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If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **3SBio Inc.**, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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三生制药
3SBIO INC.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1530)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
DECLARATION AND PAYMENT OF FINAL DIVIDEND OUT
OF THE SHARE PREMIUM ACCOUNT OF THE COMPANY
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of 3SBio Inc. to be held at No. 3 A1, Road 10, Shenyang Economy and Technology Development Zone, Shenyang, People's Republic of China on 20 June 2023 at 10:00 a.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.3sbio.com). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting (or any adjournment thereof) if they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

22 May 2023

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

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| “Annual General Meeting” | the annual general meeting of the Company to be held at No. 3 A1, Road 10, Shenyang Economy and Technology Development Zone, Shenyang, People’s Republic of China on 20 June 2023 at 10:00 a.m. (or any adjournment thereof), notice of which is set out on pages 15 to 19 of this circular |
| “Articles of Association” | the second amended and restated articles of association of the Company adopted on 22 June 2022 |
| “Board” | the board of Directors |
| “Company” | 3SBio Inc. (三生制药), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange |
| “Companies Act” | the Companies Act (2023 Revision) of the Cayman Islands |
| “Director(s)” | the director(s) of the Company |
| “Final Dividend” | the proposed final dividend of HK\$10 cents per Share for the year ended 31 December 2022 to Shareholders whose name appear on the register of members of the Company as at the close of business on Monday, 3 July 2023 |
| “General Mandate” | a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares not exceeding 20% of the number of issued Shares as at the date of passing of the relevant resolution granting the General Mandate |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollar, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Latest Practicable Date” | 16 May 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time |
| “Repurchase Mandate” | a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the number of the issued Shares as at the date of passing of the relevant resolution granting the Repurchase Mandate |

DEFINITIONS

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| “Securities and Futures Ordinance” | Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time |
| “Share(s)” | ordinary share(s) of nominal value of US\$0.00001 each in the capital of the Company |
| “Shareholder(s)” | the holder(s) of the Share(s) |
| “Single Largest Shareholder’s Group” | refers to, collectively, Dr. LOU Jing (as the single largest shareholder of the Company), Ms. SU Dongmei, Mr. HUANG Bin, and certain trusts established by some of them as settlors, and their respective controlled corporations, including Lambda International Limited, Century Sunshine Limited, Decade Sunshine Limited, Hero Grand Management Limited, Honor Success Holdings Limited, Triple Talent Enterprises Limited, Joint Palace Group Limited, Known Virtue International Limited, Medical Recovery Limited and a relevant former director who form a group of substantial shareholders (as defined in the Listing Rules) |
| “Stock Exchange” or “HKEx” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time |
| “US\$” | United States dollars, the lawful currency of the United States |
| “%” | per cent |

LETTER FROM THE BOARD



三生制药
3SBIO INC.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1530)

Executive Directors:

Dr. LOU Jing (Chairman)

Ms. SU Dongmei

Non-executive Directors:

Mr. HUANG Bin

Independent non-executive Directors:

Mr. PU Tianruo

Ms. YANG, Hoi Ti Heidi

Mr. NG, Joo Yeow Gerry

Dr. ZHANG Dan

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

People's Republic of China

Principal place of business in Hong Kong:

5/F, Manulife Place

348 Kwun Tong Road

Kowloon

Hong Kong

22 May 2023

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
DECLARATION AND PAYMENT OF FINAL DIVIDEND OUT
OF THE SHARE PREMIUM ACCOUNT OF THE COMPANY
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to give you notice of the Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (a) granting of the General Mandate to issue Shares; (b) granting of the Repurchase Mandate to repurchase Shares; (c) the re-election of Directors; and (d) the proposed declaration and payment of the Final Dividend for the year ended 31 December 2022 out of the Company's share premium account.

GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution numbered 5(A) will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of the number of issued Shares as at the date of passing of the resolution in relation to the General Mandate.

As at the Latest Practicable Date, 2,438,920,412 Shares had been issued and are fully paid. Subject to the passing of the ordinary resolution numbered 5(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 487,784,082 Shares.

In addition, subject to separate approval of the ordinary resolution numbered 5(C), the number of Shares purchased by the Company under ordinary resolution numbered 5(B) will also be added to extend the General Mandate as mentioned in ordinary resolution numbered 5(A) provided that such additional number of Shares shall represent up to 10% of the number of issued Shares as at the date of passing of the resolutions in relation to the General Mandate and the Repurchase Mandate.

The Directors confirmed that, as at the Latest Practicable Date, they had no immediate plans to exercise the General Mandate.

REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the number of issued Shares as at the date of passing of the resolution in relation to the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with article 84(1) of the Articles of Association, one-third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to but not less than one-third) will retire from office by rotation and will be eligible for re-election and re-appointment at every annual general meeting, provided that every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. PU Tianruo and Ms. YANG, Hoi Ti Heidi shall retire by rotation as Directors at the Annual General Meeting. All retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

In accordance with article 83(3) of the Articles of Association, any Director appointed by the Board either to fill a casual vacancy or as an addition to the Board will hold office until the first general meeting or the next following annual general meeting of the Company after his/her appointment. Accordingly, Dr. ZHANG Dan, who was appointed by the Board, will hold office as an independent non-executive Director until the Annual General Meeting and are subject to re-election.

Dr. ZHANG Dan, being an independent non-executive Director eligible for re-election at the Annual General Meeting, has substantial knowledge and experience in the industry which the Board believes will bring valuable perspectives and contribute to the diversity of the Board. The recommendation of Dr. ZHANG Dan to the Board was made in accordance with the Nomination Policy of Directors and objective criteria (including integrity, age, gender, skills, knowledge, experience, expertise, professional and educational qualifications, background, the board's composition and diversity, availability of service to the Company, expected contribution, independence, conflicts of interest, and any other relevant factors), with due regard for the benefits of diversity, as set out under the Board Diversity Policy. The Board is satisfied that through exercising the scrutinising and monitoring function of an independent non-executive Director, Dr. ZHANG Dan has continued to provide independent and objective judgment and advice to the Board to safeguard the interests of the Company and the Shareholders as a whole and has been continuously demonstrating firm commitment to his role. The Board is also satisfied with his independence having regard to the independence criteria as set out in Rule 3.13 of the Listing Rules.

Details of the above retiring and recently appointed Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT OF THE COMPANY

The Board has recommended the payment of the Final Dividend of HK\$10 cents per Share out of the Company's share premium account for the year ended 31 December 2022, subject to the Shareholders' approval at the Annual General Meeting. As at the Latest Practicable Date, the Company has 2,438,920,412 Shares in issue. Based on the number of issued Shares as at the Latest Practicable Date, the Final Dividend, if declared and paid, will amount to an aggregate amount of approximately HK\$243.9 million. Subject to the fulfilment of the conditions set out in the paragraph headed "Conditions of the Payment of Final Dividend out of Share Premium Account of the Company" below, the Final Dividend is intended to be paid out of the Company's share premium account pursuant to Article 134 of the Articles of Association and in accordance with section 34(2) of the Companies Act.

LETTER FROM THE BOARD

According to the audited consolidated financial statements of the Company for the year ended 31 December 2022, the amount standing to the credit of the share premium account of the Company as at 31 December 2022 was approximately RMB3,693.4 million. Upon the payment of the Final Dividend, the remaining balance of the amount standing to the credit of the share premium account of the Company will be approximately RMB3,475.6 million.

(a) Conditions of the Payment of Final Dividend out of Share Premium Account of the Company

The payment of the Final Dividend out of the Company's share premium account is conditional upon the satisfaction of the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders approving the declaration and payment of the Final Dividend out of the Company's share premium account pursuant to Article 134 of the Articles of Association; and
- (ii) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, and immediately following the date on which the Final Dividend is paid, will be unable to pay its debts as they fall due in the ordinary course of business.

The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the Final Dividend will not be paid. Subject to the fulfilment of the above conditions, it is expected that the Final Dividend will be paid in cash on Tuesday, 11 July 2023 to those Shareholders whose names appear on the register of members of the Company as at the close of business on Monday, 3 July 2023.

For purposes of determining the entitlement to the Final Dividend, the register of members of the Company will be closed from Thursday, 29 June 2023 to Monday, 3 July 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to be entitled to the Final Dividend, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrars, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 28 June 2023.

(b) Reasons for and effect of the payment of the Final Dividend out of Share Premium Account of the Company

The Board considers it is appropriate to distribute the Final Dividend in recognition of the profitability of the Group and the strong liquidity position of the Group. After taking into account a number of factors including the financial and cash flow position of the Company, as well as to reward the Shareholders for their continued support during the challenging economic environment and enhance investors' confidence in the Company, the Board considers it is appropriate and proposes that the Final Dividend be paid out of the share premium account of the Company in accordance with Article 134 of the Articles of Association and section 34(2) of the Companies Act.

The Board believes that the payment of the Final Dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorised or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares. Ultimately, the Board considers that the proposed declaration and payment of the Final Dividend out of the Company's share premium account of the Company is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

NOTICE OF THE ANNUAL GENERAL MEETING

Set out on pages 15 to 19 of this circular is the notice of the Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to the Shareholders to consider and, if thought fit, approve the granting of the General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares, the re-election of Directors and the declaration and payment of the Final Dividend for the year ended 31 December 2022 out of the Company's share premium account.

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.3sbio.com). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if he/she so wishes and in such event the form of proxy shall be deemed to be revoked.

VOTING BY POLL

There is no Shareholder who has any material interest in the proposed resolutions regarding the General Mandate and Repurchase Mandate, therefore none of the Shareholders is required to abstain from voting on such resolutions.

Pursuant to Rule 13.39(4) of the Listing Rules and article 66(1) of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of the Annual General Meeting will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative, shall have one vote for every fully paid Share of which he/she is the holder. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares, the re-election of Directors and the declaration and payment of the Final Dividend for the year ended 31 December 2022 out of the Company's share premium account are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders vote in favor of all the resolutions to be proposed at the Annual General Meeting.

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

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

As at the Latest Practicable Date, save as disclosed herein, none of the following Directors held (i) any other position with the Company or other members of the Group; (ii) any directorship in any other public companies with securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) any other major appointments and professional qualifications.

As at the Latest Practicable Date, save as disclosed herein, none of the following Directors had any relationship with any other Director, senior management or substantial Shareholder of the Company, or any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

As at the Latest Practicable Date, save as disclosed herein, there was no other information relating to the following Directors which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules. There is no other matter which needs to be brought to the attention of the Shareholders in respect of the re-election of Directors.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. PU Tianruo (濮天若) (“**Mr. PU**”), aged 54, was appointed as an independent non-executive Director on 23 May 2015, with such appointment taking effect on 1 June 2015. Previously, he served as an independent Director and the audit committee chair of the Company from 1 September 2012 to 29 May 2013.

Mr. PU has substantial experience in accounting and finance. He served as an independent non-executive director of several companies, including Autohome Inc. (NYSE: ATHM; HKEx stock code: 2518) since December 2016, One Connect Financial Technology (NYSE: OCFT; HKEx stock code: 6638) since December 2019, and AnPac Bio-Medical Science Co., Ltd. (Nasdaq: ANPC) since October 2022. Mr. PU was previously an independent non-executive director of the following public companies: Renren Inc. (NYSE: RENN), Kaixin Auto (NASDAQ: KXIN), Luckin Coffee (previously NASDAQ: LK). He was previously the chief financial officer of Zhaopin Ltd. (previously NYSE: ZPIN). Mr. PU obtained a Bachelor’s degree in English from China Foreign Affairs University (外交學院) in July 1991, a Master’s degree in Accounting from the University of Illinois, College of Business Administration in May 1996 and a Master of Business Administration degree from Northwestern University Kellogg School of Management in the U.S in June 2000.

As at the Latest Practicable Date, Mr. PU had entered into an appointment letter with the Company since 23 May 2015, which has been renewed and extended until the date of the annual general meeting of the Company in the year 2025, which shall then be automatically renewed for further three years, unless otherwise terminated in accordance with the terms and conditions of the appointment letter (subject to re-election and retirement as and when required by the Articles of Association). Under the terms of the appointment letter, Mr. PU is entitled to a Director’s fee of HK\$300,000 per annum as determined by the Board with reference to market trends.

Ms. YANG, Hoi Ti Heidi (楊凱蒂) (“**Ms. YANG**”), aged 53, was appointed as an independent non-executive Director on 29 June 2021, with such appointment taking effect on 29 June 2021.

Ms. YANG has been the Global Managing Director, Asian and World Art at Christie's Hong Kong Limited since January 2021 and has served as a member of the Listing Committee of the Stock Exchange from July 2019 to July 2021. Prior to joining Christie's Hong Kong Limited, Ms. YANG had over 28 years of experience in the financial sector and had held the positions of Managing Director and Head of Corporate Advisory Group, Asia Pacific at Deutsche Bank Asia Limited, Managing Director and Head of Corporate Finance Group at UBS Investment Bank Asia, and Analyst, Associate and Vice President at Morgan Stanley Asia Limited.

Ms. YANG holds a Bachelor of Arts degree majoring in economics from Columbia University, New York.

Ms. YANG has entered into an appointment letter with the Company for a term of three years commencing from 29 June 2021, which shall then be automatically renewed for a further three years, unless otherwise terminated in accordance with the terms and conditions of the appointment letter (subject to re-election and retirement as and when required by the Articles of Association). Ms. YANG will be entitled to a Director's fee of HK\$300,000 per annum as in the case of the other independent non-executive Directors.

Dr. ZHANG Dan (張丹) ("Dr. ZHANG"), aged 60, was appointed as an independent non-executive Director on 30 December 2022. He has extensive experience in the field of medicine and pharmaceuticals, and has held numerous respectable and prestigious positions in the industry. Dr. ZHANG served as the first chairman of the board of directors (Greater China region) and the Vice-President of a U.S. company, Quintiles Transnational Corp.. Dr. ZHANG had experience working at Sigma Tauresearch Inc., a U.S. company, during which he was in charge of the clinical development and safety evaluations of drugs in respect of the market in North America. In 2007, Dr. ZHANG co-founded ClinChoice Inc. (昆翎醫藥) (formerly known as FMD China (方恩醫藥)), a clinical contract research organization (CRO) dedicated to the development of innovative medicines. He was the chairman and the CEO of this company from 2007 to 2019, and has been the Chief Strategy Officer and a director of this company since 2020. He has also served as (i) the Chief Scientist at Shenzhen Grandbaybio Development Consulting Co. Limited (深圳興灣生物醫藥發展顧問有限公司) since 2020; (ii) the co-chairman of the board of directors of Hong Ji Biotechnology (Beijing) Co. Limited (弘際生物科技(北京)有限責任公司) since 2021; and (iii) the co-chairman of the board of directors of Jiangsu Hillgene Medical Co. Limited (江蘇譜新生物醫藥有限公司) since 2022.

Dr. ZHANG served as a consultant and a visiting professor at Peking Union Medical College and Harbin Medical University, respectively. Dr. ZHANG has been a member of China Pharmaceutical Innovation and Research Development Association (PhIRDA) (中國醫藥創新促進會) from 2020 to 2022. He currently also serves as the head of the ICH E19 IFPMA expert committee and a ICH working group expert in the National Medical Products Administration (國家藥品監督管理局) (NMPA).

Dr. ZHANG completed his pre-medical training at the Department of Biology at Peking University in 1984. He then studied Medicine at Peking Union Medical College from 1981 to 1989, and was subsequently awarded with a Doctor of Medicine by the State Council of the PRC government. He further obtained a Master of Public Health degree from Harvard University in 1990 and a Master of Science in Health Care Management degree in 1995 from the Wharton School of the University of Pennsylvania. He was also elected as a foreign member of the Russian Academy of Engineering in 2020.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Dr. ZHANG has entered into a letter of appointment with the Company in respect of the appointment as an independent non-executive Director for a term of one year commencing from 30 December 2022. Pursuant to the letter of appointment, Dr. ZHANG is entitled to a Director's fee of HK\$300,000 per annum, which was determined by the Board on the recommendation of the Remuneration Committee, having considered Dr. ZHANG's expected contribution to the Company in terms of time, effort and his expertise, and with reference to the level of remuneration of the other independent non-executive Directors. Pursuant to the Articles of Association, Dr. ZHANG shall hold office until the date of the Annual General Meeting and shall then be eligible for re-election at the Annual General Meeting. Therefore, Dr. ZHANG shall be subject to retirement by rotation at the annual general meeting of the Company at least once every three years.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares was 2,438,920,412 Shares of nominal value of US\$0.00001 each, which have been fully paid. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 243,892,041 Shares which represent 10% of the issued Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company following the Annual General Meeting; or (ii) the expiry of the period within which the next annual general meeting of the Company following the Annual General Meeting is required by any applicable laws or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying such mandate.

REASONS FOR AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to repurchase its Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands. The Directors may not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make repurchases with profits of the Company or out of a new issuance of shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Companies Act, out of capital.

The Directors have no present intention to repurchase any Shares under the Repurchase Mandate and they would only exercise the power to repurchase under the Repurchase Mandate in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors believe that if the Repurchase Mandate is exercised in full, it may have a material adverse impact on the working capital or gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2022, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

GENERAL

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

No core connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the Single Largest Shareholder's Group was deemed to be interested in 659,460,443 Shares, representing approximately 27.04% in the aggregate number of issued Shares.

In the event that the Directors should exercise the Repurchase Mandate in full, the shareholdings of the Single Largest Shareholder's Group in the Company will increase to approximately 30.04% of the issued Shares. To the best knowledge and belief of the Directors, such increase will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code on the part of the Single Largest Shareholder's Group. The Directors have no present intention to repurchase the Shares under the Repurchase Mandate to the extent that it will trigger any obligation under the Takeovers Code for the Single Largest Shareholder's Group to make a mandatory offer. The Directors are not aware of any other consequences that may arise under the Takeovers Code as a result of any share repurchase under the Repurchase Mandate made by the Company of its Shares.

The Listing Rules prohibit a company from making any repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the Company would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

REPURCHASES MADE BY THE COMPANY

No repurchases of Shares or Bonds have been made by the Company during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months were as follows:

| Month | Highest prices <i>HK\$</i> | Lowest prices <i>HK\$</i> |
|---|--------------------------------------|-------------------------------------|
| 2022 | | |
| May | 5.900 | 5.130 |
| June | 6.700 | 5.650 |
| July | 6.360 | 5.190 |
| August | 5.380 | 4.860 |
| September | 5.710 | 5.050 |
| October | 6.980 | 5.380 |
| November | 8.270 | 5.440 |
| December | 8.610 | 7.740 |
| 2023 | | |
| January | 9.100 | 8.080 |
| February | 8.730 | 7.670 |
| March | 8.240 | 7.470 |
| April | 8.390 | 7.610 |
| May (up to the Latest Practicable Date) | 8.100 | 7.400 |

NOTICE OF THE ANNUAL GENERAL MEETING



三生制药
3SBIO INC.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1530)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) 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 20 June 2023 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited financial statements of the Company for the year ended 31 December 2022 and the reports of the directors and auditors thereon.
2. (A) To re-elect Mr. PU Tianruo as an independent non-executive Director of the Company (“**Director**”);

(B) To re-elect Ms. YANG, Hoi Ti Heidi as an independent non-executive Director of the Company;

(C) To re-elect Dr. ZHANG Dan as an independent non-executive Director of the Company;

(D) To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To declare and pay a final dividend of HK\$10 cents per ordinary share for the year ended 31 December 2022 out of the Company’s share premium account to the shareholders of the Company whose name appear on the register of members of the Company as at the close of business on Monday, 3 July 2023.
4. To re-appoint Ernst & Young as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration for the year ending 31 December 2023.
5. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:
 - (A) “**THAT:**
 - (i) Subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/ or otherwise deal with additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such

NOTICE OF THE ANNUAL GENERAL MEETING

convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as defined hereinafter) pursuant to paragraph (i) above otherwise than pursuant to:
 - (1) any Rights Issue (as defined hereinafter);
 - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;
 - (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or
 - (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of:
 - (a) 20% of the number of issued shares of the Company as at the date of passing this resolution; and
 - (b) (if the Board is so authorised by resolution numbered 5(C)) the aggregate number of shares of the Company repurchased by the Company subsequent to the passing of resolution numbered 5(B) (up to a maximum equivalent to 10% of the number of issued shares of the Company as at the date of passing resolution numbered 5(B)),

and the approval shall be limited accordingly; and

NOTICE OF THE ANNUAL GENERAL MEETING

- (iv) for the purpose of this resolution:
- (a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
 - (3) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and
- (b) “**Rights Issue**” means an offer of shares of the Company or an issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”
- (B) “**THAT:**
- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognized for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
 - (ii) the aggregate number of shares to be repurchased pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly;

NOTICE OF THE ANNUAL GENERAL MEETING

- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiry of the period within which the next general annual meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
- (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
- (C) “**THAT** conditional upon the resolutions numbered 5(A) and 5(B) set out in this notice being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and/or otherwise deal with new shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 5(A) set out in this notice be and is hereby extended by the addition to the number of the issued shares of the Company which may be allotted or agreed conditional or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the number of the issued shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5(B) set out in this notice, provided that such amount shall represent up to 10% of the number of issued shares of the Company as at the date of passing of the said resolutions.”

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

Shenyang, the People’s Republic of China
22 May 2023

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
People’s Republic of China

Principal place of business in Hong Kong:
5/F, Manulife Place
348 Kwun Tong Road
Kowloon
Hong Kong

NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

- (i) A shareholder who is the holder of two or more shares may appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.
- (ii) Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (iii) In order to be valid, the completed form of proxy, must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iv) The register of members of the Company will be closed from Thursday, 15 June 2023 to Tuesday, 20 June 2023, both days inclusive, in order to determine the eligibility of shareholders to attend the above meeting, during which period no share transfers will be registered. To be eligible to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 14 June 2023.

For purposes of determining the entitlement to the Final Dividend, the register of members of the Company will be closed from Thursday, 29 June 2023 to Monday, 3 July 2023, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be entitled to the Final Dividend, all transfer of shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrars, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 28 June 2023.
- (v) In respect of resolutions numbered 2(A) to 2(C) above, Mr. PU Tianruo, Ms. YANG, Hoi Ti Heidi and Dr. ZHANG Dan, being eligible, have offered themselves for re-election at the Annual General Meeting. Details of the above Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to the circular dated 22 May 2023.
- (vi) In respect of the resolution numbered 5(A) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company referred therein. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (vii) In respect of resolution numbered 5(B) above, the Directors wish to state that they will only exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances where they consider that the repurchase would be in the best interests of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the circular dated 22 May 2023.
- (viii) Resolution numbered 5(C) will be proposed to the shareholders of the Company for approval provided that resolutions numbered 5(A) and 5(B) are passed by the shareholders of the Company.
- (ix) Pursuant to Rule 13.39(4) of the Listing Rules and article 66(1) of the articles of association of the Company, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.