蓝帆医疗股份有限公司与交易对方关于

重大资产重组事宜采取的保密措施及保密制度的说明

Blue Sail Medical Co., Ltd. and Counterparties'

Statement on the Confidentiality Measures and System

Adopted in the Significant Asset Restructuring

蓝帆医疗股份有限公司（以下简称“蓝帆医疗”、“本公司”或“公司”）拟通过发行股份及支付现金的方式向淄博蓝帆投资有限公司（以下简称“蓝帆投资”）等 18 名交易对方购买其合计持有的 CB Cardio Holdings II Limited（以下简称“CBCH II”）的 69.24%股份，并拟通过发行股份的方式向北京中信投资中心（有限合伙）（以下简称“北京中信”）购买其所持有的 CB Cardio Holdings V Limited（以下简称“CBCH V”）的 100%股份（以下简称“本次交易”或“本次重组”）。本次交易属于上市公司股价敏感重大信息。

Blue Sail Medical Co., Ltd. (hereinafter referred to as “Blue Sail Medical”, or the “Company”) intends to purchase 69.24% shares of CB Cardio Holdings II Limited (hereinafter referred to as “CBCH II”) from 18 counterparties including Zibo Blue Sail Investment Limited (hereinafter referred to as “Blue Sail Investment”) by issuance of shares and payment of cash, and purchase 100% shares of CB Cardio Holdings V Limited (hereinafter referred to as “CBCH V”) from Beijing CITIC Investment Center (Limited Partnership) (hereinafter referred to as “Beijing CITIC”) by issuance of shares (hereinafter referred to as the “Transaction” or the “Restructuring”). The Transaction falls within the scope of significant stock price sensitive information of a listed company.

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蓝帆医疗与交易对方在此次重大资产重组事宜中，严格按照中国证监会《上市公司重大资产重组管理办法》、《上市公司信息披露管理办法》、《关于规范上市公司信息披露及相关各方行为的通知》等规范性文件的要求，以及深圳证券交易所《深圳交易所股票上市规则》、《深圳交易所中小企业板上市公司规范运作指引》、《中小企业板信息披露业务备忘录第 8 号：重大资产重组相关事项》等规则的要求，遵循上市公司内部控制制度的规定，采取了充分必要的保密措施，制定了严格有效的保密制度，有效做好了股价敏感信息的保密管理工作，未出现股价敏感重大信息泄露等违规行为。现说明如下：

In the Restructuring, Blue Sail Medical and the counterparties have adopted sufficient and necessary confidentiality measures, established a strict and effective confidentiality system, and have effectively managed the confidentiality of stock price sensitive information in strict accordance with the requirements in *Administrative Measures on Significant Asset Restructuring of Listed Companies, Administrative Measures on Information Disclosure by Listed Companies, Notice on Standardizing Information Disclosure by Listed Companies and the Conduct of the Relevant Parties* and other regulatory documents promulgated by China Securities Regulatory Commission, and the requirements in *Stock Listing Rules of the Shenzhen Stock Exchange, Guidelines on the Regulated Operations of Companies Listed on Small and Medium-Size Enterprise Stock Market, Memorandum No. 8 of Information Disclosure for Small and Medium-Size Enterprise Stock Market: The Related Matters of Significant Asset Restructuring* and other rules promulgated by Shenzhen Stock Exchange, as well as the requirements of the listed company's internal control system. No illegal behavior such as leakage of the stock price sensitive information occurs. Further illustration is hereby given as follows:

一、高度重视内幕信息管理，严格控制内幕信息知情人范围

1. Attaching great importance to insider information management, and strictly controlling the scope of insiders

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公司及交易对方筹划本次交易期间高度重视内幕信息管理，自交易各方初步接触阶段至本次重组框架性方案基本确定阶段，公司严格控制内幕信息知情人范围，仅有公司董事长、董事会秘书、主要交易对方、独立财务顾问、审计机构人员、评估机构人员、法律顾问等主要参与人员知悉相关事项。

The Company and the counterparties have attached great importance to the insider information management during planning of the Transaction. From the initial contact stage to the stage where the framework of the Restructuring has been basically confirmed, the Company has strictly controlled the scope of insiders. Only the Chairman of the Board of Directors, the Board Secretary, the key counterparties, independent financial advisors, auditors, appraisers, legal counsels and other key participants have access to the related matters.

二、依法实施股票停牌，避免股价异常波动

2. Legally suspending stocks from trading to avoid abnormal fluctuations of stock price

为防止内幕信息知情人范围扩大而导致内幕信息泄露，经向深圳证券交易所申请，公司股票（股票简称：蓝帆医疗，股票代码：002382）自 2017 年 7 月 24 日开市起停牌，并于 2017 年 7 月 24 日披露了《重大事项停牌公告》（公告编号：2017-039）、于 2017 年 7 月 29 日披露了《关于重大事项停牌的进展公告》（公告编号：2017-040）。

To prevent leakage of insider information due to the expansion of scope of insiders, upon making application to Shenzhen Stock Exchange, the Company stocks (stock abbreviation: Blue Sail Medical, stock code: 002382) were suspended from trading since the opening of market on July 24, 2017. The Company disclosed the *Announcement on Suspension Trading for Significant Matters* (Announcement No.

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2017-039) on July 24, 2017, and the *Announcement on the progress of Suspension for Significant Matters* (Announcement No. 2017-040) on July 29, 2017.

经过各方商讨和论证，预计上述筹划的重大事项将构成重大资产重组，经向深圳证券交易所申请，公司股票自 2017 年 8 月 7 日开市起转入重大资产重组程序继续停牌，于 2017 年 8 月 5 日披露了《关于筹划重大资产重组的停牌公告》（公告编号：2017-041）。停牌期间，公司每五个交易日披露一次《重大资产重组进展公告》。

After discussion and demonstration of the parties, the above-mentioned significant matters are expected to constitute a significant asset restructuring. Upon making application to Shenzhen Stock Exchange, the Company stocks continued to be suspended from trading since the opening of market on August 7, 2017 for the Company's entering into significant asset restructuring. On August 5, 2017, the Company disclosed the *Announcement on Suspension for Planning Significant Asset Restructuring* (Announcement No. 2017-041). During the suspension, the Company disclosed the *Announcement on the Progress of the Trading Suspension for Significant Asset Restructuring* every five trading days.

三、及时签订保密协议，积极履行内幕信息知情人登记管理

3. Timely Signing the Non-Disclosure Agreement, actively performing the registration and management of insiders

公司股票停牌后，按照深圳证券交易所的要求，公司完成了交易进程备忘录、内幕信息知情人有关材料的递交和在线填报。公司聘请了独立财务顾问、法律顾问、审计、评估等中介机构，并与上述中介机构签署了《保密协议》，明确约定了保密信息的范围及相关主体的保密责任。

Since the trading suspension of the stock of the Company, in accordance with the

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requirements of the Shenzhen Stock Exchange, the Company has completed the submission and online filling of the transaction process memo and materials related to insiders. The Company has engaged independent financial advisor, the legal counsel, the auditor, the appraiser and other intermediary agencies and has signed Non-disclosure Agreements with afore-mentioned agencies, which has clearly stipulated the scope of confidential information and confidentiality obligations of related entities.

四、内幕信息知情人及其直系亲属进行自查

4. Self-examination of insiders and their direct relatives

公司对本次重组项目的内幕信息知情人以及直系亲属进行了买卖公司股票的自查，并向中国证券登记结算有限责任公司申请核查知情人及其直系亲属的股票账户，确保没有内幕交易情形的出现。

The Company has done self-examination on insiders and their direct relatives regarding trading of the Company's stocks, and has applied to China Securities Depository and Clearing Corporation Limited to verify the stock accounts of the insiders and their direct relatives so as to ensure that no insider trading occurs.

综上，公司及交易对方已根据法律、法规及中国证券监督管理委员会颁布的相关文件的规定，制定了严格有效的保密制度，采取必要且充分的保密措施，限定相关敏感信息的知悉范围，及时签订了保密协议，严格地履行了资产重组信息在依法披露前的保密义务。

In summary, pursuant to the provisions of the laws and regulations and relevant documents promulgated by the China Securities Regulatory Commission, the Company and the counterparties have formulated a strict and effective confidentiality system, taken necessary and sufficient measures of confidentiality to limit the scope

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of assess of relevant sensitive information, timely signed Non-disclosure Agreements, and strictly performed the confidentiality obligation towards the asset restructuring information before its legitimate disclosure.

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蓝帆医疗股份有限公司（盖章）

Blue Sail Medical Co., Ltd. (Seal)

年　　月　　日

Date:

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淄博蓝帆投资有限公司（盖章）

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北京中信投资中心（有限合伙）（盖章）

年　　月　　日

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Wealth Summit Ventures Limited (Seal)

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V-Sciences Investments Pte Ltd. (Seal)

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China Development Bank International Holdings Limited (Seal)

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Marine Trade Holdings Limited (Seal)

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Cinda Sino-Rock Investment Limited (Seal)

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Tongo Investment Limited (Seal)

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Jose Calle Gordo (Signature)

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The Calle Moreno Family Trust

Affinity Trust Limited 作为 The Calle Moreno Family Trust 的受托人（盖章）

Affinity Trust Limited as the trustee of The Calle Moreno Family Trust (Seal)

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Li Bing Yung (Signature)

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Pascal Vincent Cabanel (Signature)

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