600282 2022-071

# 南京钢铁股份有限公司

# 关于拟收购柏中环境科技（上海）股份有限公司暨关联交易的公告

2022 7 29

2022

6.3.3

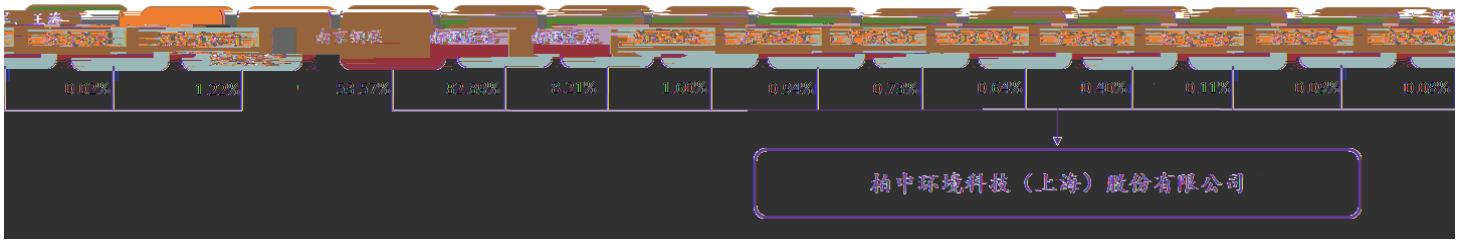
9132010068673726 85

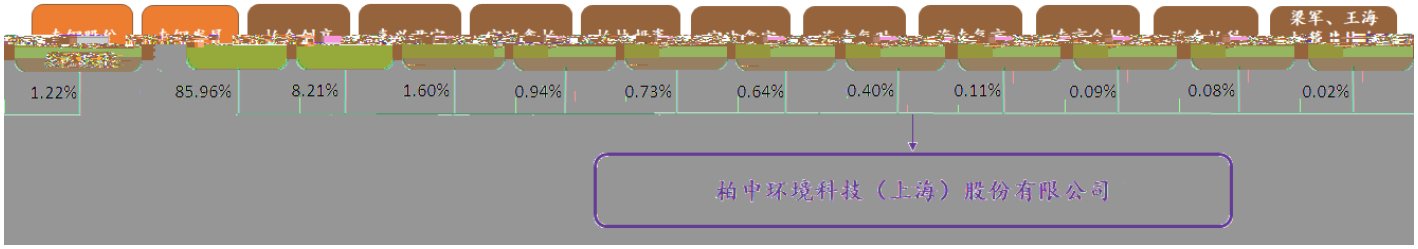
| | | |
|---|---|---|
| | | |
| | | |
| | | |
| | | |
| | | |

-

| | | | |
|---|---|---|---|
| | | 199,497,394 | 53.5674 |
| | | 120,632,546 | 32.3912 |
| | | 30,567,454 | 8.2077 |
| | | 5,964,051 | 1.6014 |
| | | 3,514,938 | 0.9438 |
| | | 2,719,111 | 0.7301 |
| | | 2,380,397 | 0.6392 |
| | | 1,493,334 | 0.4010 |
| | | 1,000,000 | 0.2685 |
| | LIANG JUN | 900,000 | 0.2417 |
| | | 588,043 | 0.1579 |
| | | 543,000 | 0.1458 |
| | | 453,766 | 0.1218 |
| | | 403,669 | 0.1084 |
| | | 352,826 | 0.0947 |
| | | 326,197 | 0.0876 |
| | | 312,986 | 0.0840 |
| | | 277,069 | 0.0744 |
| | | 119,961 | 0.0322 |

| | | | |
|---|---|---|---|
| | | 117,609 | 0.0316 |
| | | 81,549 | 0.0219 |
| | | 64,685 | 0.0174 |
| | | 35,283 | 0.0095 |
| | | 31,754 | 0.0085 |
| | | 23,522 | 0.0063 |
| | | 17,641 | 0.0047 |
| | | 4,704 | |
| | | **372,423,489** | **100.0000** |

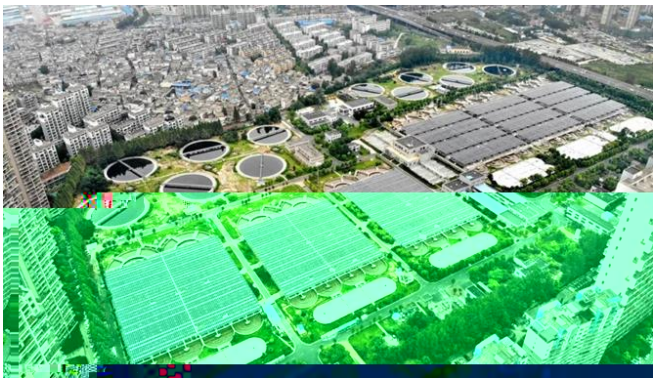


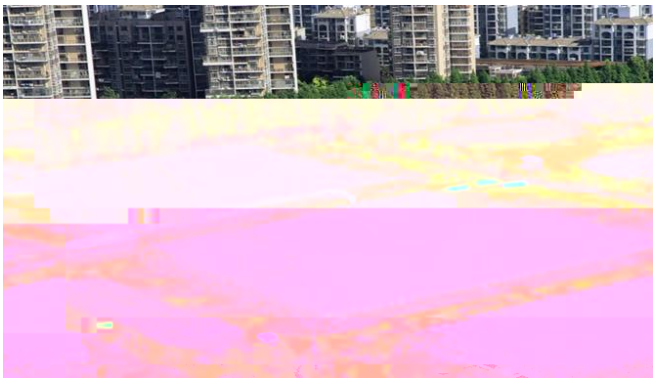




- - - - -

- - - - -

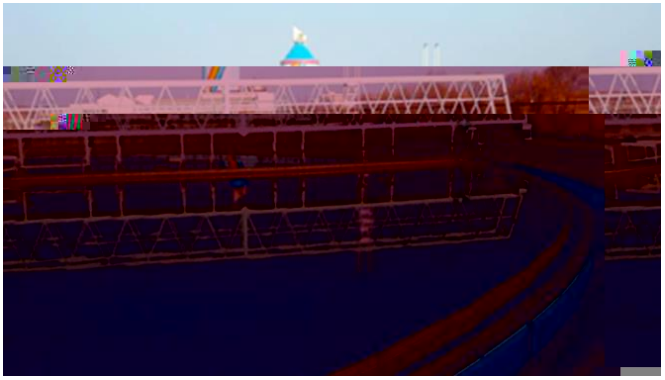
- - - - - -





TOT 30

30 /



BOT 20

50 / 33 /

17 /

BOO

10 / 5 /

3

4

BOO BOT

+

2,175,058,671

1

2 2022 6 30

3

1

312,507.62

503,748.47 191,240.86 61.20%

97,706.61 97,706.61

214,801.01 406,041.86 191,240.86

89.03%

| | | | | % |
|---|---|---|---|---|
| | 85,959.42 | 85,955.81 | -3.61 | -0.00 |
| | 226,548.19 | 417,792.66 | 191,244.47 | 84.42 |
| | 190,287.10 | 381,524.36 | 191,237.26 | 100.50 |
| | 1,156.25 | 1,156.25 | 0.00 | 0.00 |
| | 148.13 | 154.92 | 6.79 | 4.58 |
| | | | | |
| | 148.13 | 154.92 | 6.79 | 4.58 |
| | | | | |
| | | | | |
| | 20.11 | 20.53 | 0.42 | 2.09 |
| | | | | |
| | 1,246.09 | 1,246.09 | 0.00 | 0.00 |
| | 33,690.51 | 33,690.51 | 0.00 | 0.00 |
| | **312,507.62** | **503,748.47** | **191,240.86** | **61.20** |
| | 97,154.62 | 97,154.62 | 0.00 | 0.00 |
| | 551.98 | 551.98 | 0.00 | 0.00 |
| | **97,706.61** | **97,706.61** | **0.00** | **0.00** |
| | **214,801.01** | **406,041.86** | **191,240.86** | **89.03** |

2

425,980.00

214,801.01 211,178.99 98.31%

3

2022 6 30

406,041.86

4

| 序号 | 被投资单位名称 | 投资日期 | 持股比例 | 账面价值 | 评估价值 | 折现率 | 增值率% | 预测净利润（万元） | | | 评估方法 |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | 2022年7月-12月 | 2023年 | 2024年 | |
| 1 | 柏美水务科技（深圳）有限公司 | 2016.11 | 100.00% | 0.00 | 2,094,307.19 | | | | | | 资产基础法 |
| 2 | 舍旦王小郢污水处理有限公司 | 2017.01 | 90.00% | 203,690,138.39 | 422,401,920.00 | 0.0659-0.0677 | 107.37 | 4,213.12 | 9,430.56 | 7,523.13 | 收益法 |
| 3 | 寿昌青山湖污水处理有限公司 | 2018.12 | 100.00% | 407,055,912.97 | 595,696,900.00 | 0.068 | 46.34 | 2,643.16 | 5,030.98 | 5,577.98 | 收益法 |
| 4 | 滁州城东污水处理有限公司 | 2016.11 | 100.00% | 58,004,793.18 | 231,487,900.00 | 0.068 | 299.08 | 779.28 | 1,608.05 | 1,606.82 | 收益法 |
| 5 | 柏林水环境香港有限公司 | 2017.1 | 100.00% | 4,885,800.85 | -10,350,352.12 | | -311.85 | | | | 资产基础法 |
| 6 | 柏中国际控股有限公司 | 2018.01 | 100.00% | 508,000,000.00 | 680,805,951.89 | | 34.02 | | | | 资产基础法 |
| 7 | 柏林水务长春长德水处理有限公司 | 2016.11 | 100.00% | 34,482,876.22 | 105,121,700.00 | 0.0678-0.0707 | 204.85 | 338.58 | 765.02 | 709.30 | 收益法 |
| 8 | 柏林水务长春高新污水处理有限公司 | 2016.11 | 100.00% | 59,998,911.24 | 233,884,300.00 | 0.0675-0.0683 | 289.81 | 931.36 | 2,064.88 | 1,815.52 | 收益法 |
| 9 | 盘锦双泰污水处理有限公司 | 2016.12 | 100.00% | 97,916,225.19 | 194,195,400.00 | 0.069 | 120.99 | 929.99 | 1,467.36 | 1,332.07 | 收益法 |
| 10 | 南充柏华污水处理有限公司 | 2017.07 | 70.00% | 62,636,068.15 | 463,911,040.00 | 0.069 | 640.49 | 2,432.95 | 4,909.02 | 4,994.07 | 收益法 |
| 11 | 榆林柏美水务有限公司 | 2017.09 | 100.00% | 29,996,911.07 | 67,494,300.00 | 0.064-0.069 | 125 | 219.99 | 442.49 | 464.95 | 收益法 |
| 12 | 大连西中岛水务有限公司 | 2014.04 | 20.00% | 220,709.98 | 220,711.62 | | 0 | | | | 资产基础法 |
| 13 | 江苏金珂水务有限公司 | 2019.12 | 100.00% | 145,794,009.90 | 392,110,000.00 | 0.069 | 169.97 | 1,209.45 | 2,997.23 | 3,020.63 | 收益法 |
| 14 | 宁波杭州湾新区水艺污水处理有限公司 | 2019.12 | 25.00% | 27,283,507.22 | 27,063,099.39 | | -0.81 | | | | 资产基础法 |
| 15 | 常德市天柏环境科技有限公司 | 2020.05 | 45.00% | -3,508,913.47 | -3,508,913.47 | | 0 | | | | 资产基础法 |
| 16 | 柏中工业服务（南京）有限公司 | 2020.03 | 100.00% | 30,000,000.00 | 31,540,870.67 | | 5.14 | | | | 资产基础法 |
| 17 | 柏中（汪丘）污水处理有限公司 | 2020.04 | 90.00% | 61,641,000.00 | 61,679,269.83 | | 0.06 | | | | 资产基础法 |
| 18 | 郓城县天源污水处理有限公司 | 2020.11 | 100.00% | 23,232,282.65 | 51,778,000.00 | 0.068 | 122.87 | 139.49 | 528.68 | 267.25 | 收益法 |
| 19 | 山东世安环保工程有限公司 | 2020.11 | 100.00% | 40,860,369.02 | 151,084,100.00 | 0.068-0.075 | 269.76 | 523.71 | 1,000.20 | 1,217.69 | 收益法 |
| 21 | 南京柏智城市环境工程有限公司 | 2022.06 | 100.00% | 84,192,745.00 | 62,090,735.74 | | -26.25 | | | | 资产基础法 |
| 22 | 江苏柏环环境科技有限公司 | 2021.1 | 80.00% | 20,000,000.00 | 19,521,218.38 | | -2.39 | | | | 资产基础法 |
| 23 | 海南洋浦柏洋工业环保有限公司 | 2021.1 | 40.00% | 3,165,639.63 | 3,166,571.46 | | 0.03 | | | | 资产基础法 |
| 24 | 榆林柏神联国环保再生有限公司 | 2022.02 | 100.00% | 10,000,000.00 | 10,000,095.55 | | 0 | | | | 资产基础法 |
| 25 | 北京柏科环境有限公司 | 2021.12 | 100.00% | 1,000,000.00 | -2,840,077.80 | | -384.01 | | | | 资产基础法 |
| 26 | 柏中（宁波）污水处理有限公司 | 2022.01 | 100.00% | 200,000.00 | 17,686,700.00 | 0.068-0.069 | 8743.35 | 169.52 | 938.64 | 933.25 | 收益法 |
| 合计 | | | | 1,907,756,813.02 | 3,815,243,565.27 | | 99.99 | | | | |
| 减：减值准备 | | | | 4,885,800.85 | 0 | | -100 | | | | |
| 净额 [redacted] | | | | [illegible] | [illegible] | | [illegible] | | | | |

5

1

2

2022 5

19

3

BOT BOT

406,041.86 10,568.08

2.60%

2022 6 30

406,041.86

425,980.00

199,497,394

1,150,632,076 2,175,058,671

89.03%

1.71 2022 3

0.63%

-

2,175,058,671

1 2018 12

40.60%

350,697,394

94.1663%

ESG

2

95%

3 2021 11 2021 12

4

5

6

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| | | | | | | | |
| | | | 2012.9.28 | 2012.9.28-2022.9.27 | 100% | | 5,000.00 |
| | | | 2015.3.26 | 2015.3.26-2025.3.26 | 70% | | 24,600.00 |
| | | | 2015.9.6 | 2015.11.2-2025.11.2 | 100% | | 4,000.00 |
| | | | 2017.5.16 | 2017.5.16-2026.5.15 | 100% | | 3,850.00 |
| | | | 2018.12.10 | 2018.12.10-2026.12.6 | 100% | | 2,700.00 |
| | | | 2019.6.20 | 2019.6.20-2025.6.25 | 100% | | 4,700.00 |
| | | | 2021.3.30 | 2021.3.30-2026.3.28 | 100% | | 24,000.00 |
| | | | 2021.4.13 | 2021.4.13-2035.3.12 | 90% | | 16,065.00 |
| | | | | | | | **84,915.00** |
| | | | | | | | |
| | | | 2020.5.28 | 2020.5.28-2040.5.25 | 25% | | 7,000.00 |
| | | | 2022.7.25 | 2022.7.25-2040.5.25 | 25% | | 7,000.00 |
| | | | | | | | **14,000.00** |

2,000

0.08%

2022 8 1

1

95%

7

2

3 4 0 0

2022

1

2