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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)**

## **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 10 JANUARY 2022**

References are made to the announcement of 3SBio Inc. (the “**Company**”) dated 13 December 2021 (the “**Announcement**”) and the circular of the Company dated 22 December 2021 (the “**Circular**”) incorporating, amongst others, the notice (the “**Notice**”) of extraordinary general meeting of the Company (the “**EGM**”). Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the Circular.

### **POLL RESULTS OF THE EGM**

The Board is pleased to announce that all the proposed resolutions as set out in the Notice were taken by poll and were duly passed at the EGM held on 10 January 2022. The executive Directors, Dr. LOU Jing and Ms. SU Dongmei; the non-executive Director, Mr. HUANG Bin; and the independent non-executive Directors, Mr. PU Tianruo and Ms. YANG Hoi Ti Heidi, attended the EGM.

As at the date of the EGM, the total number of issued shares of the Company was 2,522,355,499 Shares.

CS Sunshine Concert Group (which beneficially held 472,212,360 Shares, representing approximately 18.72% of the total number of issued Shares of the Company as at the date of the EGM) was required to abstain, and had abstained, from voting on the special resolution approving the Share Buy-back Agreement and the Proposed Share Buy-back as required by the Buy-back Code and the Listing Rules, and the ordinary resolution approving the Sale and Purchase Agreement and the Proposed Trust’s Acquisition as required by the Listing Rules.

The Company's Concert Group (which beneficially held 660,611,523 Shares, representing approximately 26.19% of the total number of issued Shares of the Company as at the date of the EGM) was required to abstain, and had abstained, from voting on the special resolution for approving the Share Buy-back Agreement and the Proposed Share Buy-back as required by the Buy-back Code.

Accordingly, there were (i) a total of 1,389,531,616 Shares, representing approximately 55.09% of the total issued Shares as at the date of EGM, entitling holders to attend and vote for or against the special resolution approving the Share Buy-back Agreement and the Proposed Share Buy-back proposed at the EGM; and (ii) a total of 2,050,143,139 Shares, representing approximately 81.28% of the total issued Shares as at the date of EGM, entitling holders to attend and vote for or against the ordinary resolution approving the Sale and Purchase Agreement and the Proposed Trust's Acquisition proposed at the EGM.

Save as aforesaid, none of other Shareholders is required to abstain from voting on any of the resolutions at the EGM under the Listing Rules and the Buy-back Code. None of the Independent Shareholders had stated their intention in the Circular to vote against the resolution put to vote at the EGM and there were no Shares entitling the Shareholders to attend and vote only against the resolutions at the EGM.

The Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

The poll results in respect of the respective resolutions proposed at the EGM are as follows:

<b>SPECIAL RESOLUTION</b>		<b>Number of votes cast (Approximate percentage of total number of votes cast)</b>	
		<b>For</b>	<b>Against</b>
1.	<p><b>THAT</b> subject to the passing of ordinary resolution numbered 2 herein:</p> <p>(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;</p> <p>(b) the Proposed Share Buy-back and the transactions contemplated under the Share Buy-back Agreement be and are hereby approved; and</p> <p>(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).</p>	<p>628,716,056 (99.879106%)</p>	<p>761,000 (0.120894%)</p>

ORDINARY RESOLUTION		Number of votes cast (Approximate percentage of total number of votes cast)	
		For	Against
2.	<p><b>THAT</b> subject to the passing of special resolution numbered 1 herein:</p> <p>(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;</p> <p>(b) the Proposed Trust's Acquisition and the transactions contemplated under the Sale and Purchase Agreement be and are hereby approved; and</p> <p>(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).</p>	<p>377,901,131 (53.719854%)</p>	<p>325,565,285 (46.280146%)</p>

As more than 75% and 50% of the votes were cast in favour of the each of the above special resolution and ordinary resolution respectively, all such resolutions were duly passed.

# EFFECTS OF THE PROPOSED TRUST'S ACQUISITION AND THE PROPOSED SHARE BUY-BACK ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, CS Sunshine holds 472,212,360 Shares in issue, representing approximately 18.72% of the total number of issued Shares. Upon completion of the Proposed Share Buy-back and the Proposed Trust's Acquisition, the Buy-back Shares will be transferred to the Company and cancelled. The percentage interest of all other Shareholders in the issued Shares of the Company will be proportionally increased following the cancellation of the Buy-back Shares and the resulting reduction in the number of issued Shares. The following table illustrates the shareholding structure of the Company as at the date of this announcement and immediately after completion of the Proposed Share Buy-back and the Proposed Trust's Acquisition:

	As at the date of this announcement		Assuming that all options under The Empire Trust have been exercised as at the date of this announcement		Immediately after the completion of the Proposed Share Buy-back and the Proposed Trust's Acquisition		Immediately after the completion of the Proposed Share Buy-back and the Proposed Trust's Acquisition and assuming that all options under The Empire Trust have been exercised	
	Number of Shares	% of total no. of issued Shares	Number of Shares	% of total no. of issued Shares	Number of Shares	% of total no. of issued Shares	Number of Shares	% of total no. of issued Shares
Decade Sunshine Limited <sup>(1)</sup>	476,774,553	18.90%	476,774,553	18.70%	476,774,553	19.57%	476,774,553	19.36%
Hero Grand Management Limited <sup>(2)</sup>	50,174,510	1.99%	50,174,510	1.97%	50,174,510	2.06%	50,174,510	2.04%
Dr. Lou Jing	—	—	440,000	0.02%	—	—	440,000	0.02%
Directors <sup>(3)</sup>	133,662,460	5.30%	134,102,460	5.26%	133,662,460	5.48%	134,102,460	5.44%
Mighty Decade	—	—	—	—	40,357,688	1.66%	40,357,688	1.64%
Subtotal for the Company's								
Concert Group	660,611,523	26.19%	661,491,523	25.95%	700,969,211	28.77%	701,849,211	28.50%
CS Sunshine	472,212,360	18.72%	472,212,360	18.53%	346,094,585	14.20%	346,094,585	14.05%
Other public Shareholder	1,389,531,616	55.09%	1,415,212,616	55.52%	1,389,531,616	57.03%	1,415,212,616	57.45%
Total	<u>2,522,355,499</u>	<u>100%</u>	<u>2,548,916,499</u>	<u>100%</u>	<u>2,436,595,412</u>	<u>100%</u>	<u>2,463,156,412</u>	<u>100%</u>

Notes:

- Decade Sunshine Limited is a company controlled by Dr. LOU Jing.
- Hero Grand Management Limited is owned by an unnamed trust that is owned as to 100% by TMF (Cayman) Ltd. as the trustee, and Dr. LOU Jing (Chairman of the Board) is the settlor and is under the class of a beneficiary of the trust. As at the date of this announcement, TMF (Cayman) Ltd. was an independent third party trustee service provider that is indirectly owned by TMF Sapphire Topco B.V. and no individual had an interest in 10% or more of the shares in TMF Sapphire Topco B.V. and the directors of TMF (Cayman) Ltd. were Evert Rakers and Lesley den Exter. As at the date of this announcement, Hero Grand Management Limited held approximately 1.99% of the total issued share capital of the Company, of which 1.66% was held on trust for Dr. LOU Jing and 0.33% was held for itself.

3. *The Directors (comprising Ms. SU Dongmei and Mr. HUANG Bin but excluding Dr. LOU Jing), together with Mr. TAN Bo, a former director of the Company and Medical Recovery Limited (which is controlled by three of the Directors, namely Dr. LOU Jing, Ms. SU Dongmei and Mr. HUANG Bin), held approximately 5.30% of the total issued share capital of the Company in aggregate as at the date of this announcement. As at the date of this announcement, Ms. SU Dongmei, Mr. HUANG Bin, Mr. TAN Bo and Medical Recovery Limited held 24,384,630 Shares, 32,197,350 Shares, 42,090,000 Shares and 34,990,480 Shares, respectively, which accounted for approximately 0.97%, 1.28%, 1.67% and 1.39% of the total issued Shares as at the date of this announcement, respectively, and approximately 0.96%, 1.26%, 1.65% and 1.37% of the total issued Shares, respectively, assuming that all options under The Empire Trust had been exercised as at the date of this announcement.*

## **COMPLETION DATE**

On 10 January 2022, to allow sufficient time for the parties to prepare for the Completion, the respective parties to the Sale and Purchase Agreement and the Share Buy-back Agreement entered into a supplemental agreement to extend the Completion Date from the third business day to any date within five business days after all the conditions precedent under the Sale and Purchase Agreement or the Share Buy-back Agreement (as the case may be) having been fulfilled or such other date as the parties to the respective agreements may agree in writing.

Save for the extension of the Completion Date as mentioned above, all other principal terms and conditions of the Share Buy-back Agreement and the Sale and Purchase Agreement remain unchanged and in full force and effect, and the Share Buy-back Agreement and the Sale and Purchase Agreement remain valid and continue to be binding upon the Company, CS Sunshine and Mighty Decade (as the case may be).

As at the date of this announcement, all conditions precedent as stated in the Share Buy-back Agreement and the Sale and Purchase Agreement, respectively, had been fulfilled, save that the warranties of CS Sunshine, Mighty Decade and the Company as stated in the respective agreements shall remain true, accurate and not misleading as if repeated at the time of Completion and at all times between the date of the Sale and Purchase Agreement and the Share Buy-back Agreement and Completion.

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

Shenyang, the PRC  
10 January 2022

*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, Dr. WONG Lap Yan and Ms. YANG Hoi Ti Heidi as independent non-executive Directors.*

*All the Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement contained in this announcement misleading.*