related Party Transaction Framework with JMC's Finance Company	√
7.00	Proposal on the Y2025 Routine Related Party Transaction Framework with Jiangxi Jiangling Motors Imp. & Exp. Co., Ltd. and its subsidiaries	√
8.00	Proposal on the Y2025 Routine Related Party Transaction Framework with Jiangling Motor Group Co., Ltd. and its subsidiaries	√
9.00	Proposal on the Y2025 Routine Related Party Transaction Framework with Ford Motor Company and its subsidiaries	√
10.00	Proposal on the Y2025 Routine Related Party Transaction Framework with Magna PT Powertrain (Jiangxi) Co., Ltd.	√
11.00	Proposal on the Y2025 Routine Related Party Transaction Framework with Nanchang Jiangling Huaxiang Auto Components Co., Ltd.	√
12.00	Proposal on the Y2025 Routine Related Party Transaction Framework with Nanchang Baoliang Steel Processing Distribution Co., Ltd.	√
13.00	Proposal on the Y2025 Routine Related Party Transaction Framework with Jiangxi Jiangling Lear Interior System Co., Ltd.	√
14.00	Proposal on the Y2025 Routine Related Party Transaction Framework with China South Industries Group Corporation and its subsidiaries	√
15.00	Proposal on the Y2025 Routine Related Party Transaction Framework with Nanchang Faurecia Emissions Control Technologies Co., Ltd.	√

Please refer to the Public Announcement on Resolutions of the Board of Directors of JMC, the Public Announcement on Resolutions of the Supervisory Board of JMC and the 2024 Annual Report of JMC published on March 29, 2025 in China Securities, Securities Times, Hong Kong Commercial Daily, and on the website <http://www.cninfo.com.cn> for details of the proposals 1-5. Please refer to the Public Announcement on Forecast of the Routine Related Party Transactions in 2025 of JMC published on December 12, 2024 in China Securities, Securities Times, Hong Kong Commercial Daily, and on the website <http://www.cninfo.com.cn> for details of the proposals 6-15. All the above-mentioned proposals shall be approved in form of ordinary resolution.

In addition, the Independent Directors will report their performance in 2024 at the 2024 Annual Shareholders' Meeting. Please refer to the website <http://www.cninfo.com.cn> for the Report.

III. Registration for the Shareholders' Meeting

1. Registration procedures

The shareholder holding A Shares should present personal identity card and securities account card; the representative should present his own identity card, the proxy (see attachment 1) and the shareholder's securities account card; the representative of a legal person shareholder should present his own

identity card and the proxy of the legal person shareholder to handle the registration for the meeting. The shareholder holding B Shares should present personal identity card and securities account card, the representative should present the proxy signed by the shareholder to handle the registration for the meeting.

The shareholders not residing in Nanchang can handle the registration in advance by way of communication. (See attachment 2 AR. of attending the shareholders' meeting)

Registration time: 9:00 a.m.-11:30 a.m. and 2:00 p.m.-5:00 p.m., weekdays from June 20, 2025 to June 23, 2025.

Registration address: Securities Department, JMC Building, No. 2111 Middle Yingbin Avenue, Nanchang City, Jiangxi Province, P.R.C.

2. The shareholders' meeting is expected to last no more than one day. The attending shareholders or the representatives should be responsible for their own travel and accommodation expenses.

Contact information:

Correspondence person: Mr. Wan Xianke, Mr. Yuan Jun

Telephone number: 86-791-85266178

Fax: 86-791-85232839

IV. Online voting procedures

Please refer to the Chinese version of the Notice on Holding 2024 Annual Shareholders' Meeting published in China Securities, Securities Times and on the website: <http://www.cninfo.com.cn> on May 30, 2025 for details.

V. Document for reference

The Resolutions of the Board of Directors on the Notice on Holding 2024 Annual Shareholders' Meeting of JMC.

Board of Directors  
Jiangling Motors Corporation, Ltd.  
May 30, 2025

Attachment 1:

PROXY

Full authority hereby granted to Mr./Ms. \_\_\_\_\_ to represent the undersigned at the 2024 Annual Shareholders' Meeting of Jiangling Motors Corporation, Ltd., and to vote accordingly on all the proposals at the meeting. (Please express definitely favor, against or abstention on every proposal.)

Signature of shareholder: \_\_\_\_\_ Identity Card No.: \_\_\_\_\_

Number of Shares held: \_\_\_\_\_ Securities account No.: \_\_\_\_\_

Type of shares (A shares or B shares): \_\_\_\_\_

Signature of representative: \_\_\_\_\_ Identity Card No.: \_\_\_\_\_

Date of appointment of Proxy: \_\_\_\_\_ 2025

Sample of Voting on the Proposals of the Shareholders' Meeting

		Remark Voting to the columns marked with "√"	Favor	Against	Abstention
Code	Items				
100	Total proposals: all the proposals except the proposals adopting accumulative voting	√			
Proposals not adopting accumulative voting:					
1.00	2024 Work Report of the Board of Directors of JMC	√			
2.00	2024 Work Report of the Supervisory Board of JMC	√			
3.00	2024 Annual Report of JMC and the Extracts from such Annual Report	√			
4.00	2024 Financial Statements of JMC	√			
5.00	Proposal on JMC Profit Distribution for Year 2024	√			
6.00	Proposal on the Y2025 Routine Related Party Transaction Framework with JMC's Finance Company	√			
7.00	Proposal on the Y2025 Routine Related Party Transaction Framework with Jiangxi Jiangling Motors Imp. & Exp. Co., Ltd. and its subsidiaries	√			
8.00	Proposal on the Y2025 Routine Related Party Transaction Framework with Jiangling Motor Group Co., Ltd. and its subsidiaries	√			
9.00	Proposal on the Y2025 Routine Related Party Transaction Framework with Ford Motor Company and its subsidiaries	√			
10.00	Proposal on the Y2025 Routine Related Party Transaction Framework with Magna PT Powertrain (Jiangxi) Co., Ltd.	√			
11.00	Proposal on the Y2025 Routine Related Party Transaction Framework with Nanchang Jiangling Huaxiang Auto Components Co., Ltd.	√			
12.00	Proposal on the Y2025 Routine Related Party Transaction Framework with Nanchang Faurecia Emissions Control Technologies Co., Ltd.	√			
13.00	Proposal on the Y2025 Routine Related Party Transaction Framework with Jiangxi Jiangling Lear Interior System Co., Ltd.	√			
14.00	Proposal on the Y2025 Routine Related Party Transaction Framework with China South Industries Group Corporation and its subsidiaries	√			
15.00	Proposal on the Y2025 Routine Related Party Transaction Framework with Nanchang Faurecia Emissions Control Technologies Co., Ltd.	√			

Attachment 2:

AR. of attending the shareholders' meeting

To: Jiangling Motors Corporation, Ltd.

I, holding \_\_\_\_\_ shares of Jiangling Motors Corporation, Ltd. as of June 19, 2025, will attend the 2024 Annual Shareholders' Meeting of JMC.

Signature of attendee: \_\_\_\_\_

Shareholder's securities account No.: \_\_\_\_\_

Signature (Stamp) of shareholder: \_\_\_\_\_

Note: Newspaper cuttings and copies of the Proxy and the AR. are acceptable.

利息及相關費用全部清償之日止。

5. 擔保範圍：包括但不限於：債權人與債務人在主合同項下的債權本金及按主合同約定計收的全部利息（包括利息和復利），以及債務人應當支付的手續費、違約金、賠償金、稅金和債權人爲實現債權和擔保權利而發生的費用（包括但不限於訴訟費、仲裁費、財產保全費、執行費、評估費、拍賣費、律師費、差旅費、公證費、公告費、送達費、鑒定費等）。因匯率變化而實際超出最高債權額的部分，保證人自願承擔擔保責任。

四、擔保的必要性和合理性

本次鳳凰自行車向銀行申請綜合授信用於其日常經營，公司爲其提供信用擔保將有利於鳳凰自行車高效籌措運營資金、提升運營效率，降低運營成本，進而促進其持續穩定發展。

鳳凰自行車爲公司全資子公司，資產負債率不超過 70%，不存在較大的償債風險。同時，公司對其日常經營活動及重大決策具有控制權，可及時掌握其經營和實信狀況，能夠控制擔保風險。

五、累計對外擔保數量及逾期擔保的數量

截至本公告披露日，公司未對公司控股股東、實際控制人及其關聯人提供擔保，未對公司控股子公司範圍以外的企業提供擔保。公司爲控股子公司提供擔保總額爲人民幣 3.38 億元（含本次擔保），占公司最近一期經審計淨資產的 16.62%。

截至目前，公司未發生逾期擔保。

特此公告。

上海鳳凰企業（集團）股份有限公司董事會  
2025 年 5 月 30 日

證券代碼：600679 900916 股票簡稱：上海鳳凰 鳳凰 B 股 編號：2025—041

**上海鳳凰企業（集團）股份有限公司**

**關於爲全資子公司鳳凰自行車提供擔保的進展公告**

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遺漏，並對其內容的真實性、準確性和完整性承擔個別及連帶責任。

重要內容提示：

- 被擔保人名稱：上海鳳凰自行車有限公司
- 本次擔保金額：本次擔保金額爲人民幣 1 億元。截至本公告披露日，公司對外擔保餘額爲 3.38 億元（含本次擔保）。
- 本次擔保是否有反擔保：無
- 公司及子公司提供的擔保均不存在逾期情況。

一、擔保概述

上海鳳凰企業（集團）股份有限公司全資子公司上海鳳凰自行車有限公司（以下簡稱鳳凰自行車）向江蘇銀行股份有限公司上海寶山支行（以下簡稱江蘇銀行）申請人民幣 1 億元綜合授信額度，綜合授信額度的有效期限爲一年。

公司與江蘇銀行簽訂了《最高額保證合同》，爲鳳凰自行車本次申請的綜合授信事項提供連帶責任保證擔保，擔保最高餘額爲 1 億元。

本次鳳凰自行車向江蘇銀行申請綜合授信及公司爲前述綜合授信事項提供擔保均爲續辦。

本次擔保不存在反擔保。

二、本次擔保履行的內部決策程序

公司於 2025 年 4 月 28 日召開第十一屆董事會第二次會議，並於 2025 年 5 月 22 日召開 2024 年年度股東會，審議通過了《上海鳳凰關於向銀行申請綜合授信計劃的議案》和《上海鳳凰關於對外提供擔保計劃的議案》，同意公司及全資子公司向銀行申請不超過人民幣 18.50 億元的綜合授信額度，並同意公司爲全資子公司向銀行申請綜合授信等事項提供擔保，擔保總額不超過人民幣 9.50 億元。本次申請綜合授信和對子公司提供擔保的授權期限爲自股東會審議通過之日起至 2025 年度股東會審議相關授信和擔保事項之日止。在授權期限內，授信額度可循環使用，可以在不同銀行間進行調整，公司爲子公司提供擔保的額度可以循環使用，可以在不同子公司之間進行調整。具體內容詳見 2025 年 4 月 30 日、2025 年 5 月 23 日公司披露的《上海鳳凰關於向銀行申請綜合授信計劃的公告》（公告編號：2025—029）、《上海鳳凰關於對外提供擔保預計的公告》（公告編號：2025—030）和《上海鳳凰關於 2024 年年度股東會決議公告》（公告編號：2025—036）。

本次鳳凰自行車向江蘇銀行申請 1 億元綜合授信及公司爲鳳凰自行車申請前述綜合授信提供連帶責任擔保在上述股東會、董事會授權範圍內。

三、被擔保人基本情況

1. 上海鳳凰自行車有限公司

1. 成立日期：2006 年 11 月 16 日

2. 統一社會信用代碼：913101167956451278

3. 法冊資本：人民幣 6,274.51 萬元

4. 法定代表人：王朝陽

5. 住所：上海市金山區朱張鎮中達路 388 號

6. 主營業務：腳踏自行車，電動自行車，童車，健身器材，與上述產品相關的配套產品生產等。

鳳凰自行車最近一年又一期的財務數據如下：

項 目	2024 年 12 月 31 日	2025 年 3 月 31 日
資產總額	90,918.42	97,126.85
負債總額	56,786.78	58,911.26
淨資產	34,131.64	38,215.59
項 目	2024 年度	2025 年第一季度
營業收入	123,662.74	39,827.71
淨利潤	5,175.02	4,083.95

注：2024 年數據已經年審會計師審計，2025 年一季度數據未經審計。

鳳凰自行車爲公司全資子公司。鳳凰自行車的資產負債率不超過 70%。

三、擔保協議的主要內容

1. 擔保內容：江蘇銀行（債權人）自授信合同生效之日起至 2026 年 3 月 26 日期間，與鳳凰自行車（債務人）約定的辦理貸款、商業匯票銀行承兌、商業承兌匯票貼現、貿易融資、銀行保函及其他授信業務所對應的授信業務。公司作爲保證人，對授信業務本金及對應的利息、費用等全部債權提供連帶責任擔保。

2. 擔保額度：1 億元。

3. 擔保方式：最高額連帶責任擔保。

4. 保證期限：一年，自本擔保合同生效之日起至對應授信合同項下全部本金、