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**华泰联合证券有限责任公司**  
**关于北京利德曼生化股份有限公司**  
**发行股份购买资产**  
**实施情况**  
**之**  
**独立财务顾问核查意见**



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## 声 明

26 --

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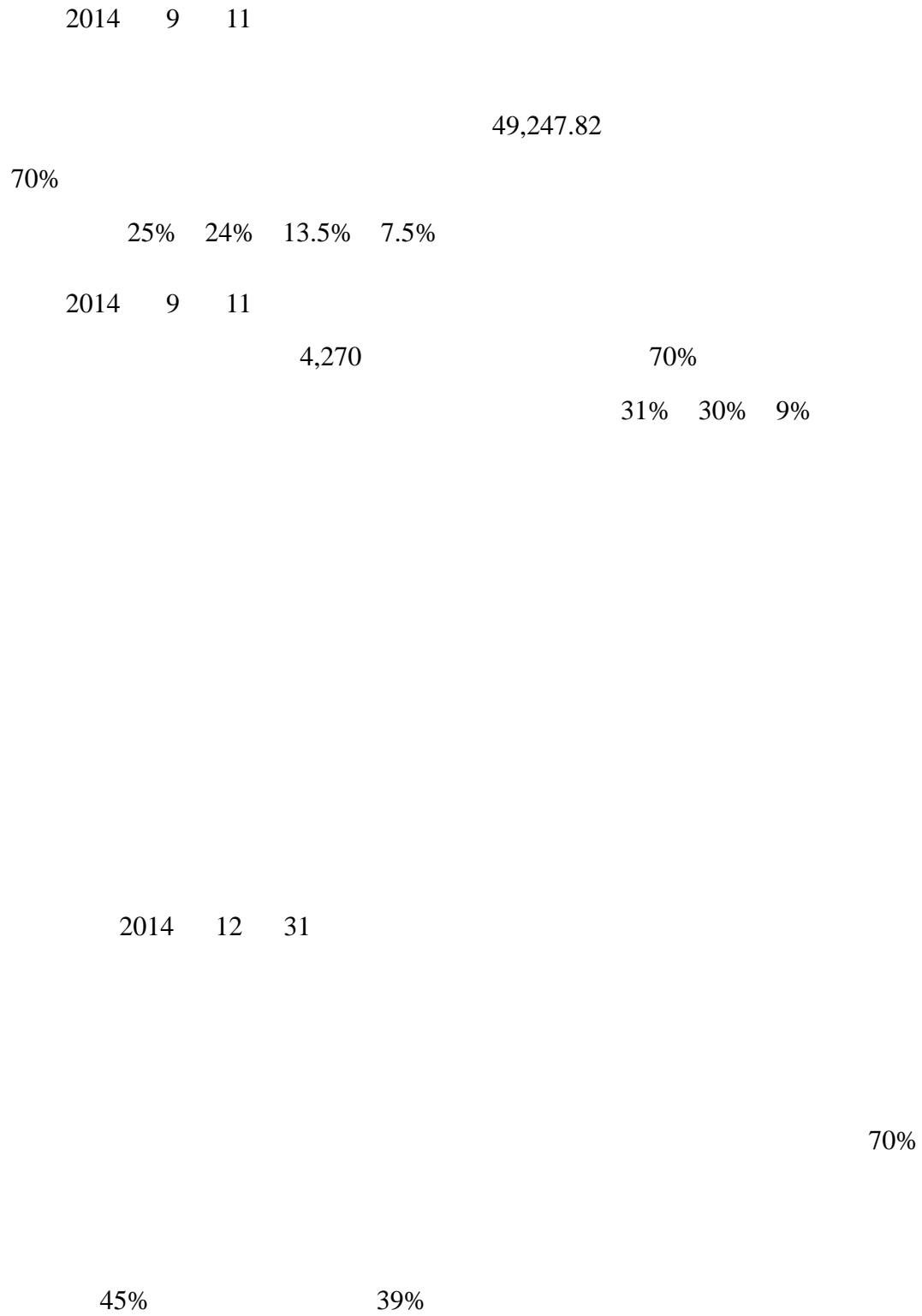
## 释 义

/	/	300289
/		
		DiaSys Diagnostic Systems GmbH/
/		45%                      39%
		45% 39%
/		
/		
		2014
		11    6
		2014    10    16

		2014 11 6
		DiaSys Diagnostic Systems GmbH
		2014 10 16 DiaSys Diagnostic Systems GmbH
		109
26		26
		2014
/		
		2014 8 31
/		
/		2012 2013 2014

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## 第一节 本次交易概况



2014 9 11

4,270

70%

31% 30% 9%

2014 12 31

70%

45%

39%



2014 10 15

109

2014 11 24

2

45%

39%

2014 8 31

100%

75,415.26

II

2014 6 30

5,000

2014 6 30

5,000

45%

31,680

100%

6,105.12

39%

2,379

45%		16,896.00	6,177,697
		9,504.00	3,474,954
		5,280.00	1,930,530
		<b>31,680.00</b>	<b>11,583,181</b>
39%		1,830.00	669,104
		549.00	200,731
		<b>2,379.00</b>	<b>869,835</b>
		<b>34,059.00</b>	<b>12,453,016</b>

70%

70%

45%

39%

34,059



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$$= 45\% + 39\% \div$$

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1		6,846,801
2		3,675,685
3		1,930,530
	-	<b>12,453,016</b>

**5**

**6**

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7

30%

22% 5% 3%

30%

8%

2014



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## 第二节 本次交易实施情况的核查

2014 10 15

2014 10 15

2014 10 15

13.5%

9%

2014 10 15

24%

30%

2014 10 15

7.5%

2014 10 16

2014 11 6

2014 11 24

2014

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2015 4 3

2015 4 7

2015 4 7

2015 4 7

2015 4 7

2015 4 24

2015 5 28

2015

44

2015 7 2

[2015]1455

2015 5 28

2015 6

2015

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6 17

2015 7 2

45% 39%  
70%  
70%  
45% 39%

2014 6 30

5% 70% 22% 3%  
2014 6 30 57%  
22% 12% 3% 3% 3% 2014 6  
30 70%  
30%  
100%

" "

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30

2014 6 30

1

2015 7 22

12,453,016

A

2

2015 7 21

10

			%
1		56,448,000	33.18
2		35,732,000	21.00
3		6,846,801	4.02
4		4,880,300	2.87
5		3,675,685	2.16
6		2,438,750	1.43
7		2,240,000	1.32
8		1,930,530	1.13
9		1,774,435	1.04
10	100	-	0.91
		<b>117,516,314</b>	<b>69.08</b>

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2

2015 7

12,453,016

2015 3

2015 4

2015 6

2015 7

2015 7 14

2015

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2014 9 11

2014 10 16

2014 10 16

2014 11 6

2014 11 6



1

2015 7

2

2

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2015 7 31