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三生制药
3SBIO INC.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1530)

(Convertible Bonds Code: 5241)

**ADOPTION OF SHARE AWARD SCHEME
GRANT OF AWARDED SHARES UNDER
THE GENERAL MANDATE PURSUANT TO
THE SHARE AWARD SCHEME
AND
EXTENSION OF FACILITY AGREEMENT**

ADOPTION OF SHARE AWARD SCHEME

The Board is pleased to announce that it has adopted the Scheme on the Adoption Date. The Company believes that the ability to attract and retain talented resources and business relationships is vital to its success. Introduction of the Scheme will provide additional flexibility for the Company to achieve its objectives to attract and motivate talents and contributors, and to retain them in the Group and to develop and strengthen their relationships with the Group.

Subject to any early termination as may be determined by the Board pursuant to the terms of the Scheme, or unless the Board by resolutions, resolve otherwise, the Scheme shall be valid and effective for a term of ten years commencing on the Adoption Date.

Pursuant to the Scheme, the Board shall pay or (if a Scheme Trustee is appointed) cause to pay the Scheme Trustee the subscription or purchase price for the Shares and the related expenses from the Company's resources.

If Share awards are to be comprised of new Shares, such new Shares shall be allotted and issued by the Board to the Selected Participants (excluding Directors and/or connected persons of the Group) using the general mandate granted to them by the Shareholders from time to time unless separate Shareholders' approval is obtained in a general meeting of the Company.

The Scheme does not constitute a share option scheme or an arrangement analogous to a share option scheme for the purpose of Chapter 17 of the Listing Rules and is a discretionary scheme of the Company. No Shareholders' approval is required for the adoption of the Scheme.

GRANT OF AWARDED SHARES PURSUANT TO THE SCHEME

On 16 July 2019, the Board resolved to grant a maximum of 10,000,000 Awarded Shares to 37 Grantees, subject to vesting conditions, pursuant to the terms of the Scheme, in order to recognize the contributions of the Grantees to the Group. All of the Grantees are eligible participants under the Scheme and are independent employees of the Group, and none of them is connected with the Company or any connected person(s) of the Company.

The new Awarded Shares to the Grantees shall be allotted and issued by the Company under the General Mandate. Assuming that a total of 10,000,000 Awarded Shares are allotted and issued by the Company, such Awarded Shares represent (i) approximately 0.3945% of the total number of Shares in issue as at the date of this announcement; and (ii) approximately 0.3929% of the total number of Shares in issue as enlarged by the allotment and issue of the new Awarded Shares (assuming there is no change in the issued share capital of the Company from the date of this announcement up to the allotment date of the new Shares, other than the allotment and issue of the new Awarded Shares).

Application will be made by the Company to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the new Awarded Shares.

EXTENSION OF FACILITY AGREEMENT

Reference is made to the announcement of the Company dated 17 July 2018 in relation to the Facility Agreement, pursuant to which Strategic International, a direct wholly-owned subsidiary of the Company, agreed to provide a loan to Medical Recovery in the principal amount of US\$30,000,000 (for illustration purpose only, equivalent to approximately HK\$234,815,000) with an interest rate of 4% per annum.

On 16 July 2019, Medical Recovery issued a Notice of Extension, requesting that the Original Final Maturity Date be extended to the Extended Final Maturity Date. Upon acknowledgment of the terms of the Notice of Extension, Strategic International agreed to the Extension.

Medical Recovery directly holds approximately 1.81% of the issued share capital of the Company as at the date of this announcement, and it is one of the controlling shareholders of the Company for purposes of the Listing Rules. Therefore, the Extension constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio in respect of the Facility Agreement and the Extension in aggregate is more than 0.1% but less than 5%, the Notice of Extension and the transaction contemplated thereunder are subject to reporting and announcement requirements but are exempt from the independent shareholders' approval requirements under the Listing Rules.

ADOPTION OF SHARE AWARD SCHEME

The Board is pleased to announce that it has adopted the Scheme on the Adoption Date. The Company believes that the ability to attract and retain talented resources and business relationships is vital to its success. Introduction of the Scheme will provide additional flexibility for the Company to achieve its objectives to attract and motivate talents and contributors, and to retain them in the Group and to develop and strengthen their relationships with the Group.

A summary of terms of the Scheme is set out below:

Purpose

The specific purposes and objectives of the Scheme are:

1. to recognise the contributions by certain Participants and to motivate and give incentives thereto in order to retain them for the continual operation and development of the Group;
2. to attract suitable personnel for further development of the Group; and
3. to provide certain Participants with a direct economic interest in attaining a long-term relationship between the Group and certain Participants.

Administration

The Scheme shall be subject to the administration of the Board in accordance with the terms of the Scheme.

Duration

Subject to any early termination as may be determined by the Board pursuant to the terms of the Scheme, or unless the Board by resolutions, resolve otherwise, the Scheme shall be valid and effective for a term of ten years commencing on the Adoption Date.

Operation

The Board may from time to time, at its absolute discretion select any Participant (excluding Excluded Participant) for participation in the Scheme as a Selected Participant and determine the number of Shares to be awarded. The Board shall, after having regard to all relevant circumstances and affairs of the Group including without limitation the Group's business and financial performance of the Group, determine the maximum amount of funds to be allocated by the Board out of the Company's resources for the purchase or subscription of the awarded Shares.

The Board shall pay or (if a Scheme Trustee is appointed) cause to pay the Scheme Trustee the subscription or purchase price for the Shares and the related expenses from the Company's resources. Where the Awards are not granted directly to the Selected Participants and are granted to the Scheme Trustee appointed by the Company for the benefit of the Selected Participants, the Scheme Trustee shall purchase from the open market or subscribe from the Company the relevant number of Shares so awarded and shall hold such Shares until they are vested in accordance with the terms of the Scheme.

An Award may be granted with reference to a designated number of awarded Shares or Reference Awarded Sum.

Vesting and Lapse

The Board has the power, at its absolute discretion and based on such factors and circumstances as it considers relevant and appropriate, to determine the terms and conditions in respect of each Award, including but not limited to the vesting date and other vesting conditions, which shall be set out in the award letter to be issued by the Company to the relevant Selected Participant.

Unless otherwise determined by the Board, an Award shall automatically lapse when:

- the Board determines that no awarded Shares shall vest because any or all of the performance conditions and other vesting conditions applicable to such Selected Participant has not been satisfied or waived by the Board;
- a Selected Participant ceases to be a Participant by reason of (i) the resignation or termination of the Selected Participant's employment, office, engagement, contract or relationship with the Group (as the case may be); or (ii) the termination of his/her/its employment, office, engagement, contract or relationship by the Company or the relevant subsidiary of the Company on the grounds that he/she/it has been guilty of misconduct, or has become insolvent or is unable or has no reasonable prospects of being able to pay his/her/its debts, or has made any arrangements or composition with his/her/its creditors generally, or has been convicted of any criminal offence involving his/her/its integrity or honesty or (if so determined by the Board) on any other ground on which an employer or person would be entitled to terminate his/her/its employment, office, engagement, contract or relationship (as the case may be) at common law or pursuant to any applicable laws or under the Selected Participant's service contract or terms of office, engagement or other contract or relationship with the Company or the relevant subsidiary of the Company; or

- an order for the winding-up of the Company is made or a resolution is passed for the voluntary winding-up of the Company (otherwise than for the purposes of, and followed by, an amalgamation or reconstruction in such circumstances that substantially the whole of the undertaking, assets and liabilities of the Company pass to a successor company).

After the grant of an Award and at any time on or prior to the vesting date, in the event that:

- the Selected Participant (i) dies; (ii) retires at his/her/its normal retirement date or earlier or later date by agreement with the Company or the relevant subsidiary of the Company; (iii) ceases to be a Participant as the employment, office, engagement or relationship of the Participant with the Group is terminated on the ground of disability due to physical injury or ill health or insanity or on the ground of incapacity (as the case may be); (iv) ceases to be a Participant as the employment, office, engagement, contract or relationship of the Participant with the Group is terminated by the Company or the relevant subsidiary of the Company except for the termination on the ground of misconduct; or (v) ceases to be a Participant but becomes, or continues to be, a consultant, customer, supplier, agent, partner or adviser of or contractor to the Group or an affiliate;
- the relevant subsidiary of the Group by which a Selected Participant is employed or engaged or with which a Selected Participant has a contract or relationship ceases to be subsidiary of the Company (or of a member of the Group); or
- a Selected Participant is found to be an Excluded Participant,

then, the Board may, at its absolute discretion, determine whether any awarded Shares shall vest, and if, affirmative, the number of awarded Shares shall vest on the vesting date as original provided in the relevant award letter or such other date as the Board may determine in its absolute discretion having regard to all circumstances and factors as the Board deems fit.

General Mandate May be Used to Satisfy Awards

If Share awards are to be comprised of new Shares, such new Shares shall be allotted and issued by the Board to the Selected Participants (excluding Directors and/or connected persons of the Group) using the general mandate granted to them by the Shareholders from time to time unless separate Shareholders' approval is obtained in a general meeting of the Company. The Company will comply with the relevant Listing Rules when granting awards of new Shares or issuing new Shares to satisfy awards.

Share Awards to Directors and/or Connected Persons

Shares may be awarded to Selected Participants, including Directors and/or connected persons of the Group. If new Shares are awarded to Directors and/or connected persons of the Group, such awards shall constitute connected transactions under Chapter 14A of the Listing Rules and the Company shall comply with the relevant requirements under the Listing Rules.

Restrictions

No payment shall be made to the Scheme Trustee (if appointed), no discretion shall be exercised by the Board or the remuneration committee of the Board pursuant to the terms of the Scheme and no instructions to deal in any Shares shall be given to the Scheme Trustee under the Scheme where such payment, exercise of discretion or giving of instructions (as applicable) is prohibited under the Listing Rules, the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or other applicable laws from time to time (and such prohibition has not been waived in respect of the Company).

Voting Rights

The Scheme Trustee (if appointed) shall not exercise the voting rights in respect of any Shares held under the Scheme Trust (including but not limited to the awarded Shares, the Returned Shares, any bonus Shares and scrip Shares) or take any action in relation to such Shares in the event of a proposed change of control of the Company.

Termination

The Scheme shall terminate on the earlier of the tenth anniversary date of the Adoption Date or such date of early termination as determined by the Board provided that such termination shall not affect any subsisting rights of any Selected Participants under the Scheme.

Upon expiry of the Trust Period, if a Scheme Trustee is appointed, (i) the Returned Shares and such non-cash income remaining in the Scheme Trust fund shall be sold by the Scheme Trustee, within 20 Hong Kong Business Days (on which the trading of the Shares has not been suspended) of receiving notice of the termination of the Scheme (or such longer period as the Board may otherwise determine); and (ii) the residual cash, net proceeds of sale referred to above and such other funds remaining in the Scheme Trust (after making appropriate deductions) shall be remitted to the Company immediately upon expiry of the Trust Period, or if later immediately after the sale, in accordance with the terms of the Scheme.

Listing Rules Implications

The Scheme does not constitute a share option scheme or an arrangement analogous to a share option scheme for the purpose of Chapter 17 of the Listing Rules and is a discretionary scheme of the Company. No Shareholders' approval is required for the adoption of the Scheme.

Selected Participants under the Scheme shall include any Participant of or in connection with the Group, who, in the sole opinion of the Board, will contribute or have contributed to the Group. Where any Award will be satisfied by new Shares to be allotted and issued to the Scheme Trustee by the Company under a general mandate or specific mandate, applications will be made by the Company to the listing committee of the Stock Exchange for the listing of, and permission to deal in the new Shares on the Stock Exchange.

In connection with the implementation of the Scheme, the Board may, from time to time, instruct a Scheme Trustee to subscribe for new Shares and/or purchase Shares from the open market.

Where any Award involving new Shares is proposed to be made to any Selected Participant who is a connected person within the meaning of the Listing Rules, the Company shall comply with such provisions of the Listing Rules as may be applicable, including any reporting, announcement and/or independent shareholders' approval requirements, unless otherwise exempted under the Listing Rules.

GRANT OF AWARDED SHARES PURSUANT TO THE SCHEME

On 16 July 2019, the Board resolved to grant a maximum of 10,000,000 Awarded Shares to 37 Grantees, subject to vesting conditions, pursuant to the terms of the Scheme, in order to recognize the contributions of the Grantees to the Group. All of the Grantees are eligible participants under the Scheme and are independent employees of the Group, and none of them is connected with the Company or any connected person(s) of the Company.

The Scheme does not constitute a share option scheme within the meaning of Chapter 17 of the Listing Rules, and is a discretionary scheme of the Company.

Issue of the New Awarded Shares under the General Mandate

The new Awarded Shares to the Grantees shall be allotted and issued by the Company under the General Mandate. Assuming that a total of 10,000,000 Awarded Shares are allotted and issued by the Company, such Awarded Shares represent (i) approximately 0.3945% of the total number of Shares in issue as at the date of this announcement; and (ii) approximately 0.3929% of the total number of Shares in issue as enlarged by the allotment and issue of the new Awarded Shares (assuming there is no change in the issued share capital of the Company from the date of this announcement up to the allotment date of the new Shares, other than the allotment and issue of the new Awarded Shares).

The Awarded Shares

Pursuant to the terms of the Scheme, the Awarded Shares shall be granted to the Grantees for nil consideration. The new Awarded Shares shall be allotted and issued to the Grantees directly or to the Scheme Trustee (if appointed) at nominal value of US\$0.00001 each. Based on the closing price of HK\$13.880 per Share as quoted on the Stock Exchange as at the date of this announcement, the market value of 10,000,000 new Awarded Shares allotted and issued is HK\$138,800,000. The nominal value of the new Awarded Shares is US\$100 (i.e. approximately HK\$783). The average closing price of the Shares for the five consecutive trading days immediately preceding the date of this announcement as quoted on the Stock Exchange is approximately HK\$13.892 per Share.

Vesting Date

The new Awarded Shares shall be issued and allotted, subject to vesting conditions, in two tranches as follows: (i) a maximum of 5,000,000 Awarded Shares in 2019; and (ii) a maximum of 5,000,000 Awarded Shares in 2020. The issue and allotment of the Awarded Shares is subject to the conditions as set out in the Scheme and the fulfilment of such conditions as specified by the Board.

Ranking of the Awarded Shares

The new Awarded Shares, when issued and fully paid, shall rank pari passu among themselves and with those Shares in issue, with the right to receive all dividends and other distributions declared, made or paid on or after the allotment date.

Conditions Precedent

The allotment and issue of 10,000,000 new Awarded Shares to the Grantees shall be subject to the Listing Committee of the Stock Exchange having granted the approval for the listing of, and permission to deal in such Awarded Shares.

General Mandate

Pursuant to the General Mandate, the Company is authorised to allot and issue up to 506,998,410 Shares, representing 20% of the total number of the issued Shares as at the date of the 2019 AGM. No Shares have been allotted and issued under the General Mandate as at the date of this announcement.

Application for Listing

Application will be made by the Company to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the new Awarded Shares.

Equity Fund Raising Activities of the Company in the Past 12 Months

The Company has not conducted any equity fund raising activities in the past 12 months immediately preceding the date of this announcement.

Reasons for the Award of the Awarded Shares

The Company believes that the ability to attract and retain talented resources and business relationships is vital to its success. Introduction of the Scheme will provide additional flexibility for the Company to achieve its objectives to attract and motivate talents and contributors, and to retain them in the Group and to develop and strengthen their relationships with the Group. Furthermore, there will not be any actual cash outflow by the Group under the award of the Awarded Shares to provide incentives to the Grantees. In this regard, the Directors consider that the terms and conditions of the allotment and issue of new Awarded Shares are fair and reasonable and are in the interests of the Company and the Shareholders as a whole. Upon allotment and issue of the new Awarded Shares, the Grantees will be directly awarded with the Awarded Shares at no consideration, or the Scheme Trustee (if appointed) will hold the new Shares on trust for the Grantees and such new Awarded Shares shall be transferred to the Grantees at no consideration on the vesting dates. As such, no fund will be raised by the Company as a result of the allotment and issue of the Awarded Shares.

EXTENSION OF FACILITY AGREEMENT

Reference is made to the announcement of the Company dated 17 July 2018 (“**Announcement**”) in relation to the Facility Agreement, pursuant to which Strategic International, a direct wholly-owned subsidiary of the Company, agreed to provide a loan to Medical Recovery in the principal amount of US\$30,000,000 (for illustration purpose only, equivalent to approximately HK\$234,815,000) with an interest rate of 4% per annum.

Notice of Extension

As disclosed in the Announcement, the purpose of the Loan is for Medical Recovery to purchase the issued ordinary shares of the Company for employee retention and incentive purposes and the monies borrowed under the Facility Agreement are to be applied towards financing the purchase of Shares and the fees and expenses incurred by it relating to such purchase for employee retention and incentive purposes.

On 16 July 2019, Medical Recovery issued a Notice of Extension, requesting that the Original Final Maturity Date be extended to the Extended Final Maturity Date. Upon acknowledgment of the terms of the Notice of Extension, Strategic International agreed to the Extension.

Pursuant to the Notice of Extension, the Original Final Maturity Date, being 17 July 2019, shall be extended to the Extended Final Maturity Date, being 17 July 2020. Medical Recovery will, within three Business Days of demand, pay to Strategic International the amount of all costs and expenses (including legal fees) reasonably incurred by Strategic International in connection with the Extension.

Save as disclosed herein, the Facility Agreement shall remain in full force and effect notwithstanding the Extension. For details of the terms of the Facility Agreement, please refer to the Announcement.

Information of The Trust and Medical Recovery

The Trust was incorporated in the Cayman Islands and was established by Mr. TAN Bo, Ms. SU Dongmei, Mr. HUANG Bin and Mr. LI Ke (all being the settlors), with TMF (Cayman) Ltd. acting as the trustee of the Trust and the beneficiaries of which are employees of the Company and other persons declared by the advisory committee of the Trust and/or the trustee thereof. Dr. LOU Jing, Mr. TAN Bo, Ms. SU Dongmei and Mr. HUANG Bin are current members of the advisory committee of the Trust.

Medical Recovery is owned as to 100% by the Trust and it was set up for employee incentive purposes. As at the date of this announcement, Medical Recovery directly holds approximately 1.81% of the issued share capital of the Company and it is one of the controlling shareholders of the Company for purposes of the Listing Rules.

Information of the Company and Strategic International

The Company is a leading biotechnology company in the PRC founded in 1993. As a pioneer in the PRC biotechnology industry, the Group has extensive expertise in developing, manufacturing and commercializing biopharmaceuticals.

Strategic International is a direct wholly-owned subsidiary of the Company and is the issuer of Euro 300,000,000 zero coupon convertible bonds due 2022. Please see the Company's announcements dated 12 July 2017 and 21 July 2017 for details.

Reasons for and Benefits of Agreeing to the Extension

The purpose of the Loan is for Medical Recovery to purchase the issued ordinary shares of the Company for employee retention and incentive purposes. The Company considers it an effective and efficient way to motivate and incentivise its employees on a continuous basis, which is beneficial to the sustainable development of the Group. In addition, the Board considers that the Group currently has surplus cash resources and agreeing to the Extension can put such resources to more efficient use and to generate better returns.

The Directors (including the independent non-executive Directors) consider that the transactions contemplated under the Notice of Extension are on normal commercial terms after arm's length negotiations between the respective parties, and the terms of the Notice of Extension are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Listing Rules Implications

Medical Recovery directly holds approximately 1.81% of the issued share capital of the Company as at the date of this announcement, and it is one of the controlling shareholders of the Company for purposes of the Listing Rules. Therefore, the Extension constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio in respect of the Facility Agreement and the Extension in aggregate is more than 0.1% but less than 5%, the Notice of Extension and the transaction contemplated thereunder are subject to reporting and announcement requirements but are exempt from the independent shareholders' approval requirements under the Listing Rules.

As at the date of this announcement, save for Dr. LOU Jing (who is an advisory committee member of the Trust), and Mr. TAN Bo, Ms. SU Dongmei and Mr. HUANG Bin (who are settlors and advisory committee members of the Trust), none of the Directors has any material interest in the Extension and the Notice of Extension, and none of the Directors other than Dr. LOU Jing, Mr. TAN Bo, Ms. SU Dongmei and Mr. HUANG Bin has abstained from voting on the Board resolutions approving the Notice of Extension and the transaction contemplated thereunder.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Adoption Date”	16 July 2019, being the date on which the Scheme is adopted by the Board
“Award(s)”	an award or awards of Shares by the Board to Selected Participants pursuant to the terms of the Scheme
“Awarded Shares”	the maximum of 10,000,000 Shares granted by the Company to the Grantees pursuant to the terms of the Scheme
“Board”	the board of Directors of the Company
“Business Day(s)”	day(s) (other than a Saturday or Sunday) on which banks are open for general business in Beijing, BVI, Hong Kong, and, if on that day a payment or Loan is required to be made under the Facility Agreement, New York City
“BVI”	the British Virgin Islands
“Company”	3SBio Inc. 三生制药, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Euro”	the lawful currency of the member state of the Eurozone
“Excluded Participant(s)”	any Participant who is resident in a place where (i) the settlement of the reference amount to be paid by the Board to the trustee for the purchase or subscription of Shares awarded and/or the award of the Awarded Shares and/or the award of the Returned Shares and/or the vesting and transfer of Shares pursuant to the terms of the Scheme is not permitted under the laws and regulations of such place or (ii) where in the view of the Board compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such Participant, in each case as determined by the Board in its absolute discretion
“Extended Final Maturity Date”	17 July 2020, being the date to which Medical Recovery requested and Strategic International agreed to extend the Original Final Maturity Date

“Extension”	the extension of the Original Final Maturity Date to the Extended Final Maturity Date
“Facility Agreement”	the facility agreement dated 17 July 2018 entered into between Strategic International and Medical Recovery in relation to the Loan of US\$30,000,000 provided by Strategic International to Medical Recovery
“General Mandate”	the general mandate granted by the Shareholders to the Directors to allot, issue and otherwise deal with new Shares at the 2019 AGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Business Day(s)”	day(s) (other than a Saturday, Sunday and public holiday) on which the Stock Exchange is open for trading and on which banks are open for business in Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Loan”	a term loan of US\$30,000,000 provided by Strategic International to Medical Recovery under the Facility Agreement
“Medical Recovery”	Medical Recovery Limited, a BVI business company incorporated with limited liability, which directly holds approximately 1.81% of the issued share capital of the Company as at the date of this announcement
“Notice of Extension”	the notice of extension issued by Strategic International, requesting that the Original Final Maturity Date be extended to the Extended Final Maturity Date
“Original Final Maturity Date”	17 July 2019, being the date falling 12 months after the date of the Facility Agreement
“Participant(s)”	any director (including without limitation executive director, non-executive director and independent non-executive director) and employee of any member of the Group (including nominee and/or trustee of any employee benefit trust established for them) and any advisor, consultant, distributor, contractor, customer, supplier, agent, business partner, joint venture business partner, service provider of any member of the Group who the Board considers, in its sole discretion, has contributed or will contribute to the Group

“PRC”	the People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“Reference Awarded Sum”	the amount, as determined by the Board from time to time to be applied for the purchase or subscription and/or allocation of Awarded Shares in respect of the relevant Selected Participant
“Returned Shares”	such Awarded Shares which are not vested and/or forfeited in accordance with the terms of the Scheme
“Scheme”	the share award scheme constituted by the rules set out in the scheme document and in the form adopted by the Company on the Adoption Date
“Scheme Trust”	a trust as may be established for purposes of the Scheme
“Scheme Trustee”	trustee of the Scheme Trust as may be appointed for purposes of the Scheme (which shall be independent and not connected with the Company and connected persons of the Company) and any additional or replacement trustees, being the proposed trustee or trustees for the time being of the trusts, to be declared in the Trust Deed for purposes of the Scheme
“Selected Participant(s)”	Participant(s) selected by the Board pursuant to the terms of the Scheme for participation in the Scheme
“Share(s)”	ordinary share(s) in the capital of the Company with a par value of US\$0.00001 each
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategic International”	Strategic International Group Limited, a business company incorporated with limited liability in the BVI and a direct wholly-owned subsidiary of the Company as at the date of this announcement
“The Sun Shine Trust”	The Sun Shine Trust, a trust established by Mr. TAN Bo, Ms. SU Dongmei, Mr. HUANG Bin and Mr. LI Ke (all being the settlors), with TMF (Cayman) Ltd. acting as the trustee and the beneficiaries of which are employees of the Company and other persons declared by the advisory committee of the Trust and/or the trustee thereof, and with Dr. LOU Jing, Mr. TAN Bo, Ms. SU Dongmei and Mr. HUANG Bin as current members of the advisory committee of the Trust

“Trust Deed”	any trust deed to be entered into between the Company and a Scheme Trustee (as restated, supplemented and amended from time to time) in respect of the Scheme
“Trust Period”	the period beginning with Adoption Date and ending upon, whichever is later, (i) the termination or expiry of the Scheme or (ii) all of the outstanding Awards granted but not yet accepted have been accepted or the underlying Awarded Shares (in respect of the outstanding vested or unvested Awards that have been accepted) have failed to vest or have been forfeited or delivered, as the may be, in accordance with the Scheme
“US\$”	United States dollars, the lawful currency of the United States of America
“2019 AGM”	the annual general meeting of the Company held on 20 June 2019
“%”	per cent

For the purpose of this announcement, unless otherwise indicated, the exchange rate of US\$1.00=HK\$7.8272 has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amount has been, could have been or may be exchanged at such rate or any other rate or at all on the date or dates in question or any other date.

By order of the Board
3SBio Inc.
Dr. LOU Jing
Chairman

Shenyang, the PRC
17 July 2019

As at the date of this announcement, the Board comprises Dr. LOU Jing, Mr. TAN Bo and Ms. SU Dongmei as executive Directors; Mr. HUANG Bin, Mr. LIU Dong and Mr. WANG Steven Dasong as non-executive Directors; and Mr. PU Tianruo, Mr. David Ross PARKINSON and Mr. WANG Rui as independent non-executive Directors.