

股票简称：星徽股份

股票代码：300464



广东星徽精密制造股份有限公司

(广东省佛山市顺德区北滘镇北滘社区居民委员会科业路3号之三)

2022年创业板向特定对象发行股票 募集说明书 (修订稿)

7-2-1170

广东星徽精密制造股份有限公司
GUANGDONG XINGHUI PRECISION MANUFACTURING CO., LTD.

7-2-1170

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88.33% 93.40% 76.54%

2021 “ ”

46.84% 50.56% 81.77%

2021

2018

2020

8

2020

2018 “ + ”

2021 “ ”

2020 8

27.27%

2019	2020	2021
552,296.15		365,975.22
43.98%	36.92%	22.53%
22,733.32	-152,350.69	
		14,915.92
		2021
		2019 -2021
30%		
2021		
		2021
2021		
		300209
“	”	
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2018

10.11

2021

2021

6.80

4.16

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10.5 1 0 0 1 174.26 754.44 179.3 9 9 692 1364

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		“ ”

	Guangdong SACA Precision Manufacturing Co., Ltd.
	300464
	369,122,175.00
	91440606617643049A
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	1994 11 11
	2015 6 10
	528311
	0757-26332400

0757-26326798

	11,792,416	
	3,983,928	
		100.00%

	1,050
	914406066176565017
	1997 1 16
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	50.48% 49.52%

	2021.12.31
	2021

1994

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2018 12

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GB/T4754-2017

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3	2016-2020		2016 8	

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2014

2016

2016

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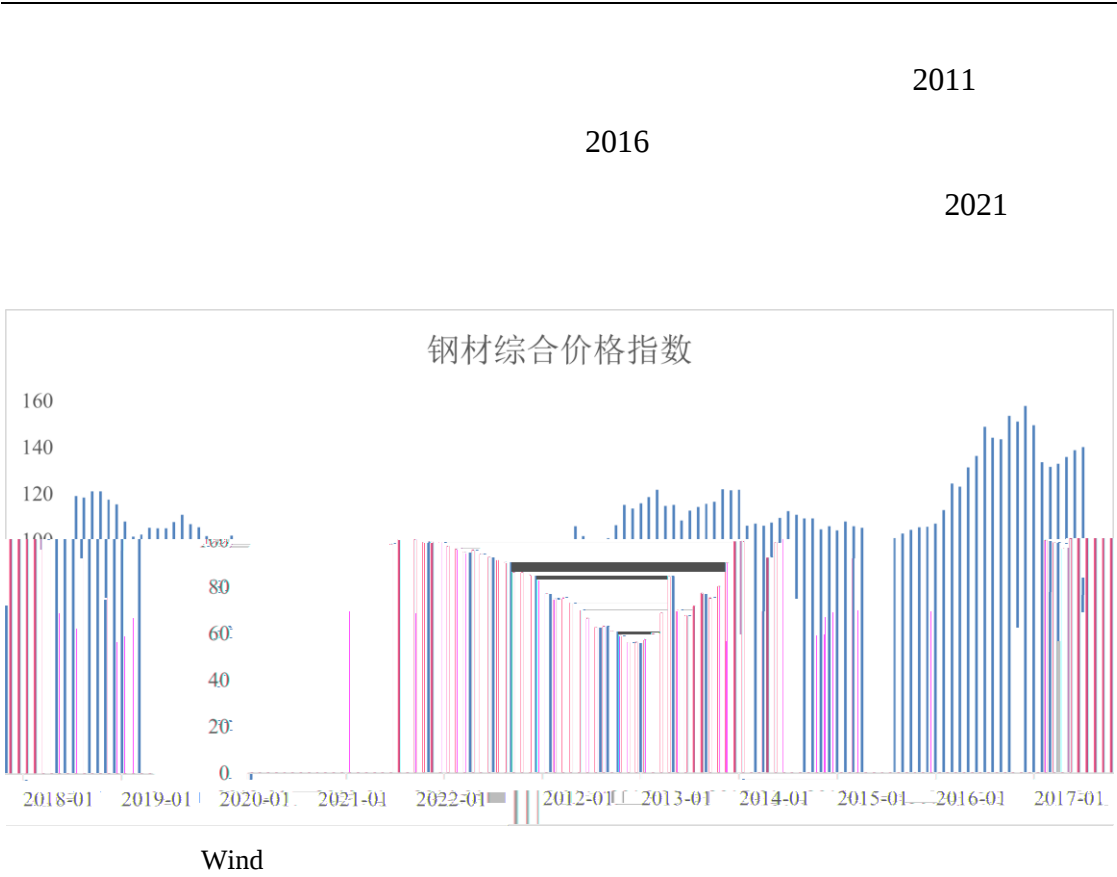
-1.5

2016

2012

14.95%

1-1-



2

			2021
		433.70	0.90%
2016	2021		
1,982	4,189		16.15%

1 “ ”

2015

2016

2020

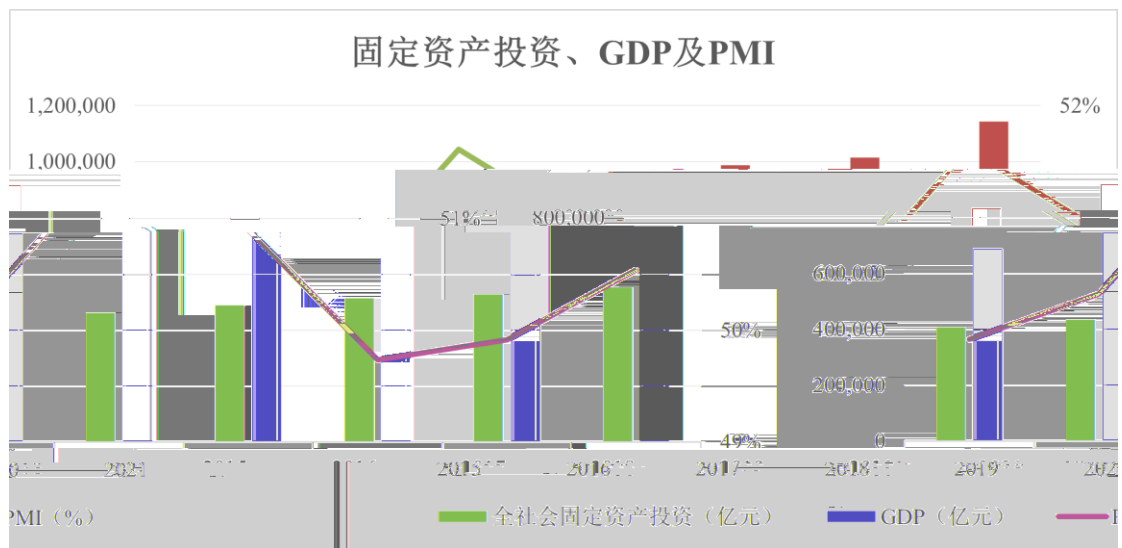
GDP

PMI

2021

GDP

PMI



Wind

2020 7 30

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	2020	3,811
14%	2016-2020	17.76%
	IT	

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传统外贸



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2015 1.55

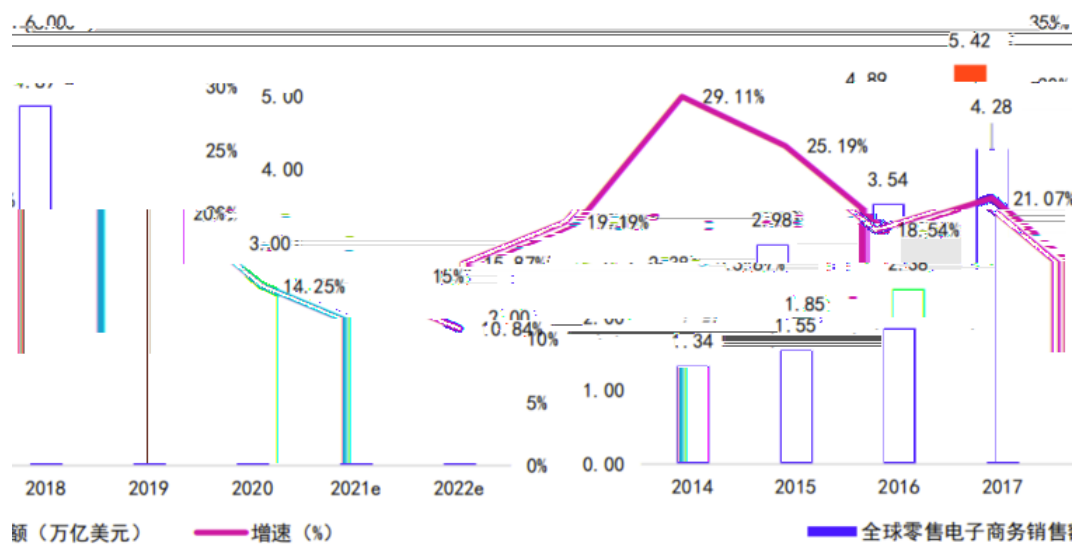
2020 4.28

20%

2015 7.4%

2020 18%

2014-2022年全球零售电子商务销售额



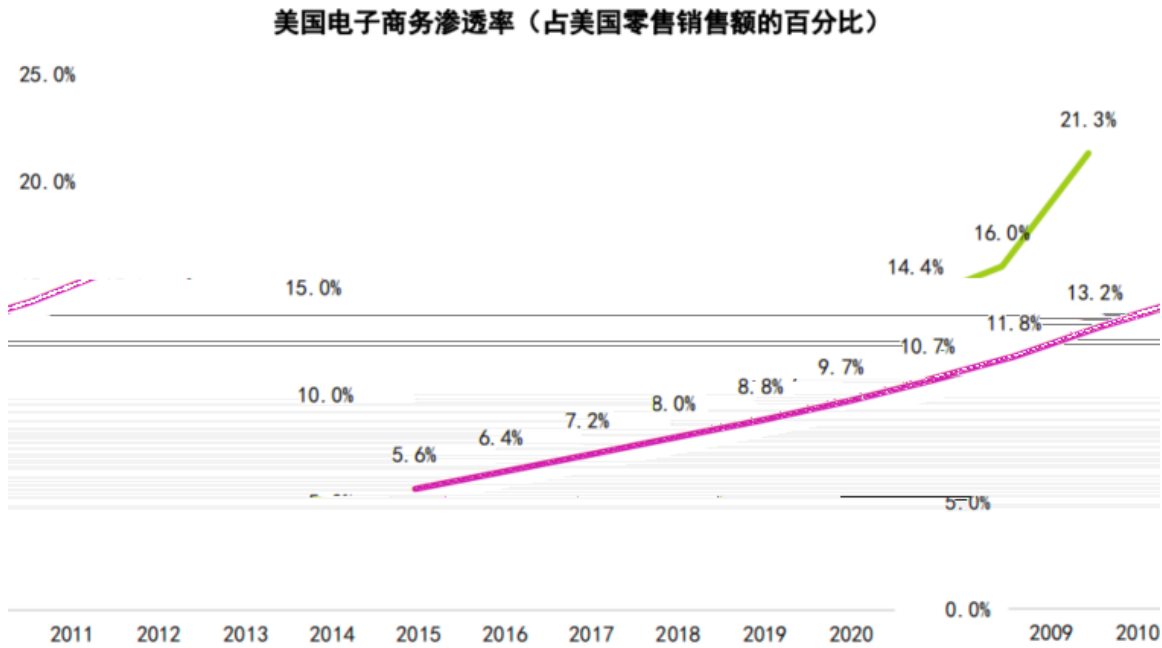
Statista, E-commerce Worldwide

2019

16%

2020

21.3%



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2013-2015

2014 1
“ ” 2018
B C

2021 7

B2B

2021

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2021 11

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Hettich

Blum

Accuride

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Hettich

Kirchlengen

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Blum

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Accuride International Inc.

South Gate

4

5

C13

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28

10kg 800kg

17mm 76mm

26mm 35mm 40mm 45° 270°

30

Oracle ERP PLM Product Lifecycle Management

OA Office Automation HR Human Resource

ERP Enterprise Resource Planning MES

Manufacturing Execution System

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10

Lowes Home Depot Best Buy 2020

12% 58% 2021

	2019	2021
2019	10.9	34.3%

2021	37.4%				
		94.2%	87.9%	81.7%	2021

42.3% 36.9% “ ”

	94.2%	87.9%	81.7%	2021
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42.3% 36.9% “ ”

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1 300866.SZ

66.55 93.53

125.74

2 002640.SZ

178.74 170.21 88.18

3 300209.SZ

2019

B2C

eBay

3C

38.67 50.27 17.64

3

2007

RAVPower TaoTronics VAVA Anjou Sable HooToo

ebay

“ ” 2008 B2C

2018

9 11 20 23 2019

RavPower TaoTronics VAVA Sable

2020 “ 2020

2021 “ ”

2021 “ ”

RAVPower Taotronics VAVA Anjou

Sable Hootoo “

Sable Hootoo “

eBay Rakuten Newegg

2021

6.05

2020	3.15	92.03%
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23.47%	2020	16.87
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2022

RAVPower TaoTronics VAVA Anjou Sable

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2

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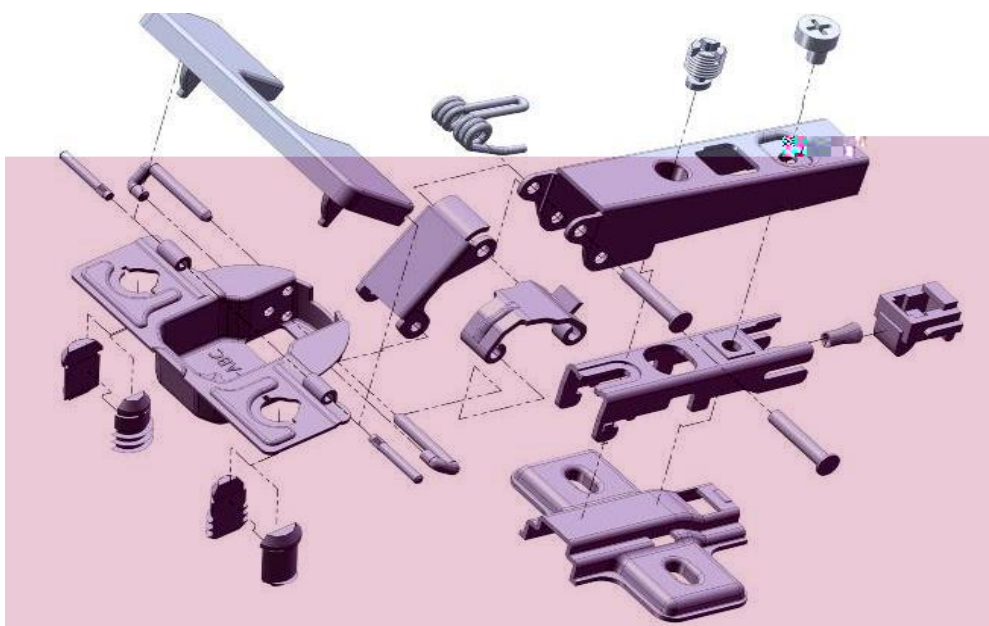
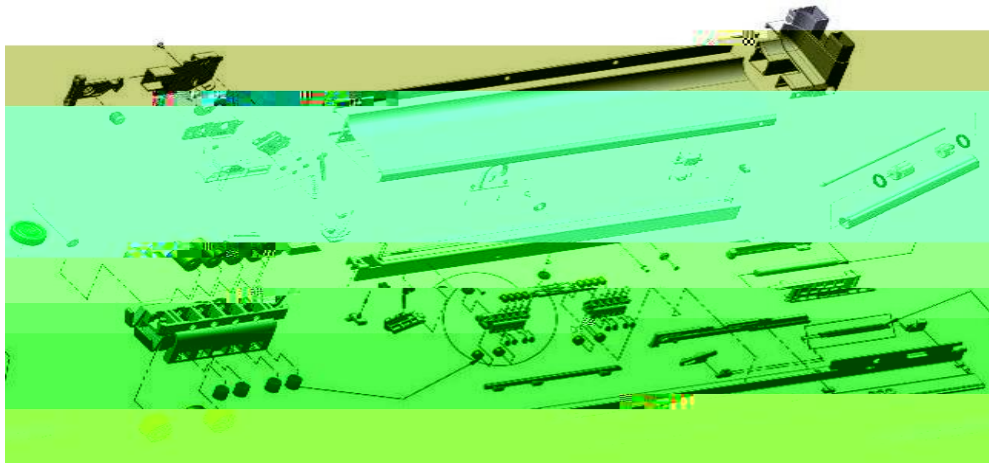
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GDP

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“ + ”

28



IT

RAVPower TaoTronics VAVA Anjou Sable HooToo

	iSmart Multiprotect	
		Soundbar LED
		
	Anjou	
	Sable	
	4K iPhone C USB HooToo	USB

		Oracle
	Oracle	MRP

		OA OA
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ERP

+ +

BOM

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Oracle

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MRP

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			2021	2020	2019
					130,600,000
					85,831,499

			2021	2020	2019
					85,982,006
					100.18%
					65.72%
					89,100,000
					55,039,984
					53,980,957
					98.08%
					61.77%

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ISO9001

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OQC Outgoing Quality Control

OQC

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“ 99% ”

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PE

AQL Acceptable Quality Limit

SIP Session Initiation Protocol

SQE

CE

FAE

QC

AQL

2

CE

FCC

C-Tick

3

QC Quality Control

B2C

B2C

Seller Central

B2B

				2021		2020		2019	

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			2021		2020		2019	
			59,710.54	16.32%	43,975.66	7.96%	72,427.71	20.74%
			306,264.69	83.68%	508,320.49	92.04%	276,705.94	79.26%
							349,133.66	100.00%

2020

2018

2021

2021

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			2021		2020		2019	
			7,312.44	40,818.75	5,398.85	23,879.47	4,372.44	18,300.14
			408,337.77	7,655.47	305,604.17	5,139.58	276,276.76	5,157.04
			100,295.49	5,959.55	79,233.79	4,358.88	74,050.94	3,445.99
			4,592.27	3,226.93	3,708.11	2,134.74	2,781.14	1,615.82

		2021		2020		2019	

							4,763.52		
4		2017 0027048	15 -6	/	/	/	80,691.805/ 6,559.4	2060/9/27	
5		2017 0023056	15 -3	/	/	/	80,691.805/ 2,460.26	2060/9/27	
6		2017 0027053	15 -4	/	/	/	80,691.805/ 6,598.9	2060/9/27	
7		2017 0039307	15 -5	/	/	/	80,691.805/ 26,593.48	2060/9/27	
8		2017 0023053		/	/	/	80,691.805/ 20,400.16	2060/9/27	
9		2017 0039308	15 -3	/	/	/	80,691.805/ 26,593.48	2060/9/27	
10		2017 0023057	15 -1	/	/	/	80,691.805/ 2,297.02	2060/9/27	
11		2017 0023054	15 -2	/	/	/	80,691.805/ 2,460.26	2060/9/27	
12		2021 0126626	662 14 805	/	/	/	54,910.97/ 284.58	2066/7/19	
13		2021 0126620	662 14 804	/	/	/	54,910.97/ 288.06	2066/7/19	
14		2021	662	/	/	/	54,910.97/	2066/7/19	

		0126619	14 803				286.06		
15		2021 0126618	662 14 802	/	/	/	54,910.97/ 286.63	2066/7/19	
16		2021 0126617	662 14 801	/	/	/	54,910.97/ 254.74	2066/7/19	
17		2021 0126621	662 14 905	/	/	/	54,910.97/ 284.58	2066/7/19	
18		2021 0126625	662 14 904	/	/	/	54,910.97/ 288.06	2066/7/19	
19		2021 0126624	662 14 903	/	/	/	54,910.97/ 285.90	2066/7/19	
20		2021 0126623	662 14 902	/	/	/	54,910.97/ 286.63	2066/7/19	
21		2021 0126622	662 14 901	/	/	/	54,910.97/ 254.74	2066/7/19	

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				m ²			
1			11	3,085.00	2021/11/01 - 2022/10/31		

2			4 2 4 5 25	-	2021/11/01 - 2022/10/31		
3			5 03 04 06 01 02 20	-	2022/03/01 - 2023/02/28		
4			E WORLD 9F E906	222.92	2022/03/01 - 2025/02/28		
5			1 WORLD E 901 902 903 905 906 908 909	1,169.06	2022/03/14 - 2023/02/28		
6			C WORLD 28F 7	2,083.80	2020/12/21 - 2023/12/20		
7			1218	35.00	2021/12/27 - 2022/06/30		
8			2-3	-	2021/12/01 - 2022/05/31		
9			5 G	-	2021/11/12 - 2022/05/11		
10			3 6	95.67			
11			WORLD F 22	-	2021/12/18 - 2022/12/17		
12			1 4403	88.02			
13			2501 B	358.10	2021/12/01 - 2022/11/30		
14			2707 A	156.59	2021/11/16 - 2022/11/15		

15			ORLD E 202	102.00	- 2025/05/13		

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McDermott Will&Emery

Saca Precision Technology S.r.l. and

Donati S.r.l.-

Donati

1	Donati	Immobiliare Donati S.r.l.	Via Liberazione no.8 Nibonno(LC)	2017/12/1- 2023/11/30	13 /	
2	Donati	Immobiliare Donati S.r.l.	Via Pietro Nenni SNC Codogno(LO)	2018/9/1- 2024/8/31	2.2 /	

STK

GCA LAW PARTNERS LLP

Report and Opinion

STK

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1	STK	Prologis USLV SubREIT 3, LLC	141,616	4260 N Harbor Blvd, Fullerton, California 92835, United States		2020/8/10- 2025/10/31

2	STK	CP6CPC, LLC	767	20410 Town Center Lane, Cupertino, California 95014, United States		2022/6/27- 2023/6/27
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GCA LAW PARTNERS LLP

Report and Opinion

ZBT

ZBT

A Rellingen Halstenbeker Weg 98c, 25462

Rellingen 1,026 2016 08

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2016 10 31 1

2016 9 15 2019 9 30

2018 12 4 2 7 2019 1

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2019 6 28 3 2 2021 9

30 Halstenbeker Weg 98b

777.71 2019 11 16 2021 9 30

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B Halstenbek , Gewerbering 10-14, 25469 Hastenbek

2,726 2021 6 22 2022 6 30

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2021 7 22 1 Gewerbering 10-14,

25469 Hastenbek, 2,052 2021 07 21

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SVJ

SVJ

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	2021 6 1 2024 5 31
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	2019 4 1 2021 3 31
	2023 3 31 2022 8 31
	1,310,000
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	2022 8 1 2025 7 31

	702,460
	127.72

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Sunvalley E-commerce (HK) Limited

				2021	0391
7251					
2021				8	6
Sunvalley E-commerce (HK) Limited					
				2021	8 6
				15,081,292	4.27%
2,059,612				0.58%	3,983,928
				1.13%	1,494,780
0.42%				1,494,780	0.42%
				1,494,780	0.42%
1,494,780				0.42%	
				182,031,194.44	
24,859,516.84				48,086,010.96	18,041,994.6
18,041,994.6				18,041,994.6	18,041,994.6 4
LPR	2021 4 23				
2021	8	6	8,254,103.38		
				1,127,240.98	2,180,433.45
				818,103.78	818,103.78
				818,103.78	818,103.78

2021 9 10

2 Sunvalley E-commerce HK Limited 2021

2 Sunvalley E-commerce HK Limited 2021

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2020 11 20

Sunvalley E-commerce HK Limited

Sunvalley E-

commerce HK Limited 5 311 90

commerce HK Limited 5 311 90

2018 12

2020 11 20 19 202 518 5

2020 11 20 19 202 518 5

Sunvalley E-commerce HK Limited

2021 4 24

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2019	6	23	1 503 57
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2019	6	23	1 503 57
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2,655.95	2010	10
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1 062 38 2020 5 11

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2022	6	16	
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0306	54		
2021	10	18	
			2,126,316.33
		12,608.21	2,138,924.54
2022	2	18	
4			
2021	0309	19112	
2021	11	19	
			4,099,139.11
		819,827.82	
3,778,638.96			
4,586,805.87			
1440	/		
		40,000.00	13,324,411.76
2022	6	21	
5	TCL		SKL
2021		5702	

2021	11	5	TCL	
			SKL	TCL
			639,749	
			6,360,366.40	
			432,138.59	
			4,157,125.50	
			1,115,611.97	
2022	1	26		
2021	12	29		TCL
				9,114,254
				9,114,254
			634,997.15	
2022	3	22		
				2022 6 10
2022	5	6		
			9,114,254	
			634,997.15	
2022	5	16		

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2022 0309 1630

2022 1 20

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51,764,730.38

396,184.96

50,000

52,210,915.34

2022 3 22

2022 3 24

3,307,062

9,453,321.20

2022 4 7

7,249,993.43

5,075,658.14

35,295,987.31

4,116,986. 04

396,184.96

50,000

26,105.46

8 **2022**
0309 **1986**
2022 1 17

1,378,097.90
275,619.58
140,625

1,794,342.48
2022 6 9

9 **SKL**
2022 **0391** **4209**
2022 3 10

SKL

5,646,147.74 4,546,426.67 170,499.39
1,099,721.07) SKL
170,499.39 8,009.64
4,423,862.33
2,756,146.10

SKL

12,940,843.94

10						2022	0309
3700							
2022	2	23					
				2021	3	5	TT-TF003
						“	”
		2021	5	17			
		“		”			
		134.5					
121.4							26.9
		26.9				53.8	
				24.28			24.28
		48.56					
				2022	7	1	
11							
2022			2821	-4			
2022	4	22					
						8,650,758.66	
				10,028,318.79			
		18,679,077.45				2	
							7,011,903

28,179,423.79

390,000

2022 6 7

5	18	304,597.62	8,217,508.74
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 2022 5 20

2022 Å

1,037,283.44

LPR 50%

50,000

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2022

0391 4903
2022 5 31

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4,749,700 1.35%

1,063,596

0.30%

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3,302,946.585

739,625.824

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6,722					
2022	7	6			
17					
2022	0309	8813			
2022	4	6			
	1,180,995.8		500,000.00		
	1,471,521.86			40	
/					
15,000.00			17,023.2		
493,956.52			1,376,040.01	%	
			80 /		
2022	7	20		2022	
8	22				

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Sunvalley E-commerce HK Limited			
2022	0391	456	
2022	1	7	
Sunvalley E-commerce HK Limited			
550,000			
340,177.44			
	198,347.30		
		1,840,391.98	
1,840,391.98			
4,085,945		4,085,945	
			28,313.55
		48,595,568.54	
2022	5	10	

2022 3 22

Sunvalley E-commerce(HK) Limited

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2022 4 11

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48,000,000

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1,096,455,600

1,530,000,000

433,544,400

1,043,336,600 ”

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2022 0391 3239

3	SKL	Tellephony Delivery Co. W.L.L				2021
003908						
2021	4	22	SKL			
Tellephony Delivery Co. W.L.L						
SKL	249,509.19		Tellephony Delivery Co. W.L.L			SKL
	2019	12	28	249,509.19		
2021	4	20	119,514.9	Tellephony Delivery Co. W.L.L SKL		
SKL			460	Tellephony Delivery Co. W.L.L		
SKL	SKL		581.1	Tellephony Delivery Co.		
W.L.L	SKL		10,770	Tellephony Delivery Co. W.L.L		
SKL			200	Tellephony Delivery Co. W.L.L		
2022	1	13				
Tellephony Delivery Co. W.L.L			SKL	249,509.19		Tellephony
Delivery Co. W.L.L			SKL	2019	12	28
			0.05%	2019	12	28
4	20	59,757.45	Tellephony Delivery Co. W.L.L			
			Tellephony Delivery Co. W.L.L		SKL	SKL
			460	581.10	Tellephony Delivery Co. W.L.L SKL	
			10,770	200		
104,304	Tellephony Delivery Co. W.L.L					
Tellephony Delivery Co. W.L.L				SKL	Tellephony	
Delivery Co. W.L.L						
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GCA LAW PARTNERS LLP

Report and Opinion

Council for Education and Research on Toxic

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8302420000, 13% 303,609.20

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1 STK

AKIN GUMP STRAUSS HAUER & FELD LLP

Tax Memo STK

2019 7 3 STK 14

STK

STK

RAVPower

STK 340,177.44

2019 9 18 STK Akin Gump

2021 1 STK 340,177.44

2021 9 8 STK 19 1592

STK 1,840,391.98 340,177.44

STK Akin Gump STK

340,177.44 2021 9

27 STK 340,177.44

2021 12 7 STK Akin Gump 2021

9 8

STK

Tax Memo

19 1592

Bayes PLLC

2 ZBT

2021 3 17 5 7

ZBT

2011 2015

196,384.80	65.065	1,962.50	2021	5
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14	ZBT	198,347.30
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3 SVJ

2021 SVJ

10,871,571

4 SKL

2020 11 30 PUBLIC FINANCES DIRECTORATE GENERAL

Sunvalley(HK) Limited

2015	1	2019	8	VAT	495.0891
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2020 12 31

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10,593,665

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2018 11

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2018 11 1.4 2.3

2015 1.3 4.2.9

”

2

1 2021 4 23 www.cninfo.com.cn

2020 2021-068 , 2021 5 20

2020

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100 2020 3 2 2020 7 6 2020

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2021 81

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2010 12

2017 2019

10,590 7

2020 600

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2019 12 13 2020 2 25

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2021 3

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2022 240

“ 2021 10 11
2017 2019
“ ”
10,590 7
2018 11 1.4
2015 2.1.4 7.1.5
2018 11
1.4 2.11 3.1.7
2015 4.2.1 4.2.3 4.2.8 4.2.9
2018 11
1.4 2.11 3.1.5 3.1.7
2015 4.2.1 4.2.3 4.2.8 4.2.9
2018 11 1.4
3.1.5
2018 11 16.2 16.3

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2022 5 5

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2022 49

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2021 4 27 ,

Sunvalley E-

commerce HK Limited

5,311

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COLLECTIONS CORP

COLLECTIONS

COLLECTIONS

COLLECTIONS

COLLECTIONS

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SunvalleyE-commerce HK Limited

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2020 9

COLLECTIONS CORP

COLLECTIONS CORP

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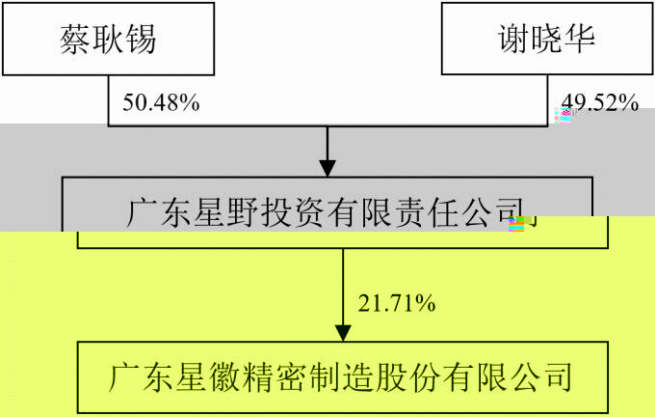
“ ”

2018 “ +

”

1

100%



$$= \frac{20}{20} \times \frac{80\%}{1} \times \frac{4.89}{20}$$

$$P1=P0-D$$

$$P1=P0/ 1+N$$

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

$$P0 \qquad \qquad \qquad D \qquad \qquad \qquad N$$

P1

50,000

1

102,249,488

30%

$$N1=N0 \times (1 - N2 - K)$$

N0

N1

N2

K

30%

18

30%

36

102,249,488

102,249,488

2022 6 17

2022

7 15

2022

1

2

2022 6 17

A

1.00

50,000

4.89 /

1

102,249,488

50,000.00

4.89 /

$$= \frac{20 \times 80\%}{20} = 80\%$$

$$P_1 = P_0 - D$$

$$P_1 = P_0 / (1 + N)$$

$$P_1 = (P_0 - D) / (1 + N)$$

P_0 D N
 P_1

$$18 \times 30\% = 5.4$$

$$36 - 5.4 = 30.6$$

1

2

		2016	2021
		1,982	4,189
16.15%	IT		

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2018 +

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50,000.00

	50,000.00
	50,000.00

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%

2018

%

Д

Д

Д

2022

2019	2020	2021	349,133.66
552,296.15		365,975.22	
43.98%	36.92%	22.53%	14,915.92
22,733.32	-152,350.69		2021
		2019 -2021	
	30%		
2021			
		2021	
2021			
		300209	
“	”		

eBay

2018

“ ”

46.84% 50.56% 81.77%

2021

2018

2020

8

2020

2018 10.11 2021 “

”

2021 6.80

4.16

2021 1

2021 2015

1 2019 8 VAT

2021 12 20 2021-

2023 15%

2019	2020	2021
	79.26%	92.04% 83.68%

2018	“	+	”
2021	“		”

2020 8

2018

60.62%	2.28%	27.27%
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2020

80,127,735

第六节 与本次发行相关的声明

一、发行人及全体董事、监事、高级管理人员声明

本公司及全体董事、监事、高级管理人员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

二、发行人控股股东、实际控制人声明

本公司或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。

实际控制人：

蔡耿锡



谢晓华



控股股东：

广东星野投资有限责任公司

法定代表人：

蔡耿锡



广东星野投资有限责任公司



三、保荐机构（主承销商）声明

本公司已对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。

保荐机构（主承销商）董事长及总经理声明

本人已认真阅读广东星徽精密制造股份有限公司 2022 年年度报告全文，并在此基础上对披露内容进行了核查，没有发现任何虚假记载、误导性陈述或者重大遗漏，对本次披露内容不存在异议。


潘海标

保荐机构董事长：


陈照星



2022
书),
报告
大华
[202
注册
的上
证报
上述
律责

会计

签字

2022]005617 号
份有限公司
称募集说明
303 号审计
配鉴证报告、
及大华核字
本所及签字
明书中引用
常性损益鉴
书不因引用
担相应的法


亮
(普通合伙)

[2013]110

[2014]17

6	2021		-
152,362.99	-157,976.48	2021	
			2022
		2021	
7		2022	
	2022		2022
	2021	12	31

	2021 /2021.12.31	2022 /2022.12.31	
	353,122,175	353,122,175	455,371,663
	46,383.93	-6,352.60	43,647.40
	-152,362.99	-52,736.53	-52,736.53
	-157,976.48	-58,350.02	-58,350.02
	-4.31	-1.49	
/	-4.47	-1.65	
/	-4.31	-1.49	
/	-4.47	-1.65	
	-124.92%	-263.48%	

	-129.52%	-291.52%	
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2010

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2022-2024

2022

2022

在为履行本人职责之必须的范围内发生，并严格接受公司的监督管理；

(3) 本人承诺不动用公司资产从事与其履行职责无关的投资、消费活动；

(4) 本人承诺支持由董事会

