

国浩律师（深圳）事务所

关于

深圳翰宇药业股份有限公司

发行股份及支付现金购买资产并募集配套资金暨关联交易

之

法律意见书



國浩律師事務所
GRANDALL LAW FIRM

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		300199
		89.9996% 5.7139% 4.2865%
		100%
		100%
		25%
		89.9996%
		5.7139%

		4.2865%
		2014 8
		18
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		2014 6 30

		77
		2012
26		[2014]27 26

		2014	8	18
	2014	8	18	
	2014	8	18	
1				
			100%	
	50%			
+		25%		
			100%	
2				
3				
100%			89.9996%	
5.7139%			4.2865%	
4				
	2014	6	30	

2014 6 30

2014 3-024

132,683.00

132,000.00

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24.44 /

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24.44 /

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2-2-8

1				3	
2					
10					
1				24.44 /	
		2,700.4908			2,430.431
	154.3033			115.7565	
2					
					+
	25%				44,000
	24.44 /				
934.5499				625.7938	
	239.9836				
11					
1					
	12				
2					
		36			
12					
1		2014			2014
		2-2-9			

2015	2016		2015		2014
2015	2016	2017			
2		2014			2014
2015					11,000
14,850			2016		
		19,300			
	2015			2014	2015
				11,000	
14,850			2016	2017	
			19,300	24,130	
3		2014			2014
				2016	2015
	2015				
		2015		2014	2015
			2016	2017	
4					
13					
14					
15					
			25%	+	

16

24

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[2014] 211192

2013

[2014] 310112

132,000.00

2013

65,686.53

24,155.36

21,184.50

2013

128,868.43

30,140.48

112,420.70

3

2,430.431

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300199

440301103008894

40,000

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2015 12 31

620502196409160038

11 901

89.9996%

110105013842105

16 10 1 1010

5.7139%

110302014604807

99 33 D 2117 ()

4.2865%

440306196805010139

M 7E

26.06%

440306197101230218

56

20.10%

440306197701280075

2

56

3.98%

4.02%

1

1 2014 8 18

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100%

2014 8 18

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2011-2013									
2011-2013									
2011									
[2012]	310167	2012						[2013]	310052
2013					[2014]	310112	2014	1-6	
		[2014]	310451						
1									
2									
3	2012				10	1.00			
2000									
8979.9022	22.27%								
10%									
2013									
30%									
					2014				
2013									
30%									
		[2014]	310112			2013	12	31	
30%	33,726.21		2013						

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1		24.44	/
2			
1		100%	
2		40,000	44,500.8181
10%			
3			
4			
5			
	2014		[2014] 310453
6			

7

2014 [2014] 310453 2013
[2014] 310112 2014 1-6
[2014] 310451

1

2 2013 2014 1-6

3 100%

4

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12

44,000

132,000

44,000

25%

20

24.44 /

20

12

26.7319%

12

26.7319% 89.9996%×50%

26.7319%

63.2677%

12

12

2014

[2014] 310453

44,500.8181

3000

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10%

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2014 8 18

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132,000

2,700.4908

66,000

24.44 /

2,430.4310

59,399.736

154.3033

3,771.174

115.7565

2,829.09

2014 8 18

2014 8 18

100%

1

620500000002169

2005 08 05

22,909

	/		%
1		20,618	89.9996
2		1,309	5.7139
3		982	4.2865
		22,909	100

2

1

2003 5 29

2003 112

2003 3 18 2003 4 12
 2003 14 2003 21
 2003 4 21
 2003
 125 2003 7 16
 2003 02 2004
 7 7 Hz20040084
 2005 8 1
 2005 7 31 2005 44
 5,000
 300 6% 750
 15% 250 5%
 1,000 20% 500
 10% 100 2%
 600 12%
 1500 30%
 2005 095
 2005 8 5
 6205001001805

			%
1		300	6
2		750	15
3		250	5
4		1,000	20
5		500	10

8		4,800	30
		16,000	100

3 16,000 18,000

2009 4 9 16,000

18,000 2000

2009 189

2009 4 13 2009 037

2009 4 13

			%
1		2,960.00	16.44
2		2,400.00	13.33
3		800.00	4.44
4		3,200.00	17.78
5		1,600.00	8.89
6		320.00	1.78
7		1,920.00	10.67
8		4,800.00	26.67
		18,000.00	100.00

4 2009 2010

2009 4 2 2009 4 3 2009 4 8 2009 4 25 2010 4

22 2010 7 15 2352

2352 2880

2880 1888

1888 3200 3200

8 320 970

1600 40

800

			%
1		16,000.00	88.89
2		1,600.00	8.89
3		320.00	1.78
4		48.00	0.27
5		32.00	0.18
		18,000.00	100.00

5 18,000 22,909
 2012 3 27 4,909
 18,000 22,909

 8000 2,618 5,382
 4,000 1,309 2,691
 3,000 982 2,018

2012 4 11
 2012 003 2012 4 10
 4,909

	/		%
1		16,000.00	69.8415
2		2,618.00	11.4278
3		1,600.00	6.9842
4		1,309.00	5.7139
5		982.00	4.2865
6		320.00	1.3968
7		48.00	

8		32.00	0.1397
		22,909.00	100.00

6 2012

2012 6 20

1,141 3,486

982 3,000

524 1,600

	/		%
1		14,494.00	63.2677
2		2,618.00	11.4278
3		459.00	2.0036
4		1,309.00	5.7139
5		982.00	4.2865
6		320.00	1.3968
7		48.00	0.2095
8		32.00	0.1397
9		1,141.00	4.9806
10		982.00	4.2865
11		524.00	2.2873
		22,909.00	100.00

7 2013

2013 11 6

4.98%

3,962.7702

	/		%
1		14,494.00	63.2677
2		2,618.00	11.4278
3		1600.00	6.9842
4		1,309.00	5.7139
5		982.00	4.2865
6		320.00	1.3968
7		48.00	0.2095
8		32.00	0.1397
9		982.00	4.2865
10		524.00	2.2873
		22,909.00	100.00

8 2014

2014 3 19 1,244.6

1.3968% 124.46

0.1397% 4,427.2

6.9842% 10,128.55

11.4278% 1,969.5793

2.2873% 3,675

4.2865%

186.69 0.2095%

	/		%
1		20,618.00	89.9996
2		1,309.00	5.7139
3		982.00	4.2865
		22,909.00	100.00

16,000 18,000

3

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610100200061384

2009 12 21

91 18 11804

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2007 4 20

[2007]172

620500100000525

4,832.0117

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1	2006		2054.01.16	39989			

	036						
2	2006 063		2055.08.19	28844			

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13

1	60542-1		7704.03		
2	60542-2		6448.69		
3	60542-3		23.76		
4	60542		8263.4	/	
5	1011000013		3178.49		
6	1011022399	1 101 201	315.2		
7	1011022400	1 102 202	315.2		
8	1011022401	2 102 202	315.2		
9	1011022402	2 102 202	315.2		
10			315.2		

	1011022403	3 101 201			
11	1011022404	3 102 202	315.2		
12	1011022405	4 101 201	315.2		
13	1011022406	4 102 202	315.2		
14	1011022407	5 101 201	315.2		
15	1011022408	5 102 202	315.2		
16	1011022409	6 101 201	315.2		
17	1011022410	6 102 202	315.2		
18	1011022411	7 101 201	315.2		
19	1011022412	7 102 202	315.2		
20	1011022413	8 101 201	686.18		
21	1011022414	8 102 202	190.07		

2

2006

036

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6 30

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1

1100106010-62-1-11801-1

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1100106010-62-1-11802-1

91

1 1

11802

345.60

3

1100106010-62-1-11803-1

91

1 1

11803

286.44

4

1100106010-62-1-11804-1

91

1 1

11804

187.90

1 3 4

2

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1

1

1	ZL200530089773.3		2005.12.14		
2	ZL200530089774.8		2006.02.22		

3	ZL200520079630.9		2006.12.13		
4	ZL200520078809.2		2006.10.04		
5	ZL200520078452.8		2006.11.01		
6	ZL200520078414.2		2006.05.31		
7	ZL200520078317.3		2006.09.13		
8	ZL200520078401.5		2006.05.10		
9	ZL20050078346.X		2006.05.10		
10	ZL200820028684.6		2008.12.24		
11	ZL200820028683.1		2008.12.24		
12	ZL200820028686.5		2008.12.24		
13	ZL200820028685.0		2009.01.07		
14	ZL200820030140.3		2009.07.01		
15	ZL200820030149.4		2009.07.01		
16	ZL200820030144.1		2009.07.01		
17	ZL200820030146.0		2009.07.01		
18	ZL200820030143.7		2009.07.01		
19	ZL200830019543.3		2009.08.19		
20	ZL200920310762.6		2010.07.14		
21	ZL200920310765.X		2010.07.14		
22	ZL200920310773.4		2010.07.14		
23	ZL200920310771.5		2010.07.14		
24	ZL200920310769.8		2010.07.14		

25	ZL200920310774.9		2010.07.14		
26	ZL200930316820.1		2010.07.28		
27	ZL200920310770.0		2010.07.14		
28	ZL200920310772.X		2010.07.14		
29	ZL200920310767.9		2010.07.14		
30	ZL200920315485.8		2010.08.11		
31	ZL200920315487.7		2010.08.18		
32	ZL200920315486.2		2010.08.11		
33	ZL200920315489.6		2010.08.18		
34	ZL200920315490.9		2010.08.18		
35	ZL200920315475.4		2010.08.04		
36	ZL200920315469.9		2010.08.11		
37	ZL200920315474.X		2010.08.18		
38	ZL201020301838.1		2010.09.15		
39	ZL201020301829.2		2010.09.29		
40	ZL200620078828.X		2007.04.04		
41	ZL200720047722.8		2008.01.30		

42	ZL201020141648.8		2010.11.10		
43	ZL201120377172.2		2012.05.30		
44	ZL201120378358.X		2012.07.04		
45	ZL201220282191.1		2013.01.30		
46	ZL201220281005.2		2013.01.30		
47	ZL201220280659.3		2013.01.30		
48	ZL201220280674.8		2013.01.30		
49	ZL201220282154.0		2013.01.30		
50	ZL201220527102.5		2013.05.01		
51	ZL201220529352.2		2013.05.01		
52	ZL201220527104.4		2013.05.01		
53	ZL201220529357.5	LED	2013.05.01		

2

1		4221394	5	2011.05.14	
2		4221395	10	2007.02.07	
3	CHAN GEE	4789770	5	2009.04.07	
4	CHANGE E	6036022	10	2011.08.14	
5	CHANGE G	6904208	5	2010.07.14	
6		7994847	5	2011.02.07	
7		7994888	5	2011.04.21	
8		7994920	5	2011.02.07	
9		7994976	10	2011.02.28	

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II 6815

III 6815

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			/	
1	GS20130026			2013.03.27-2018.03.26
2	GS20140083			2014.07.04-2019.07.03
3	L5496			2010.11.01-2015.10.31
4	K4955			2009.08.10-2014.08.09

2010

79

2010

[2011]101

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[2012]8

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GMP 2013 12 31

2010

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GMP

[2011]365

GMP

GMP

3

			/	
1	2011 2150008			2011.05.10-2015.05.09
2	() 2014 2660007			2014.04.11-2019.04.10
3	2013 1150001			2013.07.23-2017.07.22
4	2013 1150002			2013.10.16-2017.10.15
5	() 2010 1150001			2010.02.04-2014.02.03
6	() 2010 1150002			2010.03.29-2014.03.28

4

1

6

1	H20103085			2010-02-26
2	H20103075			2010-02-26

3	H20103076			2010-02-26
4	H20103794			2010-12-31
5	H20113490			2011-12-01
6	H20103084			2010-02-26

2

161

1	H62020316			2010-09-14
2	H62020974			2010-09-13
3	H62020315			2010-09-14
4	H62020261			2010-09-14
5	H62020260			2010-09-13
6	H620202594 e			

25	H62020117			2010-09-14
26	H62020116			2010-09-14
27	H62020757			2010-09-14
28	H62020966			2010-09-14
29	H62020114			2010-09-14
30	H62020012			2010-09-14
31	H62020113			2010-09-14
32	H62020112			2010-09-13
33	H62020965			2010-09-30
34	H10950114			2011-03-25
35	H62020111			2010-09-14
36	H62020110			2010-09-14
37	H62020011			2010-09-14
38	H62021147			2010-09-14
39	H62021214			2010-09-14
40	H62021145			2010-09-13
41	H62021284			2010-09-14
42	H62020010			2010-09-14
43	H62020109			2010-09-13
44	H62020108			2010-09-13
45	H62021213		EC	2010-09-30
46	H62020107		C	2010-09-14
47	H62021166		C	2010-09-14
48	H62020314		B6	2010-09-14
49	H62020313		B2	2010-09-14
50	H62020312		B1	2010-09-14
51	H62020961			2010-09-14
52	H62020964			2010-09-13
53	H62020963			2010-09-30
54	H62020956		U	2010-09-13
55	H62021062		C	2010-09-13
56	H62020311			2010-09-14

57	H62020310			2010-09-30
58	H62020009			2010-09-14
59	H62020008			2010-09-14
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61	H62020007			2010-09-14
62	H62020962			2010-09-14
63	H62020006			2011-03-25
64	H62020308			2010-09-14
65	H62021129			2010-09-13
66	H62020307			2010-09-14
67	H62020001			2010-09-30
68	H62020004			2010-09-30
69	H62020002			2010-09-30
70	H62020005			2010-09-30
71	H62020003			2010-09-30
72	H62020152			2010-09-30
73	H62020153			2010-09-30
74	H62020154			2011-01-10
75	H62021128			2010-09-30
76	H62021127			2010-09-30
77	H62020306			2010-09-14
78	H62020305			2010-09-13
79	H62020151			2010-09-14
80	H62020973			2010-09-14
81	H62021165			2011-03-25
82	H62021126			2011-03-25
83	H62021065			2010-09-14
84	H62020150			2010-09-14
85	H62020149			2010-09-13
86	H62020304			2010-09-14
87	H62020148			2010-09-14
88	H62020303			2010-09-14

89	H62020147			2010-09-30
90	H62020146			2010-09-30
91	H62020145			2010-09-30
92	H62020972			2010-09-14
93	H62020144			2010-09-14
94	H62020302			2010-09-14
95	H62020301			2010-09-13
96	H62020300			2010-09-14
97	H62020299			2010-09-13
98	H62021163			2010-09-13
99	H62021162			2010-09-13
100	H62020298			2010-09-14
101	H62021078			2010-09-13
102	H62020280			2010-09-13
103	H62020960			2010-09-13
104	H62020279			2010-09-14
105	H62021167			2010-09-14
106	H62020959			2010-09-14
107	H62021124		D2	2010-09-14
108	H62020277			2010-09-14
109	Z62020366			2010-09-13
110	H62020276			2010-09-30
111	H62020275			2010-09-14
112	H62020274			2011-03-25
113	H62020273			2010-09-14
114	H62020958			2010-09-13
115	H62020272			2010-09-13
116	H62020271			2010-09-14
117	H62020119			2010-09-30
118	H62020270			2010-09-25
119	H62020269			2010-09-14
120	H62020268			2010-09-14

121	H62020267			2010-09-14
122	H62020266			2010-09-13
123	H62020265			2010-09-26
124	H62020957			2010-09-13
125	H62020264			2010-09-14
126	H62020263			2010-09-14
127	H62021146			2010-09-30
128	H62021063			2010-09-30
129	H62020143			2010-09-14
130	H62020262			2010-09-14
131	H62020971			2010-09-14
132	H62020256			2010-09-14
133	H62020255			2010-09-30
134	H62021222			2010-09-14
135	H62020970			2010-09-13
136	H62020254			2010-09-14
137	H62020142			2010-09-14
138	H62020253			2010-09-14
139	H62020141			2010-09-14
140	H62021064			2010-09-14
141	H62020140			2010-09-13
142	H62020252			2010-09-14
143	H62021123			2010-09-14
144	H62021144			2010-09-13
145	H62020251			2010-09-14
146	H62020139			2010-09-13
147	H62020250			2010-09-14
148	H62020249			2010-09-14
149	H62020969			2010-09-14
150	H62020138			2010-09-14
151	H62020248			2010-09-14

152	H62020247			2010-09-13
153	H62020246			2010-09-13
154	H62020968			2010-09-13
155	H62020137			2010-09-13
156	H62020967		()	2010-09-14
157	Z62020365			2010-09-13
158	H62020245			2010-09-13
159	H62020244			2010-09-13
160	H62020243			2010-09-13
161	H62020242			2010-09-13

GMP

1

1	2009 028		2009-9-8	2015-3-25	3,600
2	2009 015-1		2009-6-23	2014-9-27	2,790
3	2010 090031009200001		2010-9-10	2015-3-9	2,500
4			2009-9-15	2015-3-19	1,800

	2009 032				
5	(2013)001		2013-5-30	2015-5-29	12,000

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2,430.431

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1,096,784 2013 10 29

31 300,000

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