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三生制药
3SBIO INC.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1530)

(Convertible Bonds Code: 40285)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of 3SBio Inc. (the “**Company**”) will be held at No. 3 A1, Road 10, Shenyang Economy and Technology Development Zone, Shenyang, People’s Republic of China on Monday, 10 January 2022 at 9 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions. Words and expressions that are not expressly defined in this notice of EGM shall bear the same meanings as those defined in the circular of the Company dated Wednesday, 22 December 2021 (the “**Circular**”).

SPECIAL RESOLUTION

1. “THAT subject to the passing of ordinary resolution numbered 2 herein:

- (a) the Share Buy-back Agreement dated 12 December 2021 entered into between CS Sunshine and the Company in relation to the Proposed Share Buy-Back of 85,760,087 Shares of US\$0.00001 each in the issued share capital of the Company by the Company from CS Sunshine at the proposed total consideration of HK\$581,453,389.86 be and is hereby confirmed, approved and ratified;
- (b) the Proposed Share Buy-back and the transactions contemplated under the Share Buy-Back Agreement be and are hereby approved; and
- (c) any one or more of the Directors (or any person duly authorised by them) be and are hereby authorised to take all such steps to implement and give effect to the transactions mentioned in paragraphs (a) and (b) above (including but not limited to the execution of all documents or deeds as they may consider necessary or appropriate in relation thereto and the making of any changes, modifications, amendments, waivers, variations or extensions of such terms and conditions as they think fit).”

ORDINARY RESOLUTION

2. “THAT subject to the passing of special resolution numbered 1 herein:

- (a) the Sale and Purchase Agreement dated 12 December 2021 entered into between CS Sunshine and Mighty Decade in relation to the Proposed Trust’s Acquisition of 40,357,688 Shares of US\$0.00001 each in the issued share capital of the Company by Mighty Decade from CS Sunshine at the proposed total consideration of HK\$273,625,124.64 be and is hereby confirmed, approved and ratified;
- (b) the Proposed Trust’s Acquisition and the transactions contemplated under the Sale and Purchase Agreement be and are hereby approved; and
- (c) any one or more of the Directors (or any person duly authorised by them) be and are hereby authorised to take all such steps to implement and give effect to the transactions mentioned in paragraphs (a) and (b) above (including but not limited to the execution of all documents or deeds as they may consider necessary or appropriate in relation thereto and the making of any changes, modifications, amendments, waivers, variations or extensions of such terms and conditions as they think fit).”

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

Shenyang, the PRC, 22 December 2021

Registered office (in the Cayman Islands):

Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Head office:

No. 3 A1, Road 10
Shenyang Economy and Technology
Development Zone
Shenyang
The People’s Republic of China

Principal place of business in Hong Kong:

31/F, Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Notes:

1. In order to determine the eligibility to attend and vote at the above meeting, the register of members of the Company will be closed from Wednesday, 5 January 2022 to Monday, 10 January 2022. To qualify to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 4 January 2022.

2. Any member of the Company entitled to attend and vote at the above meeting (or any adjournment of thereof) is entitled to appoint one or more proxies as his/her/its proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. The Company strongly recommends you closely monitor the development of the situation with the COVID-19 and to assess, based on the social distancing policies, the necessity for attending the above meeting in person, and the board of Directors respectfully requests that, for the same reason, the shareholders to appoint the chairman of the above meeting as their proxy rather than a third party to attend and vote on their behalf at the above meeting (or any adjournment of that meeting).
3. In the case of joint registered holders of any shares in the Company, any one of such persons may vote at the above meeting, either personally or by proxy, in respect of such shares as if he/she/it were solely entitled thereto; but if more than one of such joint holders are present at the above meeting personally or by proxy, that one so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

In order to be valid, the completed form of proxy must be deposited at the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the above meeting or adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM and any adjournment of that meeting if you so wish, and if such event, the form of proxy will be deemed to be revoked.

4. Pursuant to Rule 13.39(4) of the Listing Rules and article 66(1) of the articles of association of Company, voting for the resolution set out in this notice will be taken by poll at the above meeting.
5. Taking into account the recent development of the epidemic caused by novel coronavirus pneumonia (COVID-19), the Company will implement the following prevention and control measures at the above meeting against the epidemic to protect the shareholders of the Company from the risk of infection: (i) compulsory body temperature check will be conducted for every shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be permitted to access to the meeting venue; (ii) every shareholder or proxy is required to wear surgical face mask throughout the meeting; (iii) no souvenirs will be provided; and (iv) no refreshments will be served.

As at the date of this notice, the directors of the Company are 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, Dr. WONG Lap Yan and Ms. YANG Hoi Ti Heidi as independent non-executive Directors.