

齐峰新材料股份有限公司

(山东省淄博市临淄区朱台镇朱台路 22 号)



齐峰新材  
Qifeng New Material

2023 年度向特定对象发行 A 股股票

募集说明书

(申报稿)

保荐机构(主承销商)



海通证券股份有限公司  
HAITONG SECURITIES CO., LTD.

(上海市广东路 689 号)

二〇二四年一月







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| 281,090.91 | 370,195.65 | 311,864.09 |           |        |
|            |            | 15,991.66  | 16,523.93 | 847.58 |

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|      |   |    | 2022 | 12   | 31 | 494,685,819   |   |    |
| 10   |   |    | 1.00 |      |    | 49,468,581.90 |   |    |
|      |   |    |      |      |    | 2023          | 6 | 19 |
|      |   |    |      |      |    | 4.40          | / |    |
| 4    |   |    |      |      |    |               |   |    |
|      |   |    | 30%  |      |    |               |   |    |
| 5    |   |    |      |      |    |               |   | 36 |
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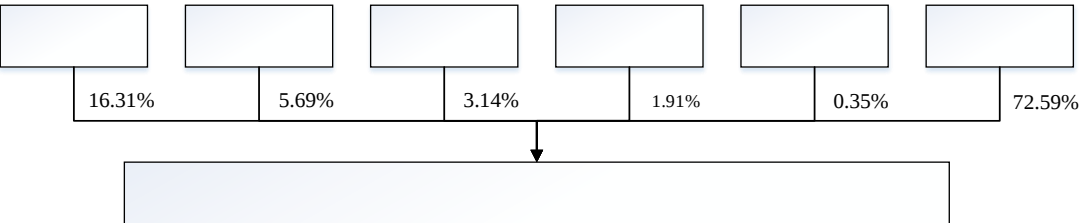
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| 1  |  |  | 80,695,965 | 16.31% |
| 2  |  |  | 28,145,855 | 5.69%  |
| 3  |  |  | 15,530,995 | 3.14%  |
| 4  |  |  | 9,472,899  | 1.91%  |
| 5  |  |  | 6,333,200  | 1.28%  |
| 6  |  |  | 5,100,000  | 1.03%  |
| 7  |  |  | 4,952,000  | 1.00%  |
| 8  |  |  | 3,241,670  | 0.66%  |
| 9  |  |  | 3,132,800  | 0.63%  |
| 10 |  |  | 3,043,230  | 0.62%  |

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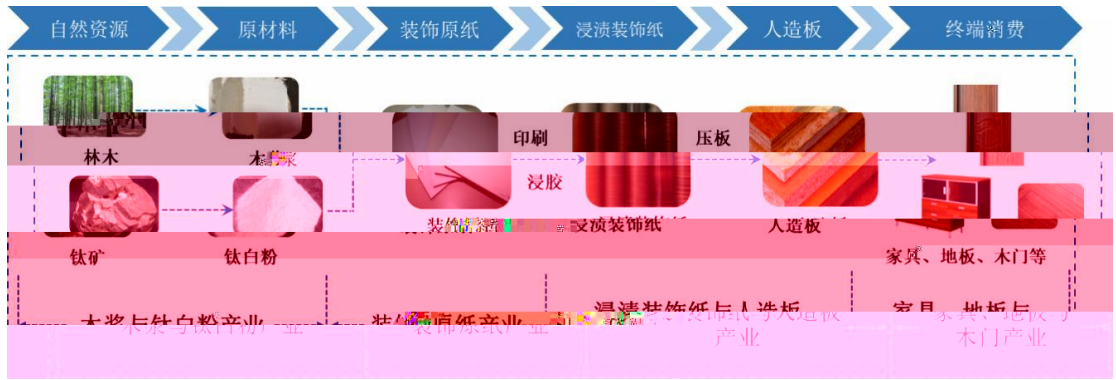
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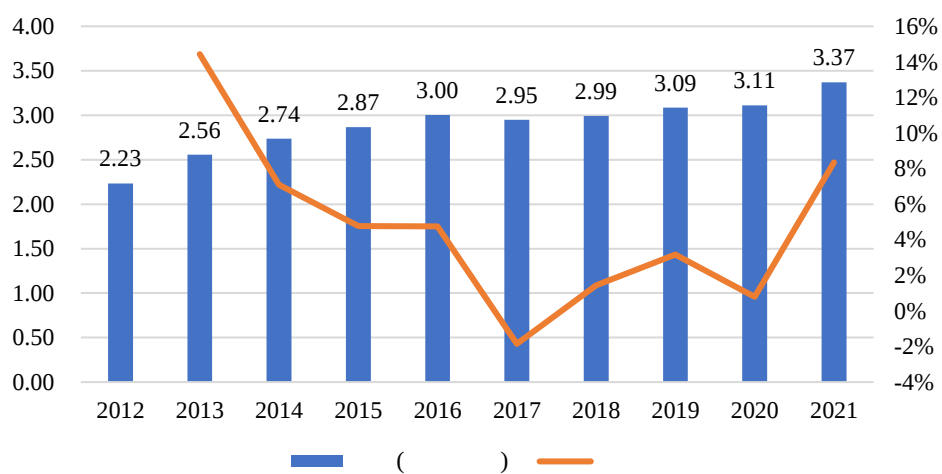
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2012-2021年我国人造板产量及增速情况



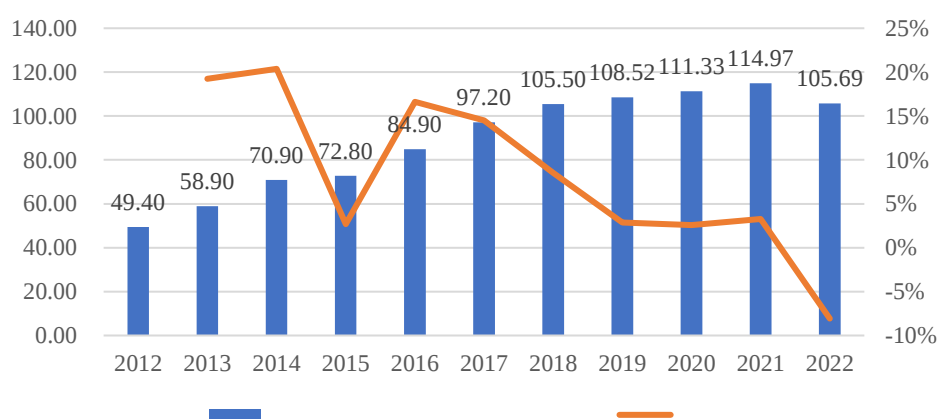
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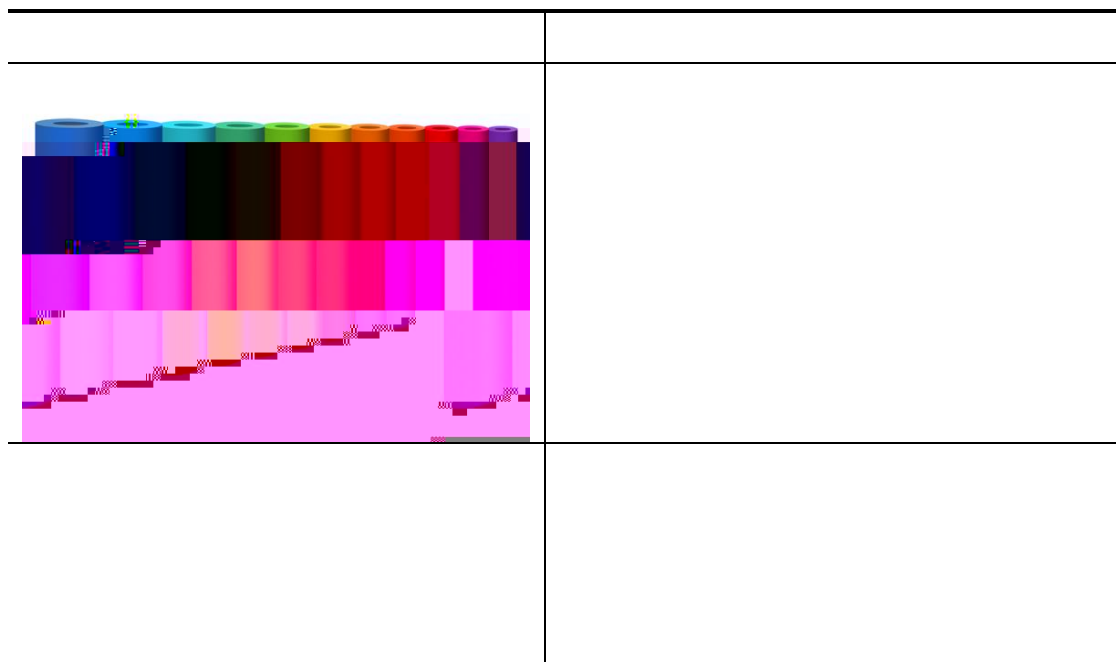
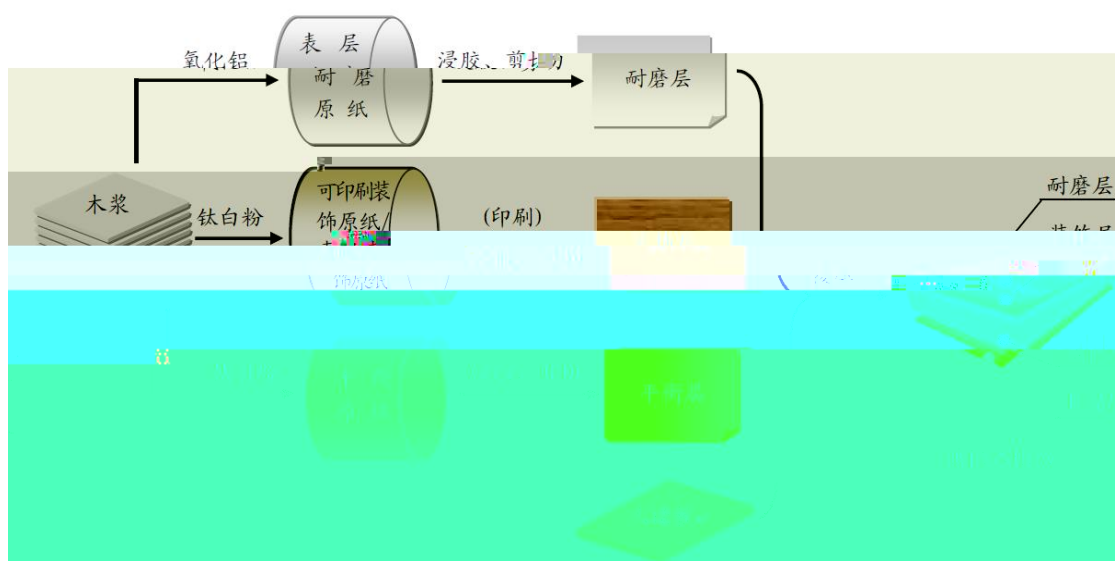
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|  | 15#       | 2022 | 5 | 2023 | 3 |

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|       | 15#   | 15#   | 15#  | 2023 | 3     |
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|       | 4,167 | /     | 2023 | 3-6  | 1,671 |
| 2,344 | 2,729 | 2,185 | 2023 | 7    | 3,962 |
|       | 25#   | 26#   |      |      |       |
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| 1 |  | 07-1025522 | 22 | 4,575.52       |  |
| 2 |  | 07-1015976 | 22 | 1,265.28       |  |
| 3 |  | 07-1015977 | 22 | 493.16         |  |

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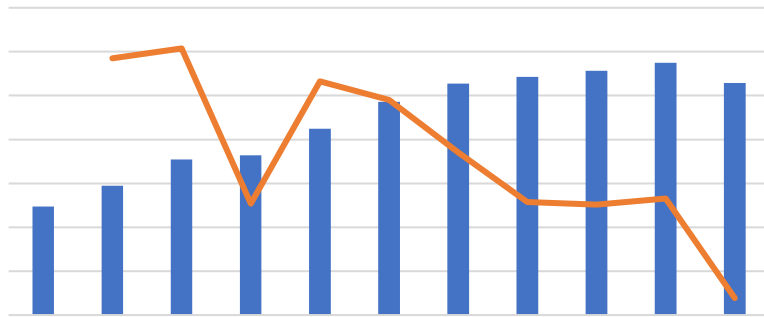
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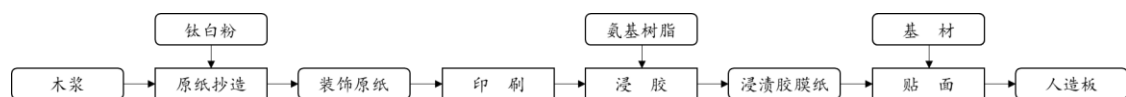
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|        | 76.59 | 2011  | 9    | 1  |    | 102.39 | 2021   | 7 | 12           |
| 25.20% |       | 51.68 | 2015 | 12 | 29 |        | 48.20% |   | <sup>1</sup> |

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|   | 2023 1-6   | 2022       | 2021       | 2020       |
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|   | 148,560.92 | 271,381.61 | 338,957.42 | 268,338.04 |
|   | 14.95      | 26.74      | 34.50      | 32.09      |
| / | 9,939.43   | 10,148.90  | 9,824.85   | 8,362.05   |
|   | 13,103.48  | 23,348.11  | 32,623.69  | 25,213.49  |
|   | 1.22       | 2.16       | 2.97       | 2.60       |
| / | 10,711.81  | 10,830.84  | 10,982.94  | 9,689.68   |

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|  | 23,348.11 | 32,623.69 | 25,213.49 |
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| 4  |  | 2  | 110.00    | 220.00    |
| 5  |  | 2  | 40.00     | 80.00     |
| 6  |  | 2  | 5.00      | 10.00     |
| 7  |  | 4  | 6.00      | 24.00     |
| 8  |  | 1  | 105.00    | 105.00    |
| 9  |  | 1  | 60.00     | 60.00     |
| 10 |  | 1  | 13.00     | 13.00     |
| 11 |  | 1  | 75.00     | 75.00     |
| 12 |  | 2  | 20.00     | 40.00     |
| 13 |  | 2  | 5.00      | 10.00     |
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| 15 |  | 1  | 20.00     | 20.00     |
| 16 |  | 1  | 8.00      | 8.00      |
| 17 |  | 1  | 95.00     | 95.00     |
| 18 |  | 1  | 960.00    | 960.00    |
| 19 |  | 1  | 320.00    | 320.00    |
| 20 |  | 1  | 195.00    | 195.00    |
| 21 |  | 1  | 420.00    | 420.00    |
| 22 |  | 1  | 680.00    | 680.00    |
| 23 |  | 1  | 96.00     | 96.00     |
| 24 |  | 1  | 175.00    | 175.00    |
| 25 |  | 1  | 90.00     | 90.00     |
| 26 |  | 1  | 950.00    | 950.00    |
| 27 |  | 1  | 120.00    | 120.00    |
| 28 |  | 1  | 13,556.50 | 13,556.50 |
| 29 |  | 1  | 8,205.00  | 8,205.00  |
| 30 |  | 1  | 1,631.00  | 1,631.00  |
| 31 |  | 1  | 650.00    | 650.00    |
| 32 |  | 1  | 86.00     | 86.00     |
| 33 |  | 1  | 50.00     | 50.00     |
| 34 |  | 3  | 55.00     | 165.00    |
| 35 |  | 2  | 225.00    | 450.00    |
| 36 |  | 2  | 225.00    | 450.00    |
| 37 |  | 22 | 4.00      | 88.00     |
| 38 |  | 1  | 780.00    | 780.00    |

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| 39 |     | 1         | 450.00   | 450.00           |
| 40 |     | 1         | 120.00   | 120.00           |
| 41 |     | 1         | 780.00   | 780.00           |
| 42 |     | 1         | 330.00   | 330.00           |
| 43 |     | 1         | 368.00   | 368.00           |
| 44 |     | 1         | 288.00   | 288.00           |
| 45 |     | 1         | 525.00   | 525.00           |
| 46 |     | 3         | 65.00    | 195.00           |
| 47 | DCS | 1         | 406.00   | 406.00           |
| 48 | QCS | 1         | 195.00   | 195.00           |
| 49 |     | 1         | 650.00   | 650.00           |
| 50 |     | 1         | 120.00   | 120.00           |
| 51 |     | 1         | 131.00   | 131.00           |
|    |     | <b>89</b> | -        | <b>35,696.50</b> |
|    |     | -         | -        | -                |
| 1  |     | 1         | 3,291.00 | 3,291.00         |
| 2  |     | 1         | 302.00   | 302.00           |
| 3  |     | 1         | 250.00   | 250.00           |
| 4  |     | 1         | 365.00   | 365.00           |
| 5  |     | 1         | 180.00   | 180.00           |
|    |     | <b>5</b>  | -        | <b>4,388.00</b>  |
|    |     | <b>94</b> | -        | <b>40,084.50</b> |

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|   | 1      80% | 2~14      |
|---|------------|-----------|
|   | 64,000.00  | 80,000.00 |
| / | 10,000.00  | 10,000.00 |
|   | 64,000.00  | 80,000.00 |

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|  |          |            |             |
|--|----------|------------|-------------|
|  | <b>1</b> | <b>80%</b> | <b>2~14</b> |
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|  |          |            |             |
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|  |            |            |             |
|--|------------|------------|-------------|
|  | <b>1</b>   |            |             |
|  | <b>80%</b> | <b>2~5</b> | <b>6~14</b> |
|  |            |            |             |
|  |            |            |             |
|  |            |            |             |

3

|  |            |          |          |          |          |             |
|--|------------|----------|----------|----------|----------|-------------|
|  | <b>1</b>   |          |          |          |          |             |
|  | <b>80%</b> | <b>2</b> | <b>3</b> | <b>4</b> | <b>5</b> | <b>6~14</b> |
|  |            |          |          |          |          |             |
|  |            |          |          |          |          |             |
|  |            |          |          |          |          |             |
|  |            |          |          |          |          |             |
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|---|--|--|------------|------|------|--|
|   |  |  | 2022       | 2021 | 2020 |  |
|   |  |  | 271,381.61 |      |      |  |
| / |  |  |            |      |      |  |

5

|  |  | 2022   | 2021 | 2020 |
|--|--|--------|------|------|
|  |  | 5.00   |      |      |
|  |  | 4.96   |      |      |
|  |  | 11.14% |      |      |
|  |  | 1.76   |      |      |
|  |  | 1.67   |      |      |
|  |  | 11.63% |      |      |

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5

|  | 2022   | 2021 | 2020 |
|--|--------|------|------|
|  | 20.35% |      |      |
|  |        |      |      |
|  |        |      |      |

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4,284.04

2020-2022

2020-2022

| 2020-2022 |          |          |     |          |
|-----------|----------|----------|-----|----------|
|           | T+3      | T+4~T+7  | T+8 | T+9~T+16 |
| a         | 4,284.04 | 4,284.04 |     |          |

|       |           |           |           |           |
|-------|-----------|-----------|-----------|-----------|
|       |           |           |           |           |
| b     |           |           |           |           |
| c     | 64,000.00 | 80,000.00 | 80,000.00 | 80,000.00 |
| d=b+c |           |           |           |           |
| a/d   |           |           |           |           |
| .     |           |           |           |           |
| e     |           |           |           |           |
| f     |           |           |           |           |
| g=e+f |           |           |           |           |
| a/g   |           |           |           |           |

2020-2022

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|-----------|-----------|-----------|----------|-------------|
| 72,418.02 | 66,672.49 | 69,101.98 |          |             |
|           | 21.64%    | 18.91%    | 23.08%   |             |
|           |           |           | 2,233.07 | 2,167.89    |
| 3,927.83  |           |           |          | 2.79% 2.92% |
| 5.03%     |           |           |          |             |

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|           |           |           |          |            |
|-----------|-----------|-----------|----------|------------|
| 33,652.73 | 50,530.82 | 68,481.69 |          |            |
|           | 10.06%    | 14.33%    | 22.88%   |            |
|           |           |           | 8,475.13 | / 9,997.09 |
| /         | 10,417.51 | /         |          |            |

|            |            |            |           |        |
|------------|------------|------------|-----------|--------|
| 281,090.91 | 370,195.65 | 311,864.09 |           |        |
|            |            | 15,991.66  | 16,523.93 | 847.58 |

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14.39% 10.87% 7.85%

74.89% 86.09% 68.20%

2023

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|----|------|-------|------|----|--------|------|---|
|    | 2011 | 9     | 1    |    | 102.39 | 2021 | 7 |
| 12 |      | 51.68 | 2015 | 12 | 29     |      |   |

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## 二、发行人控股股东、实际控制人声明

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。

控股股东、实际控制人：



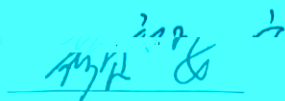
李学峰



### 三、保荐人（主承销商）声明（一）

本公司已对募集说明书进行了核查，确认本募集说明书不存在虚假记载、误导性陈述或重大遗漏，并承担相应的法律责任。

项目协办人签名：



颜 安

保荐代表人签名：



刘 昊



王 娜

法定代表人签名：



保荐人（主承销商）

### 三、保荐人（主承销商）声明（二）



#### 四、发行人律师声明

本所及经办律师已阅读募集说明书，确认募集说明书内容与本所出具的法律意见书不存在矛盾。本所及经办律师对发行人在募集说明书中引用的法律意见书内容无异议，确认募集说明书不致因引用法律意见书内容而出现虚假记载、误导性陈述或重大遗漏。

本所及经办律师同意将法律意见书作为募集说明书的必备文件，随募集说明书一并提交中国证监会和上海证券交易所，并上网披露。

本所及经办律师声明：本所及经办律师为发行人本次发行提供法律服务，除为本次发行提供法律服务外，不存在其他任何影响公正性的利益冲突情形。





## 关于签字注册会计师离职的说明

本所作作为齐峰新材料股份有限公司 2020 年度的审计机构，出具了审计报告（大信审字[2021]第 3-00158 号），签字注册会计师为沈文圣和王庆宾。

王庆宾已从本所离职，故无法在《齐峰新材料股份有限公司 2023 年度向特定对象发行 A 股股票募集说明书》之“第七节 与本次发行相关的声明”之“五、会计师事务所声明（一）”中签字。

特此说明。

会计师事务所负责人：

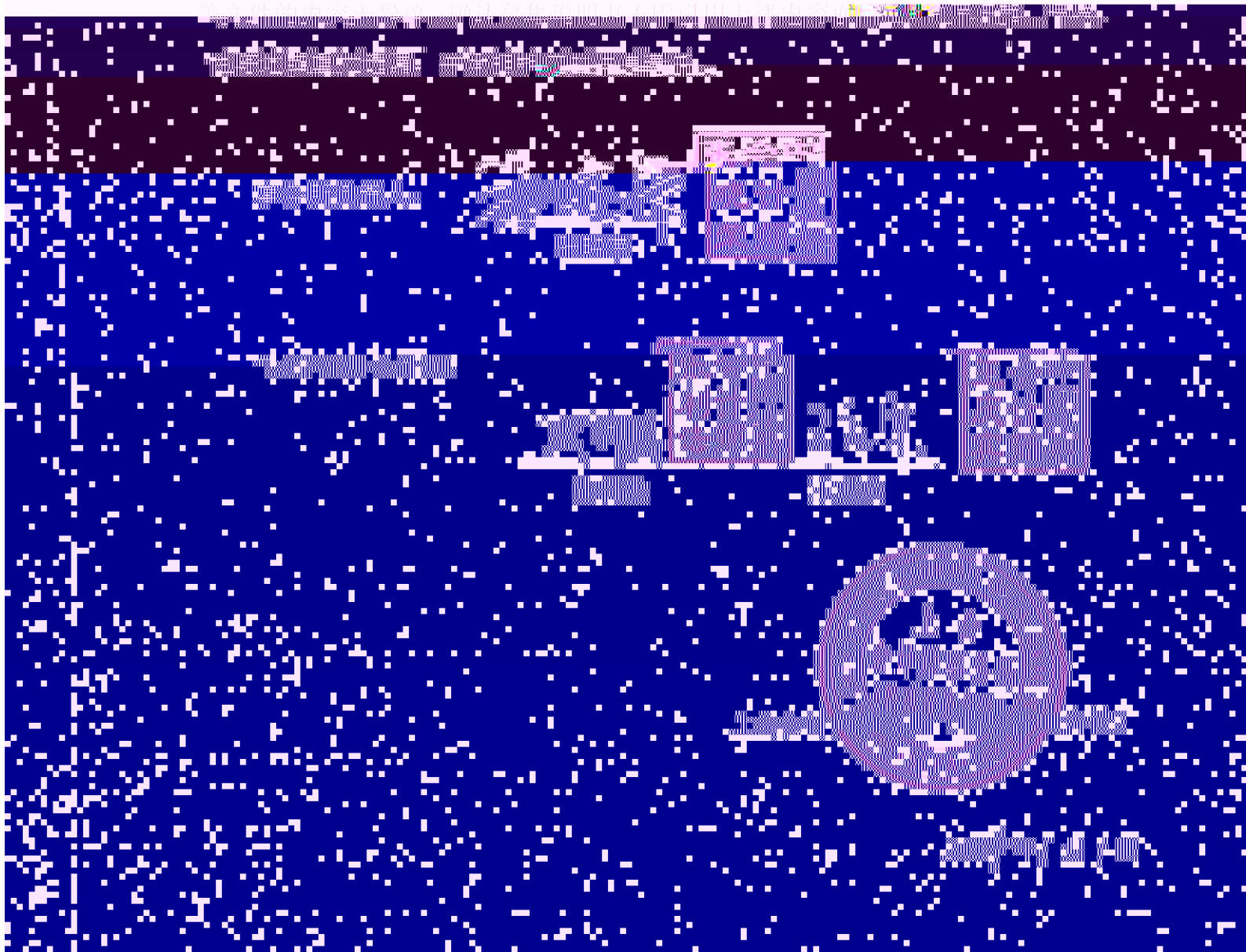
  
谢泽敏



2024 年 1 月 1 日

## 五、会计师事务所声明（二）

本所及签字注册会计师已阅读募集说明书，确认募集说明书内容与本所出具的审计报告（上会师报字(2022)第 4052 号、上会师报字(2023)第 3035 号）等文件不存在矛盾。本所及签字注册会计师对发行人在募集说明书中引用的审计报告



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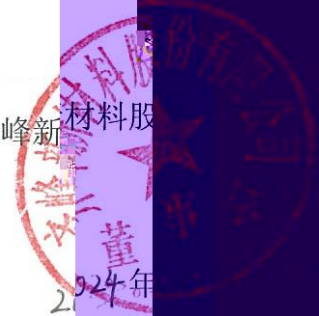
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齐峰新材料股份有限公司



2024年