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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)

(1) ADJUSTMENT TO CONVERSION PRICE OF THE CONVERTIBLE BONDS

(2) REDEMPTION OF CONVERTIBLE BONDS PURSUANT TO EXERCISE OF PUT OPTION BY BONDHOLDERS

References are made to (i) the announcements of 3SBio Inc. (the “**Company**”) dated 17 June 2020, 18 June 2020 and 29 June 2020 in relation to, among others, the issue of Zero Coupon Convertible Bonds due 2025 (the “**Convertible Bonds**”) (collectively, the “**CB Announcements**”); (ii) the annual results announcement of the Company dated 29 March 2022 in relation to the financial results of the Company for the year ended 31 December 2021 (the “**2021 Annual Results Announcement**”); (iii) the next day disclosure return of the Company dated 15 July 2022 in relation to repurchase of certain Convertible Bonds; and (iv) the annual results announcement of the Company dated 21 March 2023 in relation to the financial results of the Company for the year ended 31 December 2022 (the “**2022 Annual Results Announcement**”). Unless otherwise defined, the terms adopted in this announcement shall have the same meaning as those defined in the CB Announcements.

ADJUSTMENT TO CONVERSION PRICE OF THE CONVERTIBLE BONDS

As announced in the 2021 Annual Results Announcement, the Board recommended a final dividend of HK\$20 cents per Share (the “**2021 Final Dividend**”) and, as announced in the 2022 Annual Results Announcement, the Board recommended a final dividend of HK\$10 cents per Share (the “**2022 Final Dividend**”).

As disclosed in the CB Announcements, pursuant to the terms and conditions of the Convertible Bonds, the conversion price (the “**Conversion Price**”) is subject to adjustment for, amongst other things, capital distribution made by the Company, including a distribution of cash dividends. The Conversion Price was adjusted from HK\$13.1750 to HK\$12.7242 per Conversion Share (the “**Current Conversion Price**”) as a result of the payment of the 2021 Final Dividend, and shall be further adjusted from HK\$12.7242 to HK\$12.5630 per Conversion Share as a result of the payment of the 2022 Final Dividend by the Company, which such further adjustment will become effective on 4 July 2023.

As at the date of this announcement, the total outstanding principal amount of the Convertible Bonds before the redemption and cancellation of the Put Bonds (as defined below) is €289,000,000. Based on the Current Conversion Price, the maximum number of Shares to be issued by the Company upon full conversion of the Convertible Bonds is increased from 191,494,580 Shares to 198,279,153 Shares.

REDEMPTION OF CONVERTIBLE BONDS PURSUANT TO EXERCISE OF PUT OPTION BY BONDHOLDERS

As disclosed in the CB Announcements, pursuant to the terms and conditions of the Convertible Bonds, the holder(s) of the Convertible Bonds have the right to require the Issuer to redeem all or some of the Convertible Bonds of such holder on 29 June 2023 (the “**Optional Put Date**”) by depositing, among other things, a duly completed and signed notice of redemption (the “**Optional Put Exercise Notice**”) not earlier than 60 days and not later than 30 days prior to the Optional Put Date. The Issuer had received Optional Put Exercise Notices in respect of €287,600,000 in aggregate principal amount of the Convertible Bonds (the “**Put Bonds**”). Accordingly, the Issuer is required to redeem such Put Bonds on 29 June 2023.

Following the redemption and cancellation of the Put Bonds, Convertible Bonds in the principal amount of €1,400,000 will remain outstanding. The maximum number of Shares to be issued by the Company upon full conversion of the outstanding Convertible Bonds will be 960,521 Shares (based on the Current Conversion Price) and 972,844 Shares (based on the Conversion Price to be adjusted on 4 July 2023).

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

Shenyang, the PRC
29 June 2023

As at the date of this announcement, the Board comprises Dr. LOU Jing and Ms. SU Dongmei as executive Directors; Mr. HUANG Bin as non-executive Director; and Mr. PU Tianruo, Ms. YANG, Hoi Ti Heidi, Mr. NG, Joo Yeow Gerry, and Dr. ZHANG Dan as independent non-executive Directors.