



HOFFMANN LIEBS

Legal Opinion

From: Hoffmann Liebs Partnerschaft von Rechtsanwälten mbB

Kaiserswerther Straße 119,
40474
Düsseldorf

To: Shenzhen Senior Technology Material Co., Ltd.

No. 5, Tianyuan Road, Gongming Town, Guangming District
Shenzhen, Guangdong
P. R. China

由: 恒领律师事务所（法律形式为德国注册有限责任合伙事务所）

德国 杜塞尔多夫
Kaiserswerther 街 119 号
邮编: 40474

向: 深圳市星源材质科技股份有限公司

中国 广东省 深圳市
光明区公明办事处田园路北 5 号



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Hoffmann Liebs Partnerschaft von Rechtsanwälten mbB

Legal Opinion on Significant Contracts

by Shenzhen Senior Technology Material Co., Ltd.

德国恒领律师事务所

关于深圳市星源材质科技股份有限公司

重大合同的法律意见书

To: Shenzhen Senior Technology Material Co., Ltd.

致：深圳市星源材质科技股份有限公司

Hoffmann Liebs Partnerschaft von Rechtsanwälten mbB (hereinafter referred to as "**the law firm**") has been entrusted by Shenzhen Senior Technology Material Co., Ltd. (hereinafter referred to as "**Shenzhen Senior Technology Material**" or "**the company**") to provide limited, summary legal opinion on the "Supply Contracts" (Contract No. SSTM 2021-001, SSTM 2021-002) to be signed between the company, SUMEC International Technology Co., Ltd. (hereinafter referred to as "**SUMEC**") and Brückner Maschinenbau GmbH & Co. KG (hereinafter referred to as "**Brückner Maschinenbau**"), in accordance with the requirements of the "Guidelines of the Shenzhen Stock Exchange for Standardized Operation of Companies Listed on the Main Board (2020)" and based on our understanding and analysis of the relevant laws and regulations.

德国恒领律师事务所（以下简称“本所”）接受深圳市星源材质科技股份有限公司（以下简称“深圳星源”或“公司”）的委托，根据《深圳证券交易所创业板上市公司规范运作指引（2020 年修订）》的要求和基于对相关法律的了解和分析，就深圳星源、苏美达国际技术贸易有限公司（以下简称“苏美达”）与布鲁克纳机械有限公司（以下简称“布鲁克纳机械”）将签署的《供货合同》（合同号：SSTM 2021-001, SSTM 2021-002）之相关事宜出具本有限、概要性的法律意见书。

To issue this legal opinion, the law firm reviewed the drafted Supply Contracts (Contract No. SSTM 2021-001, SSTM 2021-002), the POWEVER OF ATTORNEY for Mr. Housong Zhou

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issued by Brückner Maschinenbau, the POWEVER OF ATTORNERY for Mr. Bao Jin issued by SUMEC and the official commercial registration information of Brückner Maschinenbau and SUMEC, which are considered necessary for issuing this legal opinion and received the statements, and explanations of the company on the relevant facts. The company guaranteed, that: the documents and materials provided, and the statements and explanations made are complete, true and valid, without any withholding or omission; duplicates, photocopies or facsimiles of the documents are consistent with the originals.

为出具本法律意见书，本所律师审查了公司提供的本所认为出具本法律意见书所必需的文件，包括公司提供的起草的两份《供货合同》（合同号：SSTM 2021-001, SSTM 2021-002）、由布鲁克纳机械出具的周厚松先生的授权委托书、由苏美达出具的金宝先生的授权委托书和布鲁克纳机械、苏美达的官方工商登记信息，同时听取了公司就有关事实的陈述和说明。公司保证：所提供的文件、材料以及所作的陈述和说明是完整、真实和有效的，无任何隐瞒和疏漏；文件的副本、复印件或传真件与原件相符。

This legal opinion issued by the lawyer is based on the facts happened on and before the issuing date of this legal opinion and on the understanding of these facts and is only limited to the issues regarding authenticity and legitimacy of the Supply Contracts to be signed by the Company, Brückner Maschinenbau and SUMEC, and a statement related to any safeguarding of interests in favor of a party or of specific risks arising from the contract design is not included. Other documents in the form of appendices attached forming the entire contract have not been provided by the company and are therefore not the subject of this legal opinion as well. The issuance of this legal opinion furthermore does not constitute a confirmation or guarantee of the full performance of the Supply Contracts and the transaction by the parties. It is clarified that the law firm are German lawyers who are exclusively allowed to advise binding on German law, so that the opinion on the relevant contracts under Swiss law is only based on the law firm's many years of experience with international sales contracts also under Swiss law.

本所律师根据本法律意见书出具日或以前发生的事实及本所律师对该事实的了解，仅就公司、布鲁克纳机械和苏美达本次将签署的两份《供货合同》所涉及的真实性和合法性等问题发表意见，不包括针对任何一方利益保障或因合同设计而产生的具体风险的说明。公司没有提供以附

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件形式作为完整合同组成部分的相应文件，因此合同附件也不是本法律意见书审查的内容。此外，本法律意见书的出具不代表本所律师对交易各方完全履行《供货合同》的确认或担保。需要说明的是，本所律师作为在德国注册的律师，原则上仅能就德国法提供法律建议，本法律意见书中对于适用瑞士法的合同的审查是基于律师在同样适用瑞士法的国际销售合同领域的长期丰富经验而做出的。

The Company shall publicly disclose this legal opinion together with other documentary materials as required disclosure documents in connection with the Supply Contracts to be signed. This legal opinion is only for the use of the company for the above-mentioned purposes and shall not be used for any other purposes without the prior written consent of the law firm.

本所同意公司将本法律意见书作为本次将签署的《供货合同》的必备信息披露文件，随其他文件材料一同公开披露。本法律意见书仅供公司为上述目的使用，未经本所事先书面同意，不得用于任何其他用途。

Based on the information obtained and the available materials, the lawyer issues this legal opinion as follows:

本所律师根据获取的信息以及现有的材料，出具本法律意见书如下：

I. Basic Information of the Counterparty and the Import Agent

交易对方和进口代理的基本情况

According to these two Supply Contracts and the statements provided by the company, the counterparty (i.e., the seller) of the transaction is Brückner Maschinenbau, the import agent of this transaction is SUMEC.

根据公司提供的两份《供货合同》以及公司的说明，本次交易的交易对方（即卖方）为布鲁克纳机械，进口代理为苏美达。

According to the information in the business register of the Local Court of Traunstein on 23 February 2021, the basic information of Brückner Maschinenbau is registered as follows:

根据 2021 年 02 月 23 日特劳恩施泰因地方初级法院的工商登记簿信息，布鲁克纳机械的基本情况登记如下：

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Name	Brückner Maschinenbau GmbH & Co. KG
企业名称	布鲁克纳机械两合公司
Number	HRA 9257
注册编号	HRA 9257
Type	Partnership Enterprise with Limited Liability
企业类型	有限责任合伙企业
Unlimited Liability Shareholder	Brückner Maschinenbau Verwaltungs GmbH (HRB 17281)
无限责任股东	布鲁克纳机械管理有限公司 (HRB 17281)
Limited Liability Shareholder	Brückner Group GmbH (HRB 9697)
有限责任股东	布鲁克纳集团有限公司 (HRB 9697)
Registered Capital	10.000.000,00 EUR
注册资本	10.000.000,00欧元
Date of Establishment	17.10.2006
成立日期	2006年10月17日
Address	Königsberger Str. 5 – 7, 83313, Siegsdorf, Germany
住所	德国西格斯多夫科林斯贝格街5—7号, 83313, 西格斯多夫
Registered Administration	Amtsgericht Traunstein
登记机关	特劳恩施泰因地方初级法院

Brückner Maschinenbau is an under German law established and validly existing partnership enterprise with limited liability and therefore is a real entity to sign the Supply Contracts.

布鲁克纳机械为依据德国法律成立且有效存续的有限责任合伙企业, 作为《供货合同》的签署主体是真实存在的。

According to the enquiries on the Chinese National Enterprise Credit Information Publicity System, the basic information of SUMEC listed as follows:

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根据在中国国家企业信用信息公示系统的查询，苏美达的基本情况如下：

Name	SUMEC International Technology Co., Ltd.
企业名称	苏美达国际技术贸易有限公司
Unified Social Credit Code	91320000704049726L
统一社会信用代码	91320000704049726L
Type	Limited Liability Corporation
企业类型	有限责任公司
Legal representative	Weilin Zhao
法定代表人	赵维林
Registered Capital	41100.000000 ten thousand RMB
注册资本	41100.000000万人民币
Date of Establishment	12.03.1999
成立日期	1999年03月12日
Address	Changjiang Road 198-11, Nanjing City, Jiangsu Province, P.R. China
住所	南京市长江路198号11楼
Business Scope	Self-supporting and acting as an agent for the import and export of all kinds of commodities and technologies, engineering bidding agency and consultancy, engineering supervision, engineering cost budget. Import processing and "three comers and one complement" business, foreign trade and re-export trade, wholesale and sale of metal materials, mineral products, coal, construction materials, textile raw materials, chemical products and raw materials, asphalt, fuel oil and lubricants (excluding dangerous chemicals), wholesale and sale of primary agricultural products. Technology promotion and scientific exchange services, business commodity information consulting, warehousing, physical leasing, domestic labour dispatch, operation of medical

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	equipment, wholesale of hazardous chemicals (operating under the scope of the licence). (Items subject to approval in accordance with the law, subject to the approval of the relevant departments before commencing business activities) Permitted items: wholesale of refined oil products; retail of refined oil products; Class II value-added telecommunications business; wholesale of salt (items subject to approval in accordance with the law, subject to the approval of the relevant departments before commencing business activities, specific business items subject to the approval results) General items: Internet sales (except sales of goods requiring permits); petroleum products Sales (excluding dangerous chemicals); sales of non-ferrous metal alloys; sales of metal ores; sales of food additives; sales of non-edible salt; sales of synthetic materials; sales of timber; sales of pulp; sales of paper products; sales of recycled resources; processing of recycled resources; recycling of productive scrap metal (except for projects subject to approval in accordance with the law, operating independently with a business licence in accordance with the law)
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经营范围	自营和代理各类商品及技术的进出口业务，工程招标代理、咨询，工程监理，工程造价预算。经营进料加工和“三来一补”业务，经营对外贸易和转口贸易，金属材料、矿产品、煤炭、建筑材料、纺织原料、化工产品及其原料、沥青、燃料油及润滑油的批发和销售（不含危险化学品）、初级农产品的批发和销售。技术推广和科技交流服务，商务商品信息咨询，仓储，实物租赁，境内劳务派遣，医疗器械的经营，危险化学品批发（按许可证所列范围经营）。（依法须经批准的项目，经相关部门批准后方可开展经营活动） 许可项目：成品油批发；成品油零售；第二类增值电信业务；食盐批发（依法须经批准的项目，经相关部门批准后方可开展经营活动，具体经营项目以审批结果为准） 一般项目：互联网销售（除销售需要许可的商品）；石油制品销售（不含危险化学品）；有色金属合金销售；金属矿石销售；食品添加剂销售；非食用盐销售；合成材料销售；木材销售；纸浆销售；纸制品销售；再生资源销售；再生资源加工；生产性废旧金属回收（除依法须经批准的项目外，凭营业执照依法自主开展经营活动）
Registered Administration	Jiangsu Province Market Supervision Administration
登记机关	江苏省市场监督管理局
Registered Status	Existing (in operation, open, registered)
登记状态	存续（在营、开业、在册）

SUMEC is a limited liability cooperation established and validly existing under the Chinese laws, and therefore it is a real entity to sign the Supply Contracts.

苏美达为依据中国法律成立且有效存续的有限责任公司，作为《供货合同》的签署主体是真实存在的。

II. legitimate qualification of the counterparty and the import agent signing the contracts

交易对方和进口代理签署合同的合法主体资格

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According to the information in the commercial register of the Local Court of Traunstein, the lawyer is of the opinion that Brückner Maschinenbau is registered with the local court and is a partnership enterprise with limited liability and with the legal capabilities of signing the Supply Contracts. Meanwhile, according to the self-statement of Brückner Maschinebau in the contract, to the best knowledge of Brückner Maschinebau, the products under the Supply Contracts presently not conflict with the export regulations of Germany and/or the European Community, and Brückner Maschinebau, to the best of its knowledge, can therefore engage in the export business of the products under the Supply Contracts.

根据特劳恩施泰因地方初级法院工商登记簿信息，本所律师认为，布鲁克纳机械已在地方初级法院进行登记，作为有限责任合伙企业具备签署《供货合同》的合法主体资格。同时，根据布鲁克纳机械在合同中的自我声明，据其所知和所信，《供货合同》中规定的设备目前并未与德国和/或欧盟的出口规定相冲突。因此，布鲁克纳机械据其所知和所信可以从事《供货合同》中约定设备的出口业务。

According to the enquiry in the national enterprise credit information public system, the lawyer believes that SUMEC has been registered in the Chinese National Enterprise Credit Information Publicity System as a limited liability company with independent legal personality and is legally qualified to be a party to sign the Supply Contracts.

根据国家企业信用信息公示系统的查询，本所律师认为，苏美达已在公司登记机关办理登记，系具有独立法人资格的有限责任公司，具备签署《供货合同》的合法主体资格。

III. Legitimacy and Authenticity of Contract Signature and Content

合同签署和合同内容的合法性、真实性

1. Legitimacy of the Signing of the Contract

合同签署的合法性

According to the information provided by the company and the POWER OF ATTORNEY issued by Brückner Maschinenbau and SUMEC, Brückner Maschinenbau authorized Mr. Hou-song Zhou, SUMEC authorized Mr. Bao Jin as the legal representative for each party to sign the Supply Contracts (Contract No. SSTM 2021-001, SSTM 2021-002).

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根据公司提供的信息和由布鲁克纳机械和苏美达分别出具的授权委托书，布鲁克纳机械指派周厚松先生、苏美达指派金宝先生作为授权签字人代表各自公司签署《供货合同》（合同编号：SSTM 2021-001，SSTM 2021-002）。

In the opinion of the lawyer, as of the date of issuing this legal opinion, Mr. Housong Zhou authorized by Brückner Maschinenbau and Mr. Bao Jin authorized by SUMEC have the delegated authority to sign the Supply Contracts (Contract No. SSTM 2021-001, SSTM 2021-002) on behalf of Brückner Maschinenbau and SUMEC respectively.

本所律师认为，截至本法律意见书出具之日，布鲁克纳机械指派的周厚松先生和苏美达指派的金宝先生分别具备合法代表布鲁克纳机械和苏美达签署《供货合同》（合同编号：SSTM 2021-001，SSTM 2021-002）的委托权限。

2. Legitimacy and Authenticity of Contents of the Contract

合同内容的合法性和真实性

a) Parties of the Contracts

合同主体

The parties to the Supply Contracts (Contract No. SSTM 2021-001, SSTM 2021-002) are Shenzhen Senior Technology Material (**buyer**), SUMEC (**import agent**) and Brückner Maschinenbau (**seller**). All these three parties of which are legally established and validly existing, and their status being one of the contract parties is true and legal.

《供货合同》（合同编号：SSTM 2021-001，SSTM 2021-002）的签订方为深圳星源（买方）、苏美达（进口代理）和布鲁克纳机械（卖方），三方均合法成立、有效存续，合同主体地位真实合法。

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b) Subjects of the Contracts

合同标的

In accordance with the Supply Contract (Contract No. SSTM 2021-001), the company purchases from Brückner Maschinenbau the biaxially oriented micro porous battery separator film production line VII - VIII, and their engineering, manufacturing, supply, supervision of installation, execution of the check-up, the startup, and related services for the contractual equipment of biaxially oriented microporous PE based battery separator film. The Contract Price is EUR 23,100,000.00, fixed net value.

《供货合同》（合同编号：SSTM 2021-001）中约定，深圳星源向布鲁克纳机械采购本合同项下规定的双向拉伸微孔电池隔膜第七条和第八条生产线，及其设计、制造、供应、安装指导、执行调试和开机试车等服务，用来生产双向拉伸微孔聚乙烯电池隔膜。合同标的金额合计23,100,000.00 欧元，此价格为固定的净价。

In accordance with the Supply Contract (Contract No. SSTM 2021-002), the company purchases from Brückner Maschinenbau the biaxially oriented micro porous battery separator film production lines I – VI and its engineering, manufacturing, supply, supervision of installation, execution of the check-up, the startup, and related services for the contractual equipment of biaxially oriented microporous PE based battery separator film. The Contract Price is EUR 81,780,000.00, fixed net value.

《供货合同》（合同编号：SSTM 2021-002）中约定，深圳星源向布鲁克纳机械采购本合同项下规定的双向拉伸微孔电池隔膜第一至六条生产线，及其设计、制造、供应、安装指导、执行调试和开机试车等服务，用来生产双向拉伸微孔聚乙烯电池隔膜。合同标的金额合计81,780,000.00 欧元，此价格为固定的净价。

c) Terms of the Contracts

合同条款

These two Supply Contracts running under swiss law also stipulate the technical standards, documents forming the entire contract, terms of payment, terms of delivery, alterations to this contract, service and supervision, equipment guarantee runs and acceptance, liquidated

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damages, warranty, intellectual property, export control, suspension or termination for default, limitation of liability, alternative dispute resolution and arbitration and other necessary terms.

两份《供货合同》适用瑞士法，对技术标准、合同组成、价款支付，产品交货、合同变更、服务指导、产品保证担保运行和验收、损失清偿、质量保证、知识产权、出口控制、合同暂停或终止、责任限制、纠纷解决和仲裁等内容进行了约定。

As verified, these two Supply Contracts are negotiated on an equal and voluntary basis and represent by best knowledge of the law firm the true intent of the parties; the contents of the contracts by best knowledge of the law firm, which are only allowed to consult and give advice under German law but have long range experience with international sales contracts also under swiss law, do not breach the mandatory provisions of relevant swiss laws and regulations.

经核查，上述两份《供货合同》系交易方在平等、自愿的基础上进行协商，据本所律师所知和所信，是各方真实的意思表示。本所德国律师原则上仅能就德国法规定法律咨询和提供法律建议，但基于在同样适用瑞士法的国际销售合同上的长期丰富经验，据所知和所信，认为合同内容未违反瑞士法律、法规的强制性规定。

IV. Conclusion

结论

Based on the verification and review above, the law firm is of the view that, as of the date of issuing this legal opinion, SUMEC is a limited liability company established and validly existing under the Chinese laws and Brückner Machinebau as a partnership enterprise with limited liability established and validly existing under the Germany laws, which is in accordance with the information provided in the Supply Contracts; SUMEC as an independent legal person and Brückner Maschinebau as partnership enterprise with limited liability are qualified to sign the Supply Contracts; the Supply Contracts have been truly negotiated by the company, SUMEC and Brückner Maschinebau, and the terms of the contracts are true and legitimate.

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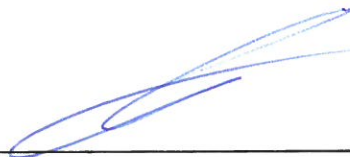
综上所述，本所律师认为：截至本法律意见书出具之日，苏美达为依据中国法律成立且有效存续的有限责任公司，布鲁克纳机械为依据德国法律成立且有效存续的有限合伙企业，基本情况均属实；苏美达系独立法人，布鲁克纳机械作为有限合伙企业，具备签署《供货合同》的合法资格；公司与苏美达、布鲁克纳机械对本次交易进行了真实协商，《供货合同》条款真实、合法。

This legal opinion is written in English and Chinese; the English version shall prevail. This legal opinion shall be executed in two counterparts and come into force upon signature by the lawyer only.

本法律意见书由英文和中文写就，以英文内容为准。法律意见书正本一式两份，经本所律师签字后生效。

Düsseldorf, 25.03.2021

杜塞尔多夫 2021 年 3 月 25 日



(Christoph Schmitt) (克里斯托夫·施密特)

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