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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)

COMPLETION OF THE DISCLOSEABLE AND CONNECTED TRANSACTION INVOLVING ACQUISITION OF SALE SHARES BY MIGHTY DECADE AND OFF-MARKET SHARE BUY-BACK BY THE COMPANY

References are made to (i) the announcements of 3SBio Inc. (the “**Company**”) dated 13 December 2021 and 10 January 2022 and (ii) the circular of the Company dated 22 December 2021 (the “**Circular**”) in relation to, among other things, the Proposed Trust’s Acquisition, the Sale and Purchase Agreement, the Proposed Share Buy-back and the Share Buy-back Agreement. Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all conditions precedent as stated in the Sale and Purchase Agreement and the Share Buy-back Agreement, respectively, were fulfilled and Completion took place on 13 January 2022. Upon Completion of the Proposed Share Buy-back and the Proposed Trust’s Acquisition, the percentage interest of Shareholders (excluding CS Sunshine, as the seller) 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.

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

The following table illustrates the shareholding structure of the Company immediately before and after Completion of the Proposed Share Buy-back and the Proposed Trust's Acquisition and the cancellation of Buy-back Shares (assuming no change in the number of the total issued Shares and of the shareholding of the following shareholders from the date of this announcement to the cancellation of the Buy-back Shares):

	Immediately before Completion and cancellation of the Buy- back Shares		Immediately after Completion of the Proposed Share Buy-back and the Proposed Trust's Acquisition and cancellation of the Buy- back Shares	
	Number of Shares	% of total no. of issued Shares	Number of Shares	% of total no. of issued Shares
Decade Sunshine Limited ⁽¹⁾	476,774,553	18.90%	476,774,553	19.57%
Hero Grand Management Limited ⁽²⁾	50,174,510	1.99%	50,174,510	2.06%
Dr. Lou Jing	—	—	—	—
Directors ⁽³⁾	133,662,460	5.30%	133,662,460	5.48%
Mighty Decade	—	—	40,357,688	1.66%
Subtotal for the Company's Concert Group	660,611,523	26.19%	700,969,211	28.77%
CS Sunshine	472,212,360	18.72%	346,094,585	14.20%
Other public Shareholders	1,389,531,616	55.09%	1,389,531,616	57.03%
Total	<u>2,522,355,499</u>	<u>100%</u>	<u>2,436,595,412</u>	<u>100%</u>

Notes:

1. Decade Sunshine Limited is a company controlled by Dr. LOU Jing.
2. 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. Immediately before Completion and cancellation of the Buy-back Shares, 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 immediately before Completion and cancellation of the Buy-back Shares. 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 immediately before Completion and cancellation of the Buy-back Shares, respectively.

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

Shenyang, the PRC
13 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.