

证券代码：874576

证券简称：城市云

主办券商：国联民生承销保荐

合肥城市云数据中心股份有限公司

境外发行证券及上市相关的保密及档案管理制度

本公司及董事会全体成员保证公告内容的真实、准确和完整，没有虚假记载、误导性陈述或者重大遗漏，并对其内容的真实性、准确性和完整性承担个别及连带法律责任。

一、 审议及表决情况

公司董事会于 2026 年 1 月 8 日召开第四届董事会第七次会议，审议通过《关于逐项审议制定、修订无需提交股东会审议的治理制度的议案》，表决结果：6 票同意，0 票反对，0 票弃权。本议案无需提交股东会审议。

二、 分章节列示制度的主要内容

合肥城市云数据中心股份有限公司

境外发行证券及上市相关的保密及档案管理制度

Confidentiality and File Management System Related to

Overseas Securities Issuance and Listing

第一条 为保障国家经济安全，保护社会公共利益及合肥城市云数据中心股份有限公司及其下属子公司（以下合称“公司”）的利益，维护公司境外发行证券及上市过程中的信息安全、相关保密和档案管理工作，支持公司依法合规开展境外发行证券及上市活动，规范公司及各证券公司、证券服务机构在公司境外发行证券及上市过程中的档案管理，根据《中华人民共和国证券法》《中华人民共和国保守国家秘密法》《中华人民共和国档案法》《中华人民共和国会计法》《中华人民共和国注册会计师法》《中华人民共和国国家安全法》《境内企业境外发行证券和上市管理试行办法》《关于加强境内企业在境外发行证券与和上市相关保密和

档案管理工作的规定》等有关法律、法规、规章、规范性文件和公司股票上市地证券监管规则的有关规定，制定本制度。

Article 1: In order to ensure national economic security, protect public interests and the interests of Hefei City Cloud Data Center Co.,Ltd. and its subsidiaries (hereinafter collectively referred to as the "Company"), maintain information security, related confidentiality, and file management during the company's overseas securities issuance and listing process, support the company in carrying out overseas securities issuance and listing activities in accordance with the law and regulations, and regulate the company and various securities companies Archives management of securities service institutions during the overseas issuance and listing of securities by the company, this system is formulated according to the relevant laws, regulations, rules and normative documents, including the Securities Law of the People's Republic of China, the Law of the People's Republic of China on Guarding State Secrets, the Archives Law of the People's Republic of China, the Accounting Law of the People's Republic of China, the Law of the People's Republic of China on Certified Public Accountants, the National Security Law of the People's Republic of China, the Interim Measures for the Administration of Overseas Offering of Securities and Listing of Domestic Enterprises, the Provisions on Strengthening the Confidentiality and Archives Administration Concerning the Overseas Securities Offering and Listing by Domestic Enterprise, together with the securities regulatory rules of the place where the company's shares are listed.

第二条 本制度所称“境外发行证券及上市”，是指公司在中华人民共和国大陆地区以外的国家和地区发行证券及上市。本制度适用于公司境外发行证券及上市的全过程，包括申请阶段、审核阶段及上市阶段。

Article 2: The term "overseas securities issuance and listing" as used in this system refers to the issuance and listing of securities by a company in countries and regions outside the mainland of the People's Republic of China. This system is applicable to the entire process of a company's overseas issuance and listing of securities, including

the application stage, review stage, and listing stage.

第三条 本制度适用于公司以及公司为境外发行证券及上市所聘请的证券公司、证券服务机构（包括但不限于律师事务所、会计师事务所、评估公司等，以下简称“**证券服务机构**”）。

Article 3: This system applies to companies and securities companies and securities service institutions hired by companies for overseas securities issuance and listing (including but not limited to law firms, accounting firms, evaluation companies, etc., hereinafter referred to as "**securities service institutions**").

第四条 在公司境外发行证券及上市过程中，公司以及提供相关证券服务的证券公司、证券服务机构应当严格遵守中华人民共和国有关法律、法规、规章、规范性文件、公司股票上市地证券监管规则的规定和要求，增强保守国家秘密和加强档案管理的法律意识，建立健全保密和档案工作制度，采取必要措施落实保密和档案管理责任，不得泄露国家秘密和国家机关工作秘密，不得损害国家和公共利益。

Article 4: During the process of issuing and listing securities overseas, the company, as well as securities companies and service institutions providing relevant securities services, shall strictly comply with the relevant laws, regulations, rules, normative documents, and the securities regulatory rules of the place where the company's stock is listed, and enhance the legal awareness of guarding state secrets and strengthening archive management, establish a sound system for confidentiality and archival work, take necessary measures to implement confidentiality and archival management responsibilities, and shall not disclose state secrets or work secrets of state organs, nor harm the interests of the state and the public.

本制度所称证券公司、证券服务机构是指从事境内企业境外发行上市业务的境内外证券公司、证券服务机构。

The securities companies and securities service institutions referred to in this system

refer to domestic and foreign securities companies and securities service institutions engaged in overseas issuance and listing of domestic enterprises.

第五条 在公司境外发行证券及上市过程中，公司向各证券公司、证券服务机构和境外监管机构等单位和个人提供、公开披露涉及国家秘密、国家机关工作秘密的文件、资料的，应当依法报有审批权限的主管部门批准，并报同级保密行政管理部门备案后方可对外提供或者公开披露。

Article 5: In the process of issuing and listing securities overseas by the company, if the company provides or publicly discloses documents or materials related to state secrets or work secrets of state organs to various securities companies, securities service institutions, overseas regulatory agencies, and other units and individuals, it shall submit them to the competent department with approval authority for approval in accordance with the law, and report them to the same level of confidentiality administrative department for filing before providing or publicly disclosing them.

公司对所提供或者公开披露的文件、资料和其他物品是否属于国家秘密不明确或者有争议的，应当报有关保密行政管理部门确定。公司对所提供或者公开披露的文件、资料和其他物品是否属于国家机关工作秘密不明确或有争议的，应当报有关业务主管部门确定。

If the company is unclear or controversial about whether the documents, materials, and other items provided or publicly disclosed belong to state secrets, it shall report to the relevant confidentiality administrative department for determination. If the company is unclear or controversial about whether the documents, materials, and other items provided or publicly disclosed belong to work secrets of state organs, it shall report to the relevant business competent department for determination.

涉及国家秘密、国家机关工作秘密的文件、资料和其他物品，未经有审批权限的主管部门批准并报同级保密行政管理部门备案，公司一律不得向证券公司、各证券服务机构和境外监管机构提供或者公开披露。

Documents, materials, and other items related to state secrets and work secrets of state organs shall not be provided or publicly disclosed by the company to securities companies, various securities service institutions, and overseas regulatory agencies without the approval of the competent department with approval authority and filing with the same level of confidentiality administrative management department.

第六条 在公司境外发行证券及上市过程中，公司向各证券公司、证券服务机构和境外监管机构等单位和个人提供、公开披露其他泄露后会对国家安全或者公共利益造成不利影响的文件、资料的，应当按照国家有关规定，严格履行相应程序。

Article 6: In the process of issuing securities and listing overseas by a company, if the company provides or publicly discloses other documents or materials that may have an adverse impact on national security or public interests after leakage to various securities companies, securities service institutions, overseas regulatory agencies, and other units and individuals, the relevant procedures shall be strictly followed in accordance with relevant national regulations.

第七条 公司向有关证券公司、证券服务机构提供文件、资料时，应按照国家相关保密规定处理相关文件、资料，并就执行本制度第五条、第六条的情况提供书面说明。证券公司、证券服务机构应当妥善保存上述书面说明以备查。

Article 7: When providing documents and materials to relevant securities companies and securities service institutions, the company shall handle the relevant documents and materials in accordance with relevant national confidentiality regulations, and provide written explanations on the implementation of Articles 5 and 6 of this system. Securities companies and securities service institutions shall properly keep the above written instructions for future reference.

第八条 公司履行相应程序后，向有关证券公司、证券服务机构等提供涉及国家秘密、国家机关工作秘密或者其他泄露后会对国家安全或者公共利益造成不利影响的文件、资料的，双方应当依照《中华人民共和国保守国家秘密法》等法律法

规及本制度，签订保密协议，明确有关证券公司、证券服务机构等承担的保密义务和责任。

Article 8: If a company, after fulfilling corresponding procedures, provides relevant securities companies, securities service institutions, etc. with documents or materials related to state secrets, state agency work secrets, or other materials that may have adverse effects on national security or public interests after leakage, both parties shall sign a confidentiality agreement in accordance with laws and regulations such as the "Law of the People's Republic of China on Guarding State Secrets" and this system, clarifying the relevant securities companies Confidentiality obligations and responsibilities undertaken by securities service institutions, etc.

公司与各证券公司、证券服务机构已签订的相关协议中关于适用法律以及各证券公司、证券服务机构承担保密义务的约定条款与中国有关法律、法规、规章、规范性文件、公司股票上市地证券监管规则的规定不符的，公司应当及时协商、修改服务协议中的相关约定。

If the provisions of the relevant agreements signed between the company and various securities companies and securities service institutions regarding applicable laws and the confidentiality obligations of each securities company and securities service institution are inconsistent with the provisions of relevant Chinese laws, regulations, rules, normative documents, and the securities regulatory rules of the place where the company's stock is listed, the company shall promptly negotiate and modify the relevant provisions in the service agreement.

公司应要求证券公司、证券服务机构遵守中国保密及档案管理的要求，妥善保存获取的上述文件、资料。

The company shall require securities companies and securities service institutions to comply with the requirements of confidentiality and archive management in China, and properly store the obtained documents and materials.

第九条 公司发现国家秘密、国家机关工作秘密或者其他泄露后会对国家安全或者公共利益造成不利影响的文件、资料已经泄露或者可能泄露的，应当立即采取补救措施并及时向有关机关、单位报告。

Article 9: If the company discovers that national secrets, state agency work secrets, or other documents or materials that may have an adverse impact on national security or public interests have been leaked or may be leaked, it shall immediately take remedial measures and promptly report to the relevant authorities and units.

第十条 公司向有关证券公司、证券服务机构、境外监管机构等单位和个人提供对国家和社会具有重要保存价值的会计档案或会计档案复制件的，应当按照国家有关规定履行相应程序。

Article 10: If a company provides accounting archives or copies of accounting archives that have important preservation value for the state and society to relevant securities companies, securities service institutions, overseas regulatory agencies, and other units and individuals, the corresponding procedures shall be carried out in accordance with relevant national regulations.

第十一条 在公司境外发行证券及上市过程中，各证券公司、证券服务机构在中国大陆境内形成的工作底稿应当存放在境内。需要出境的，应当按照国家有关规定办理审批手续。前款所称工作底稿涉及国家秘密、国家安全或者重大利益的，不得在非涉密计算机或信息系统中存储、处理和传输，或在未采取防护措施的情况下，在涉密信息系统与互联网及其他公共信息网络之间进行信息交换；未经有关主管部门批准，也不得将其携带、寄运至境外或者通过信息技术等任何手段传递给境外机构或者个人。

Article 11: In the process of issuing securities overseas and listing, the working papers of securities companies and securities service institutions formed in the Chinese Mainland shall be kept in China. Those who need to leave the country shall go through the approval procedures in accordance with relevant national regulations. Where the working papers referred to in the preceding paragraph involve state secrets,

state security or vital interests, they shall not be stored, processed or transmitted in non-secret-involved computers or information systems, nor shall information be exchanged between secret-involved information systems and internet or other public information network without adopting any safeguard measures; without the approval of relevant competent authorities, it is prohibited to carry or ship such information overseas or transmit such information to overseas institutions or individuals by any means such as information technology..

第十二条 在公司境外发行证券及上市过程中，境外证券监管机构和境外有关主管部门要求对公司及/或各证券公司、证券服务机构进行调查取证或开展检查的，公司及/或各证券公司、证券服务机构在配合境外证券监管机构或境外有关主管部门调查、检查或提供文件资料前，应当事先向中国证监会或有关主管部门报告，并取得其同意。

Article 12: In the process of a company's overseas issuance and listing of securities, if the overseas securities regulatory authority and relevant overseas regulatory authorities require investigation, evidence collection, or inspection of the company and/or various securities companies and securities service institutions, the company and/or various securities companies and securities service institutions shall cooperate with the overseas securities regulatory authority or relevant overseas regulatory authorities to investigate, inspect or provide documents and materials. It is necessary to report to the China Securities Regulatory Commission or relevant regulatory authorities in advance and obtain their consent.

第十三条 公司应对涉及国家秘密、国家安全或者重大利益的保密和档案管理的有关事项进行自查，并可视情况要求对各证券公司、证券服务机构执行本制度的情况进行检查，各证券公司、证券服务机构应当予以配合。

Article 13: The company shall conduct self-inspections on matters related to confidentiality and archive management involving state secrets, national security, or significant interests, and may require inspections of the implementation of this system

by various securities companies and securities service institutions according to the situation. Securities companies and securities service institutions shall cooperate.

第十四条 公司在自查及检查过程中，如发现任何单位、人员、组织有违反本制度的行为，应当视情节轻重提出相应的整改措施，包括但不限于责令改正、通报批评等。对于公司在自查及检查过程中发现的问题，公司应监督整改工作的进展及实施情况。

Article 14: In the process of self-inspection and inspection, if any unit, personnel, or organization is found to have violated this system, corresponding corrective measures shall be proposed based on the severity of the situation, including but not limited to ordering correction, circulating criticism, etc. The company shall supervise the progress and implementation of rectification work for problems discovered during self-inspection and inspection.

对于经公司要求仍拒绝整改的单位、人员或组织，公司可向政府有关主管部门报告。

For units, personnel, or organizations that refuse to rectify at the request of the company, the company may report to the relevant government authorities.

第十五条 若公司员工因违反本制度要求，导致国家秘密信息安全、国家机关工作秘密信息安全、会计档案信息安全等受到损害，特别是涉外安全受到损害、对公司造成不良影响或损失的，按照公司内部管理制度进行处理，并且，公司将追究其相应法律责任。在公司境外发行证券及上市过程中，任何单位、人员、组织违反《中华人民共和国保守国家秘密法》《中华人民共和国档案法》等有关法律、法规、规章、规范性文件、公司股票上市地证券监管机构的其他规定的，由政府有关部门依法追究法律责任；涉嫌犯罪的，移送司法机关依法追究刑事责任。

Article 15: If an employee of the company violates the requirements of this system, resulting in damage to the security of national secret information, state agency work secret information, accounting file information, etc., especially foreign security,

causing adverse effects or losses to the company, they will be dealt with in accordance with the company's internal management system, and the company will hold them legally responsible. If any unit, personnel, or organization violates relevant laws, regulations, rules, normative documents, or other provisions of the securities regulatory authority in the place where the company's shares are listed, such as the "Law of the People's Republic of China on Guarding State Secrets", the "Archives Law of the People's Republic of China", etc. during the overseas issuance and listing process of the company's securities, the relevant government departments shall pursue legal responsibility in accordance with the law; Those suspected of committing crimes shall be transferred to judicial organs for criminal responsibility in accordance with the law.

第十六条 本制度未尽事宜，依照有关法律、法规、规范性文件、公司股票上市地证券监管机构的其他规定执行。本制度的相关规定如与日后颁布或修改的有关法律、法规、规范性文件、公司上市地证券监管机构的其他规定相抵触，则应根据有关法律、法规、规范性文件、公司上市地证券监管机构的其他规定执行。

Article 16: Matters not covered in this system shall be implemented in accordance with relevant laws, regulations, normative documents, and other provisions of the securities regulatory authorities in the place where the company's shares are listed. If the relevant provisions of this system conflict with the relevant laws, regulations, normative documents, or other provisions of the securities regulatory authority in the place where the company is listed, they shall be implemented in accordance with the relevant laws, regulations, normative documents, or other provisions of the securities regulatory authority in the place where the company is listed.

第十七条 本制度由公司董事会负责解释。

Article 17: This system shall be interpreted by the board of directors of the company.

第十八条 本制度自公司董事会审议通过之日起生效施行，修改时亦同。

Article 18: This system shall come into effect from the date of review and approval by the company's board of directors, and any modifications shall also apply.

合肥城市云数据中心股份有限公司

董事会

2026 年 1 月 12 日