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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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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 19 June 2020 at 11 a.m. is set out on pages 15 to 20 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 websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.3sbio.com](http://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. **The Company strongly recommends you to closely monitor the development of the situation with the novel coronavirus pneumonia (COVID-19) and to assess, based on the social distancing policies, the necessity for attending the Annual General Meeting in person.**

21 May 2020

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## DEFINITIONS

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

“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 19 June 2020 at 11 a.m. or any adjournment thereof and notice of which is set out on pages 15 to 20 of this circular
“Articles of Association”	the articles of association of the Company adopted on 23 May 2015 and effective on 11 June 2015, and as amended from time to time
“Board”	the board of Directors
“Bonds”	the Euro-denominated zero coupon convertible bonds in an aggregate principal amount of €300,000,000 due 2022 issued by Strategic International Group Limited, a direct wholly-owned subsidiary of the Company
“CB Repurchase”	has the meaning ascribed to it under the section headed “Repurchases Made by the Company” as set out in Appendix II to this circular
“Company”	3SBio Inc. (三生制药), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“CS Sunshine”	CS Sunshine Investment Limited, a company incorporated in the British Virgin Islands and a substantial shareholder (as defined in the Listing Rules) of the Company
“Director(s)”	the director(s) of the Company
“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”	11 May 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

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## DEFINITIONS

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“Liaoning Sunshine”	Liaoning Sunshine Bio-Pharmaceutical Company Limited (遼寧三生醫藥有限公司), a limited liability company incorporated in the People’s Republic of China and an indirect wholly-owned subsidiary of the Company
“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
“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)
“Shenyang Sunshine”	Shenyang Sunshine Pharmaceutical Company Limited (瀋陽三生製藥有限責任公司), a limited liability company incorporated in the People’s Republic of China and an indirect wholly-owned subsidiary of the Company
“Single Largest Shareholder’s Group”	refers to, collectively, Dr. LOU Jing (as the single largest shareholder of the Company), Mr. TAN Bo (a former Director), 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, Universal Vintage Limited and Medical Recovery Limited who form a group of substantial shareholders (as defined in the Listing Rules)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sunshine Guojian”	Sunshine Guojian Pharmaceutical (Shanghai) Co., Ltd. (三生國健藥業(上海)股份有限公司) (formerly known as Shanghai CP Guojian Pharmaceutical Co., Ltd. (上海中信國健藥業股份有限公司))
“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
“€”	Euro, the lawful currency of the member state of the Eurozone

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LETTER FROM THE BOARD

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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  
Mr. TANG Ke

*Independent non-executive Directors:*

Mr. PU Tianruo  
Mr. David Ross PARKINSON  
Dr. WONG Lap Yan

*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:*

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

21 May 2020

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**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; and (c) the re-election of Directors.

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## LETTER FROM THE BOARD

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### 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 4(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 the 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, 2,538,503,632 Shares had been issued and are fully paid. Subject to the passing of the ordinary resolution numbered 4(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 507,700,726 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 4(C), the number of Shares purchased by the Company under ordinary resolution numbered 4(B) will also be added to extend the General Mandate as mentioned in ordinary resolution numbered 4(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 confirm that, as at the Latest Practicable Date, they have 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.

### RE-ELECTION OF DIRECTORS

#### 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, Ms. SU Dongmei and Mr. HUANG Bin, being eligible, have offered themselves for re-election as Directors at the Annual General Meeting. Details of the above retiring 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.

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## LETTER FROM THE BOARD

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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, Mr. TANG Ke and Dr. WONG Lap Yan, who were appointed by the Board, will hold office as a non-executive Director and an independent non-executive Director, respectively, until the Annual General Meeting and are subject to re-election.

Dr. WONG Lap Yan, 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. WONG Lap Yan 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. WONG Lap Yan 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.

### NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 15 to 20 of this circular is the notice of the Annual General Meeting at which, *inter alia*, ordinary resolutions will be proposed to Shareholders to consider and approve the granting of the General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the re-election of Directors.

### 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](http://www.hkexnews.hk)) and the Company ([www.3sbio.com](http://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 they so wish and in such event the form of proxy shall be deemed to be revoked. **The Company strongly recommends you to 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 Annual General Meeting in person.**

### 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.

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## LETTER FROM THE BOARD

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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.

### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Taking into account of the recent development of the epidemic caused by the COVID-19, the Company will implement the following prevention and control measures at the Annual General Meeting against the epidemic to protect the Shareholders 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.

### RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the re-election of Directors are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to 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.

## **EXECUTIVE DIRECTOR**

**Ms. SU Dongmei (蘇冬梅) (“Ms. Su”)**, aged 50, was appointed as a Director on 11 June 2012 and was re-designated as an executive Director on 27 November 2014. Ms. Su is also the Company’s senior vice president and the general manager of Shenyang Sunshine. She is responsible for strategic direction of the Group. Ms. Su joined Shenyang Sunshine as a scientist of the research and development (“**R&D**”) department in January 1993, and served as a director of the R&D department from 1997 to 2006. She subsequently served as the chief technology officer responsible for R&D and manufacturing process engineering of Shenyang Sunshine from 2006 to 2008. Ms. Su was promoted to vice president of Shenyang Sunshine in April 2008. Ms. Su served as a director of Shenyang Sunshine from August 2007 to June 2013, and was re-appointed on 18 June 2016. She also served as a director of Hongkong Sansheng Medical Limited (香港三生醫藥有限公司) from November 2009 to November 2014.

Ms. Su also holds the following positions with other members of the Group:

- (i) senior vice president and general manager of Shenyang Sunshine;
- (ii) supervisor of Liaoning Sunshine;
- (iii) director of Shenzhen Sciprogen Bio-pharmaceutical Co., Ltd. (深圳賽保爾生物藥業有限公司);
- (iv) director of Guangdong Sciprogen Bio-pharmaceutical Technology Co., Ltd. (廣東賽保爾生物醫藥技術有限公司);
- (v) director of Guangdong Sunshine Pharmaceutical Co., Ltd. (廣東三生製藥有限公司); and
- (vi) director of Strategic International Group Limited.

Ms. Su obtained a Bachelor’s degree in Biochemistry from Jilin University (吉林大學) in July 1992 and a Master’s and a Doctorate degree in Microbiology and Pharmacology from Shenyang Pharmaceutical University (瀋陽藥科大學) in June 2001 and July 2010, respectively. She has published in a number of academic journals on microbiology and medicinal biotechnology.

As at the Latest Practicable Date, Ms. Su had entered into a service contract with the Company for an extended term of three years commencing from 11 June 2018 until the date of the annual general meeting of the Company in the year 2021 (or, in case there is no annual general meeting in such year, until 20 June 2021), until termination in accordance with the terms and conditions of the service contract, or by either party giving to the other prior notice in writing. Under the terms of the service contract, Ms. Su is entitled to a fixed director's fee payable per annum. The fees payable to the executive Directors are determined by the Board with reference to market trends. Ms. Su receives a director's fee of US\$75,000 per annum under her current service contract.

As at the Latest Practicable Date, Ms. Su was interested in 25,044,630 (0.99%) Shares within the meaning of Part XV of the Securities and Futures Ordinance, of which 24,384,630 Shares were deemed interests held through a controlled corporation, 660,000 share options were granted to a trust and held for the benefit of Ms. Su pursuant to a share option scheme. 200,000 shares in Sunshine Guojian, an associated corporation of the Company, were held by a fund for employees share ownership plan purposes for the ultimate benefit of Ms. Su.

### **NON-EXECUTIVE DIRECTORS**

**Mr. HUANG Bin (黃斌)** (“**Mr. Huang**”), aged 59, was first appointed as a Director on 5 September 2006 and ceased to be a Director on 29 May 2013. Mr. Huang was re-appointed as an executive Director on 27 November 2014 and was subsequently re-designated as a non-executive Director on 20 June 2019. Mr. Huang is also a vice president of the Company. He is in charge of the administrative management of the Group and the operations management of the Group's subsidiaries and joint ventures. Mr. Huang joined Shenyang Sunshine in 1993 as a manager of the human resources department.

Mr. Huang also holds the following positions (in a non-executive capacity) with other members of the Group:

- (i) director and vice president of Shenyang Sunshine; and
- (ii) director and general manager of Taizhou Huan Sheng Investment Management Company Limited (泰州環晟投資管理有限公司).

Mr. Huang received a diploma in Engineering from Northeast University (東北大學) in July 1987. He attended a one-year training program in business management in Tsinghua University (清華大學) from April 2000 to April 2001.

Mr. Huang has entered into an appointment letter with the Company for a term commencing from 20 June 2019 until, hereafter, the date of the third upcoming annual general meeting of the Company (subject to retirement and re-election as and when required under the Articles of Association), which shall be automatically renewed for further three (3) years, unless otherwise terminated in accordance with the terms and conditions of the appointment letter.

As at the Latest Practicable Date, Mr. Huang was interested in 32,197,350 (1.27%) Shares within the meaning of Part XV of the Securities and Futures Ordinance, which were deemed interests held through a controlled corporation.

**Mr. TANG Ke (唐柯)** (“**Mr. Tang**”), aged 40, was appointed as a non-executive Director on 10 February 2020, has more than 15 years of work experience in the investment sector. Mr. Tang joined CITIC Private Equity Funds Management Co., Ltd (中信產業投資基金管理有限公司) (“**CITIC PE**”) in 2013 and had held various positions, including Vice President, Director and Principal Director, before he became in charge of the investment department of the healthcare sector at CITIC PE. Mr. Tang has substantial experience in corporate investment, strategic planning, capital operation and corporate management. Mr. Tang served as an Associate and Executive Director at the investment banking division of Goldman Sachs Gao Hua from 2008 to 2011 and later served as an Investment Manager at the Principal Investment Department of Goldman Sachs Group from 2012 to 2013.

He was also a director in BeiGene, Ltd. (a listed company on NASDAQ at the time when he was a director which has been dually listed on NASDAQ and the Stock Exchange since 2018) from 2014 to 2017 and Biosensors International Group, Ltd. (a company formerly listed on Singapore Exchange Securities Trading Limited which was subsequently delisted in 2016) from 2016 to 2018. Mr. Tang also serves as a director of Bluesail Medical Co., Ltd.\* (藍帆醫療股份有限公司) (a company listed on the Shenzhen Stock Exchange: 002382) and Shanghai Hanyu Medical Technology Co., Ltd.\* (上海捍宇醫療科技有限公司), and as the chairman of the board of directors of Spectrum Dynamics Medical Group Limited, JW ICU Medical LTD.\* (威海吉威重症醫療製品有限公司), a subsidiary of Biosensors International Pte Ltd., Beijing EverLife Healthcare Hospital Management Company Limited\* (北京長生眾康醫院管理有限公司) and Acotec Scientific Co. Ltd\* (北京先瑞達醫療科技有限公司), respectively.

Mr. Tang obtained his Bachelor of Arts from Southeast University and his Master of Business Administration from the Kellogg School of Management of the Northwestern University.

As at the Latest Practicable Date, Mr. Tang had entered into an appointment letter with the Company as a non-executive Director for nil remuneration commencing from 10 February 2020 until, hereafter, the date of the third upcoming annual general meeting of the Company, which shall be automatically renewed for further three (3) years, unless otherwise terminated in accordance with the terms and conditions of the appointment letter. Mr. Tang shall retire from office and be eligible for re-election in accordance with the Articles of Association.

## INDEPENDENT NON-EXECUTIVE DIRECTOR

**Dr. WONG Lap Yan (黃立恩)** (“**Dr. Wong**”), aged 49, was appointed as an independent non-executive Director on 8 October 2019. He is a Chartered Biologist and Fellow of the Royal Society of Biology and a Chartered Scientist of the Science Council of the United Kingdom. Dr. Wong has over 20 years of work experience with various highly respectable healthcare and biopharmaceutical companies, genetic services providers and academia in biology, including conducting antibody cancer research in translational oncology at Genentech Inc. (formerly listed on NYSE: DNA and now a subsidiary of Roche), research in pharmacokinetics and drug metabolism at Amgen Inc. (listed on NASDAQ: AMGN) and pharmaceutical research at SRI International (a scientific research institute established by the trustees of Stanford University) in the United States. His research work has contributed to the discovery, research and development of cancer target therapy drugs, including Bevacizumab (Avastin) and Vemurafenib (Zelboraf), which are medication used to treat different types of cancers and specific eye diseases. He has published numerous medical research articles and abstracts in journals on different topics, including cancer and nutritional science, which have been cited extensively by peer scientists and researchers.

Dr. Wong has also served as a Postdoctoral Fellow at the Faculty of Medicine at The University of Hong Kong and as a Chief Executive Officer of a biotechnology company in Hong Kong. Dr. Wong is now the Chief Scientific Officer and Principal Scientist of Alom Intelligence Limited that offers deep learning technology and analytical solutions relating to healthcare and financial data, and a director and founder of Cannan Biotech Limited that offers personal genetic technology consultancy services.

\* *For identification purposes only*

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**APPENDIX I                      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION**

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Dr. Wong obtained his Bachelor of Science in Human Biology from the University of Toronto, Canada and Doctor of Philosophy in Biological Sciences from The University of Hong Kong.

As at the Latest Practicable Date, Dr. Wong had entered into an appointment letter with the Company as an independent non-executive Director for a term of three years commencing from 8 October 2019, which shall be automatically renewed for further three (3) years and may be terminated by either the Company or Dr. Wong by giving three months' written notice or otherwise in accordance with the terms of the appointment letter. Dr. Wong shall retire from office and be eligible for re-election in accordance with the Articles of Association. Under the appointment letter entered between the Company and Dr. Wong, Dr. Wong is entitled to a remuneration of HK\$300,000 per annum, payable quarterly in arrears from the date of his appointment. The remuneration of Dr. Wong was determined having considered Dr. Wong'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.

*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 2,538,503,632 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 253,850,363 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 Law, 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 Law, out of capital.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase 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 2019, 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: (a) the Single Largest Shareholder's Group was deemed to be interested in 697,645,444 Shares, representing approximately 27.48% in the aggregate number of issued Shares; and (b) CS Sunshine was interested in 472,212,360 Shares, representing approximately 18.60% 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 and CS Sunshine in the Company will increase to approximately 30.54% and 20.67%, respectively 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 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 made by the Company of its Shares.

The Listing Rules prohibit a company from making 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

Details of repurchases of Shares made by the Company on the Stock Exchange in the six months prior to the Latest Practicable Date are set out as follows:

Date of repurchase	Number of Shares repurchased on the Stock Exchange	Price paid per Share		Aggregate consideration paid (HK\$) (excluding expenses)
		Highest	Lowest	
28 February 2020	548,500	HK\$8.00	HK\$7.89	HK\$4,367,000
27 February 2020	945,000	HK\$8.73	HK\$8.55	HK\$8,138,955
<b>Total</b>	<b>1,493,500</b>			<b>HK\$12,505,955</b>

Pursuant to Rule 10.06(6)(c) of the Listing Rules, for the purpose of the relevant rules in relation to issuers purchasing their own shares on a stock exchange, shares include shares of all classes and securities which carry a right to subscribe or purchase shares of the issuer. As such, for completeness, set out below are the details of the repurchase of securities which carry a right to subscribe or purchase the Shares made by the Company in the six months prior to the Latest Practicable Date.

Date of repurchase	Amount of Bonds purchased	Price paid per unit of the Bonds		Aggregate consideration paid (€) (including agent fee)
		Highest	Lowest	
16 April 2020 ( <i>Note</i> )	50 units of the Bonds at face value of €100,000 each (Principal Amount: €5,000,000)	€105,000 per unit of the Bonds	€105,000 per unit of the Bonds	€5,255,000

### *Note*

- On 16 April 2020, the Company repurchased 50 units of the Bonds in an aggregate principal amount of €5,000,000 at face value of the Bonds through over-the-counter market in accordance with the terms and conditions of the Bonds (the “**CB Repurchase**”). The aggregate purchase price paid for the CB Repurchase was €5,255,000 (including agent fee). Immediately after the CB Repurchase, there were 2,950 units of Bonds in the aggregate principal amount of €295,000,000 outstanding.

Save as disclosed above, no repurchase of Shares or Bonds have been made by the Company in 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:

<b>Month</b>	<b>Highest prices HK\$</b>	<b>Lowest prices HK\$</b>
<b>2019</b>		
May	15.02	12.60
June	13.98	11.80
July	14.42	12.60
August	13.52	11.28
September	13.36	11.70
October	14.84	12.52
November	15.22	11.12
December	11.64	9.45
<b>2020</b>		
January	12.14	9.75
February	11.12	7.84
March	9.48	6.66
April	9.00	7.75
May (up to the Latest Practicable Date)	8.98	7.56



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## NOTICE OF ANNUAL GENERAL MEETING

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三生制药  
3SBIO INC.

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1530)**

### NOTICE OF 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 19 June 2020 at 11 a.m. for the following purposes:

1. To receive and adopt the audited financial statements of the Company for the year ended 31 December 2019 and the reports of the directors and auditors thereon.
2. (A) To re-elect Ms. SU Dongmei as an executive director (“**Director**”) of the Company;  
(B) To re-elect Mr. HUANG Bin as a non-executive Director of the Company;  
(C) To re-elect Mr. TANG Ke as a non-executive Director of the Company;  
(D) To re-elect Dr. WONG Lap Yan as an independent non-executive Director of the Company;  
and  
(E) To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. 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 2020.
4. 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/

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## NOTICE OF ANNUAL GENERAL MEETING

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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 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 4(C)) the aggregate number of shares of the Company repurchased by the Company subsequent to the passing of resolution numbered 4(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 4(B)),

and the approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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;
  - (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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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 4(A) and 4(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 4(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 4(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  
21 May 2020

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

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (i) A shareholder entitled to attend and vote at the above meeting is entitled to 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. **The Company strongly recommends you to 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 of the Company 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 thereof).**
- (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.
- (iv) The register of members of the Company will be closed from 16 June 2020 to 19 June 2020, 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 15 June 2020.
- (v) In respect of resolutions numbered 2(A) to 2(D) above, Ms. SU Dongmei, Mr. HUANG Bin, Mr. TANG Ke and Dr. WONG Lap Yan, being eligible have offered themselves for re-election at the above 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 21 May 2020.
- (vi) In respect of the resolution numbered 4(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 4(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 21 May 2020.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (viii) Resolution numbered 4(C) will be proposed to the shareholders for approval provided that resolutions numbered 4(A) and 4(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 Company, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.
- (x) Taking into account of 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.