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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)

ANNOUNCEMENT
IN RELATION TO THE ESTABLISHMENT OF
DERMA CLINIC INVESTMENT 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).

Reference is made to the announcement of the Company dated 12 December 2014 in relation to the establishment of Derma Clinic Investment Co., Ltd.* (德美診聯醫療投資管理有限公司) (“**Derma Clinic**”) (the “**Announcement**”). Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meaning as those defined in the Announcement.

The Board is pleased to announce that on 27 July 2015, Derma Clinic was established in Shanghai, China. The Company has received the approval, and completed the registration and filing procedures with the relevant authorities as at the date of this announcement. The details of Derma Clinic are as follows:

Registered capital:	RMB 50,000,000
Capital contribution:	<p>(i) RMB 25,020,000 shall be contributed by the Company, representing 50.04% of the registered capital of Derma Clinic;</p> <p>(ii) RMB 17,500,000 shall be contributed by Zhong He Hou De, representing 35.00% of the registered capital of Derma Clinic; and</p> <p>(iii) RMB 7,480,000 shall be contributed by Mr. Lin Yan Feng (“Mr. Lin”), representing 14.96% of the registered capital of Derma Clinic.</p> <p>The aforesaid capital contributions will be made in cash and in three instalments. The first instalment of RMB 5,010,000, RMB 3,500,000 and RMB 1,490,000 will be made by the Company, Zhong He Hou De and Mr. Lin, respectively and the rest will be made according to the investment agreement or actual situations in the future.</p>
Scope of business:	Medical investment management, health industry management, project investment, assets management, investment consultation, business consultation, medical consultation and corporate management consultation.

Derma Clinic 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. Upon the establishment, Derma Clinic became a subsidiary of the Company and its financial statements will be consolidated into the financial statements of the Company.

To the best of the knowledge, information and belief having made all reasonable enquires by the directors of the Company, Zhong He Hou De and its ultimate beneficial owner(s) and Mr. Lin are third parties independent of the Company and connected persons (as defined in the Listing Rules).

As the applicable percentage ratios for the establishment of Derma Clinic are less than 5%, the establishment of Derma Clinic does not constitute a notifiable transaction of the Company under Chapter 14 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. Xu Qing (Independent Non-executive Director)

Shanghai, the People's Republic of China

4 August 2015

** For identification purpose only*