

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**上海復旦張江生物醫藥股份有限公司**  
**Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.\***  
*(a joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock code:1349)**

**INDICATIVE ANNOUNCEMENT  
IN RELATION TO THE ESTABLISHMENT OF  
DE MEI ZHEN LIAN CO., LTD.**

This announcement is made by Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.\* (上海復旦張江生物醫藥股份有限公司) (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board of directors (the “**Board**”) of the Company is pleased to announce that on 12 December 2014, the Board approved to establish a joint venture named De Mei Zhen Lian Co., Ltd.\* (德美診聯有限公司) (“**De Mei Zhen Lian**”, the proposed name is subject to the approval from the department of industry and commerce) by the Company and independent third parties, including Zhong He Hou De Investment Management Co., Ltd.\* (中和厚德投資管理有限公司) (“**Zhong He Hou De**”) in China (Shanghai) Pilot Free Trade Zone. De Mei Zhen Lian will make investment to establish and operate nationwide skin beauty chain clinics, by taking advantage of the brand effect and market share of the Company in the skin beauty field of medical market.

The registered capital of De Mei Zhen Lian will be RMB40,000,000. The Company, Zhong He Hou De and the management team of De Mei Zhen Lian will hold as to 40%, 35% and 25% of equity interests in De Mei Zhen Lian, respectively. Each party will make its capital contribution in cash.

The establishment of De Mei Zhen Lian does not constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules or a connected transaction of the Company under Chapter 14A of the Listing Rules.

**Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.**

By Order of the Board  
**Wang Hai Bo**  
Chairman

As at the date on the publication of this announcement, the Board comprises:

Mr. Wang Hai Bo (Executive Director)

Mr. Su Yong (Executive Director)

Mr. Zhao Da Jun (Executive Director)

Ms. Ke Ying (Non-executive Director)

Mr. Shen Bo (Non-executive Director)

Ms. Yu Xiao Yang (Non-executive Director)

Mr. Zhou Zhong Hui (Independent Non-executive Director)

Mr. Lam Yiu Kin (Independent Non-executive Director)

Mr. Chen Kai Xian (Independent Non-executive Director)

**Shanghai, the PRC**

12 December 2014

*\* For identification purpose only*