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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)

**(1) COMPLETION OF REPURCHASE OF ZERO
COUPON CONVERTIBLE BONDS DUE 2022
AND
ISSUE OF €320,000,000
ZERO COUPON CONVERTIBLE BONDS DUE 2025**

**(2) REDEMPTION OF ZERO COUPON
CONVERTIBLE BONDS DUE 2022**

**COMPLETION OF CONCURRENT REPURCHASE AND NEW BONDS
ISSUE**

Reference is made to the two announcements dated 17 June 2020 and the announcement dated 18 June 2020 (collectively, the “**Announcements**”) of 3SBio Inc. (the “**Company**”) in relation to, among others, the Concurrent Repurchase and the New Bonds Issue. Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

The Board is pleased to announce that:

- (i) all conditions precedent to the New Bonds Issue as set out in the Subscription Agreement have been satisfied and that the New Bonds Issue has been successfully completed;
- (ii) the listing of, and permission to deal in the New Bonds on the Hong Kong Stock Exchange is expected to become effective on 30 June 2020; and
- (iii) the Concurrent Repurchase has closed on 29 June 2020. As at 29 June 2020, the Issuer received commitments from holders of the Existing Convertible Bonds to sell €150,589,000 in the aggregate principal amount of the Existing Convertible Bonds to the Issuer via the Joint Dealer Managers. As all conditions precedent to the Concurrent Repurchase as set out in the Dealer Manager Agreement have been satisfied, the Issuer shall, subject to the delivery of the Existing Convertible Bonds by the relevant holders of the Existing Convertible Bonds, repurchase €150,589,000 in aggregate principal amount of the Existing Convertible Bonds through the Joint Dealer Managers. Following full settlement and the cancellation of such Existing Convertible Bonds, the aggregate principal amount of the Existing Convertible Bonds that remains outstanding is €144,411,000.

The successful issue of the New Bonds signifies the business and financial performance of the Company being recognized by the international capital market, which will improve the liquidity position of the Group, reduce the financing costs of the Group and raise further working capital for the Company to facilitate the overall development and expansion of the Group.

EXERCISE OF PUT OPTION BY HOLDERS OF EXISTING CONVERTIBLE BONDS

In addition, pursuant to the terms and conditions of the Existing Convertible Bonds, the holder(s) of the Existing Convertible Bonds have the right to require the Issuer to redeem all or some only of the Existing Convertible Bonds of such holder on 21 July 2020 by depositing a duly completed and signed notice of redemption (“**Optional Put Exercise Notice**”) not earlier than 22 May 2020 and not later than 21 June 2020. As at 21 June 2020 (being the last day for the holder(s) of the Existing Convertible Bonds to deposit the **Optional Put Exercise Notice**), the Issuer had received **Optional Put Exercise Notices** in respect of €143,561,000 in aggregate principal amount of the Existing Convertible Bonds (the “**Put Bonds**”). Accordingly, the Issuer will redeem such **Put Bonds** on 21 July 2020.

Following the redemption and cancellation of the **Put Bonds**, there will be Existing Convertible Bonds in the principal amount of €850,000 outstanding. Assuming full conversion of such outstanding Existing Convertible Bonds at the conversion price of HK\$14.28 per Share, the outstanding Existing Convertible Bonds will be convertible into approximately 533,696 Shares.

POSSIBLE EXERCISE OF CLEAN-UP CALL OPTION UNDER EXISTING CONVERTIBLE BONDS

As disclosed in the Announcements, pursuant to the terms and conditions of the Existing Convertible Bonds, the Issuer has the right to redeem all and not some only of the Existing Convertible Bonds upon notice if less than €30,000,000 principal amount of the Existing Convertible Bonds (i.e. 10% of the principal amount of the Existing Convertible Bonds originally issued) remain outstanding. The Issuer intends to exercise such right to redeem all of the Existing Convertible Bonds in such event.

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

Shenyang, the PRC, 29 June 2020

As at the date of this announcement, the Board comprises Dr. LOU Jing and Ms. SU Dongmei as executive Directors; Mr. HUANG Bin and Mr. TANG Ke as non-executive Directors; and Mr. PU Tianruo, Mr. David Ross PARKINSON and Mr. WONG Lap Yan as independent non-executive Directors.