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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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**3SBIO INC.**

**三生制药**

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

**(Stock Code: 1530)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES  
AND  
RE-ELECTION OF RETIRING 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 June 28, 2016 at 10 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 website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)). 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.

April 29, 2016

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the followings 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 June 28, 2016 at 10 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 May 23, 2015 and effective on June 11, 2015, and as amended from time to time
“Board”	the board of Directors
“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 Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Controlling Shareholders”	refers to Mr. Lou Jing, Mr. Lou Dan, Mr. Tan Bo, Ms. Su Dongmei, Mr. Huang Bin, Lambda International Limited, Century Sunshine Limited, Decade Sunshine Limited, Hero Grand Management Limited, Triple Talent Enterprises Limited, Joint Palace Group Limited, Known Virtue International Limited and Medical Recovery Limited who form a group of controlling Shareholders (as defined in the Listing Rules)
“CS Sunshine”	CS Sunshine Investment Limited, a company incorporated in the British Virgin Islands and a substantial Shareholder (as defined in the Listing Rules)
“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
"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))
“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

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## DEFINITIONS

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“Latest Practicable Date”	April 25, 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	June 11, 2015, the date on which dealings in the Shares first commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“NASDAQ”	NASDAQ Global Market
“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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended from time to time
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent

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LETTER FROM THE BOARD

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**3SBIO INC.**

**三生制药**

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

**(Stock Code: 1530)**

*Executive Directors:*

Mr. LOU Jing (*Chairman*)  
Mr. TAN Bo  
Ms. SU Dongmei  
Mr. HUANG Bin

*Non-executive Directors:*

Mr. LIU Dong  
Mr. LV Dong

*Independent Non-executive Directors:*

Mr. PU Tianruo  
Mr. David Ross PARKINSON  
Mr. MA Jun

*Registered office:*

The offices of Codan Trust Company  
(Cayman) Limited  
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:*

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

April 29, 2016

*To the Shareholders*

Dear Sir or Madam

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES  
AND  
RE-ELECTION OF RETIRING 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 and the Repurchase Mandate to repurchase Shares; and (b) the re-election of the retiring 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, 2,515,313,570 Shares had been 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 503,062,714 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 value shall represent up to 10% of the number of issued Shares as at the date of passing the resolutions in relation to the General Mandate and Repurchase Mandate. The Directors wish to state that 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 RETIRING 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. Lou Jing, Mr. Tan Bo and Ms. Su Dongmei will retire and, being eligible, have offered themselves for re-election as Directors 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 next following annual general meeting of the Company after his/her appointment. Accordingly, Mr. Liu Dong, Mr. Lv Dong, Mr. Pu Tianruo, Mr. David Ross Parkinson and Mr. Ma Jun, who were appointed by the Board, will hold office as the Director until the Annual General Meeting and are subject to re-election.

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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### 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 and the Repurchase Mandate to repurchase Shares, and the re-election of the retiring 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 website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). 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.

### 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 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.

### 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 the retiring 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.**  
**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 hold (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 have any relationship with any other Director, senior management or substantial or controlling 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 is 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-elections.

### **Executive Directors**

**Mr. LOU Jing (婁競)**, aged 53, was appointed as a Director on September 5, 2006 and was redesignated as an executive Director on November 27, 2014. He was appointed as the chairman of the Board on April 1, 2012. Mr. Lou is also the chief executive officer and president of the Company. He is responsible for the strategic development and planning, overall operational management and major decision making of the Group. He joined Shenyang Sunshine as a director of research and development in September 1995.

Mr. Lou also holds the following positions with other members of the Group:

- 1) director and chairman of the board of Collected Mind Limited (集思有限公司, “**Collected Mind**”);
- 2) director of Hongkong Sansheng Medical Limited (香港三生醫藥有限公司, “**Hongkong Sansheng**”);
- 3) director of Excel Partner Holdings Limited (特隆控股有限公司, “**Excel Partner**”);
- 4) director of Ample Harvest Investments Limited (溢豐投資有限公司, “**Ample Harvest**”);
- 5) director, chief executive officer and president of Shenyang Sunshine and chairman of the board of Shenyang Sunshine;
- 6) director and general manager of Liaoning Sunshine Bio-Pharmaceutical Company Limited (遼寧三生醫藥有限公司, “**Liaoning Sunshine**”);
- 7) executive director and general manager of Liaoning Sunshine Science Technology Development Company Limited (遼寧三生科技發展有限公司, “**Liaoning Sunshine Technology**”);
- 8) director and chairman of the board of Taizhou Huan Sheng Investment Management Company Limited (泰州環晟投資管理有限公司, “**Taizhou Huan Sheng Investment**”);
- 9) executive director of Shenzhen Baishitong Technology Development Company Limited (深圳市百士通科技開發有限公司);



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

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- 10) executive director of Shanghai Aoxi Technology Information Consulting Co., Ltd. (上海澳曦科技資訊諮詢有限公司);
- 11) chairman of the board of Shenzhen Sciprogen Bio-pharmaceutical Co., Ltd. (深圳賽保爾生物藥業有限公司, “**Sciprogen**”);
- 12) chairman of the board of Guangdong Sciprogen Bio-pharmaceutical Technology Co., Ltd. (廣東賽保爾生物醫藥技術有限公司, “**Guangdong Sciprogen**”);
- 13) director of Gains Prestige Limited (澤威有限公司, “**Gains Prestige**”);
- 14) director and chairman of the board of Guojian; and
- 15) director and chairman of the board of Shanghai Lansheng Guojian Pharmaceutical Company Limited (上海蘭生國健藥業有限公司) (“**Lansheng Guojian**”).

Mr. Lou has been highly active in pharmaceutical research and has made substantial contribution to the Group’s research and development of pharmaceutical products. Mr. Lou was the leading scientist and principal investigator in the Group’s successful development of EPIAO and TPIAO. He co-invented a “preparation process for recombinant human thrombopoietin” and a “method for improving the stability of polypeptides in human bodies and its application” in 2000 and 2001, respectively. He has published in a number of academic journals on microbiology and medicinal biotechnology. His research has been recognized with various awards. In 2006, he was awarded the “Shenyang Science and Technology Progress Award” (瀋陽市科學技術進步一等獎) for his research on recombinant human thrombopoietin. In 2007, he was awarded the “Liaoning Province Scientific and Technological Achievements Prize” (遼寧省科技成果轉化三等獎) for his contribution to the industrialization of production of recombinant human thrombopoietin. Mr. Lou was selected as a member of the prestigious national program “the Recruitment Program of Global Experts”, which is also known as the “Thousand Talents Program (千人計劃)”, in March 2013. Mr. Lou obtained a Medical Doctor degree (M.D.) in clinical medicine from Shanghai Second Military Medical University (上海第二軍醫大學) in July 1985. He conducted post-doctoral research at the National Institutes of Health of the United States after obtaining a Ph.D. degree in molecular and cell biology from Fordham University in the U.S. in February 1994. He also obtained an Executive Master of Business Administration from China Europe International Business School (中歐國際工商學院) in September 2008.

**Mr. TAN Bo (譚擘)**, aged 43, was appointed as a Director on May 29, 2013 and was redesignated as an executive Director on November 27, 2014. Mr. Tan is also the chief financial officer and the executive vice president of the Company. He is responsible for overseeing the financial activities and the daily operation of the business development of the Group. Mr. Tan joined Shenyang Sunshine as the chief financial officer and vice president in February 2009. He also served as a director of Hongkong Sansheng from November 2009 to November 2014.

Mr. Tan also holds the following positions with other members of the Group:

- 1) director of Collected Mind;
- 2) director of Excel Partner;
- 3) director of Ample Harvest;
- 4) chief financial officer and executive vice president and director of Shenyang Sunshine;
- 5) director of Taizhou Huan Sheng Investment;
- 6) director of Sciprogen;

- 7) director of Guangdong Sciprogen;
- 8) director of Grand Path Holdings Limited;
- 9) director of Gains Prestige;
- 10) director of Guojian; and
- 11) director of Lansheng Guojian.

Mr. Tan has extensive experience within the financial and pharmaceutical industries, and has worked in private equity, equity research and commercial sectors. Mr. Tan has served as an independent non-executive director of Globe Metals & Mining Limited (a company listed on the Australian Securities Exchange with security code GBE) since October 9, 2013. Mr. Tan served as an independent director and the chairman of the audit, compensation and nominating committee of Tianyin Pharmaceutical Co., Inc. (a company listed on the NYSE MKT LLC with symbol TPI) from June 4, 2012 to January 23, 2015. He served as executive director and a member of the investment committee of Bohai Industrial Investment Fund Management Company (渤海產業投資基金管理公司), a private equity fund in China, from April 2007 to September 2008. Before that, he served as a vice president in the equity research division of Lehman Brothers Asia Limited from March 2006 to March 2007. He worked as a senior analyst at Macquarie Securities Asia in Hong Kong from October 2004 to February 2006. Mr. Tan obtained a Bachelor's degree in Economics from Renmin University of China (中國人民大學) in July 1994, a Master's degree in Economics from the University of Connecticut in December 1996 and a Master of International Management from Thunderbird School of Global Management in August 1998.

**Ms. SU Dongmei (蘇冬梅)**, aged 45, was appointed as a Director on June 11, 2012 and was redesignated as an executive Director on November 27, 2014. Ms. Su is also the Company's senior vice president and the general manager of Shenyang Sunshine. She is responsible for strategic direction and leadership of research and development of the Group. Ms. Su joined Shenyang Sunshine as a scientist of the research and development department in January 1993, and served as a director of the research and development department from 1997 to 2006. She subsequently served as the chief technology officer responsible for research and development 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. She also served as a director of Hongkong Sansheng from November 2009 to November 2014.

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

- 1) senior vice president of Shenyang Sunshine;
- 2) supervisor of Liaoning Sunshine; and
- 3) supervisor of Liaoning Sunshine Technology.

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

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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.

Each of the executive Directors has a service contract with the Company for a period of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Under the terms of the service contract, each executive Director 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. Mr. Lou receives a director's fee of US\$120,000 per annum. Mr. Tan receives a director's fee of US\$120,000 per annum. Ms. Su receives a director's fee of US\$75,000 per annum.

As at the Latest Practicable Date, (i) Mr. Lou was deemed to be interested in 599,367,030 (23.83%) Shares within the meaning of Part XV of the Securities and Futures Ordinance, held through controlled corporations; (ii) Mr. Tan was deemed to be interested in 115,549,920 (4.59%) Shares within the meaning of Part XV of the Securities and Futures Ordinance, held through a controlled corporation; and (iii) Ms. Su was deemed to be interested in 26,403,630 (1.05%) Shares within the meaning of Part XV of the Securities and Futures Ordinance, held through a controlled corporation.

### Non-executive Directors

**Mr. LIU Dong (劉東)**, aged 43, has been a non-executive Director since November 27, 2014. He is responsible for participating in the formulation of the Company's corporate and business strategies. Mr. Liu has served as a director of Shenyang Sunshine since May 28, 2013.

Mr. Liu joined CITIC Private Equity Funds Management Co., Ltd ("CITIC PE") in January 2009. He is a managing director of CITIC PE in charge of investment in the healthcare sector. Mr. Liu also currently serves as a director of Zhejiang Beingmate Technology Industry & Trade Co. Ltd. (浙江貝因美科I貿股份有限公司) (a company listed on the Shenzhen Stock Exchange with stock code 002570), Biosensors International Group, Ltd. (a company listed on the SGX-ST with symbol B20) and Luye Pharma Group Ltd. (a company listed on the Stock Exchange with stock code 2186). None of the three aforesaid listed companies competes or is likely to compete with the Group. Mr. Liu received a joint Bachelor's degree in Physics and Finance from Nankai University (南開大學) in June 1995 and an Executive Master of Business Administration from China Europe International Business School (中歐國際工商學院) in October 2011.

**Mr. LV Dong (呂東)**, aged 41, has been a non-executive Director since November 27, 2014. He is responsible for participating in the formulation of the Company's corporate and business strategies. Mr. Lv has served as a director of Shenyang Sunshine since May 28, 2013. He was appointed as a supervisor of Jiuzhitang Co., Ltd. (九芝堂股份有限公司) (a company listed on the Shenzhen Stock Exchange with stock code 000989) in 2015. Mr. Lv has also served as a vice president of CITIC PE, mainly engaging in the investment in the healthcare sector, since 2011. Mr. Lv received a Master's degree in Pharmacy from Peking University (北京大學) in 2003 and a Doctorate degree in Pharmaceutical Administration from China Pharmaceutical University (中國藥科大學) in June 2010.

As at the Latest Practicable Date, each of the non-executive Directors had an appointment letter with the Company for a period from the Latest Practicable Date up to the second annual general meeting of the Company since the Latest Practicable Date subject to re-election and retirement as required by the Articles of Association. Under the terms of the appointment letter, none of the non-executive Directors are entitled to any remuneration and benefits as a non-executive Director.

### Independent Non-Executive Directors

**Mr. PU Tianruo (濮天若)**, aged 47, has been an independent non-executive Director since 1 June 2015. He is responsible for participating in decision-making and advising on issues relating to the Company's significant events and corporate governance. Previously, he served as an independent Director, the audit committee chair and a compensation committee member of the Company from September 1, 2012 to May 29, 2013.

Mr. Pu has had substantial experience in corporate finance, accounting, mergers and acquisitions, as well as in the technology sector. He has served as an independent non-executive director of WOWO Limited (a company listed on the NASDAQ with symbol WOWO) since April 2015. He served as director and chief financial officer of UTStarcom (a company listed on the NASDAQ with symbol UTSI) from November 2011 to May 2014 and from October 2012 to August 2014, respectively. Mr. Pu also served as the chief financial officer of China Nuokang Bio-Pharmaceutical Inc. (a company listed on the NASDAQ with symbol NKBP) from September 2008 to June 2012. 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 from Northwestern University Kellogg School of Management in June 2000.

**Mr. David Ross PARKINSON**, aged 66, has been an independent non-executive Director since June 1, 2015. He is responsible for participating in decision-making and advising on issues relating to the Company's significant events and corporate governance.

Mr. Parkinson has served as director of ESSA Pharma Inc. (a company listed on the NASDAQ with symbol EPIX) since June 2015, a director of both Cerulean Pharma, Inc. (a company listed on the NASDAQ with symbol CERU) since November 2014 and Threshold Pharmaceuticals, Inc. (a company listed on the NASDAQ with symbol THLD) since May 2010. He was appointed as the president and chief executive officer of ESSA Pharma Inc. in January 2016. He has also served as a director of DeNovo Biosciences, Inc. and Tocagen Inc. and is a venture partner at New Enterprise Associates, a venture capital firm. From 2007 to 2012, Mr. Parkinson served as president and chief executive officer at Nodality, Inc., a biotechnology company focused on personalized medicine. Before that, he was a vice president and head of the clinical oncology therapeutic area at Amgen Inc. (a company listed on the NASDAQ with symbol AMGN). Mr. Parkinson served as a director of the American Association for Cancer Research (AACR) from 2006 to 2009. He served on the National Cancer Policy Forum of the Institute of Medicine from 2005 to 2011. Mr. Parkinson has received multiple awards and honors, including the top innovator award from the Multiple Myeloma Research Foundation in 2012 and the Wiley Medal from the USFDA in 1997. He delivered the 12th Andrew H. Weinberg Memorial Lecture at the Harvard University School of Medicine in 2008. Mr. Parkinson obtained a Doctor of Medicine degree (M.D.) at the University of Toronto Faculty of Medicine in 1974.

**Mr. MA Jun (馬駿)**, aged 53, has been an independent non-executive Director since June 1, 2015. He is responsible for participating in decision-making and advising on issues relating to the Company's significant events and corporate governance. Mr. Ma has served as the chief executive officer of Rong & De (Tianjin) Investment Partnership (Limited Partnership) (熔安德(天津)投資合夥企業(有限合夥)) since April 2011 in charge of fund raising and management. Mr. Ma was an attorney of Commerce & Finance Law Offices from January 2006 to April 2007.

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

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Mr. Ma obtained a Bachelor of Laws degree (L.L.B.) from Peking University (北京大學) in July 1985. He obtained a Juris Doctor degree (J.D.) from Cornell Law School in May 1996 and was subsequently admitted to the New York bar.

As at the Latest Practicable Date, each of the independent non-executive Directors had an appointment letter with the Company for a period from the Latest Practicable Date up to the end of three years since the date of the Annual General Meeting subject to re-election and retirement as required by the Articles of Association. Under the terms of the appointment letter, each independent non-executive Director is entitled to a director's fee of HK\$300,000 per annum.

*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 2,515,313,570 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 251,531,357 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 December 31, 2015, 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 Controlling Shareholders were deemed to be interested in 838,583,070 Shares, representing approximately 33.34% in the aggregate number of issued Shares; and (b) CS Sunshine was interested in 712,258,360 Shares, representing approximately 28.32% in the aggregate number of issued Shares. In the event that the Directors should exercise the Repurchase Mandate in full, the shareholdings of the Controlling Shareholders and CS Sunshine in the Company will increase to approximately 37.04% and 31.46%, 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 the Takeovers Code on the part of both the Controlling Shareholders and CS Sunshine. 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 Controlling Shareholders and/or the CS Sunshine 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.

## **SHARE REPURCHASE MADE BY THE COMPANY**

No repurchases of Shares 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 Company was listed on the Stock Exchange on June 11, 2015, the highest and lowest prices at which the Shares were traded on the Stock Exchange from the Listing Date to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest prices HK\$</b>	<b>Lowest prices HK\$</b>
<b>2015</b>		
From Date of Listing to June 30, 2015	10.68	9.19
July	9.93	6.90
August	9.23	7.10
September	8.47	7.19
October	9.11	7.72
November	10.68	8.66
December	11.48	9.55
<b>2016</b>		
January	11.16	8.99
February	10.08	8.69
March	10.58	9.18
April (up to the Latest Practicable Date)	10.96	9.46



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## NOTICE OF ANNUAL GENERAL MEETING

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**3SBIO INC.**

**三生制药**

*(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 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 June 28, 2016 at 10 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company for the year ended December 31, 2015 and the reports of the directors and auditors thereon.
2. (a) To re-elect the following retiring directors of the Company (the “**Directors**”):
  - (i) Mr. Lou Jing as executive Director;
  - (ii) Mr. Tan Bo as executive Director;
  - (iii) Ms. Su Dongmei as executive Director;
  - (iv) Mr. Liu Dong as non-executive Director;
  - (v) Mr. Lv Dong as non-executive Director;
  - (vi) Mr. Pu Tianruo as independent non-executive Director;
  - (vii) Mr. David Ross Parkinson as independent non-executive Director;
  - (viii) Mr. Ma Jun as independent non-executive Director; and
- (b) To authorise 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 authorise the Board to fix their remuneration for the year ending December 31, 2016.

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## NOTICE OF ANNUAL GENERAL MEETING

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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/ 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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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

- (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 the 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 recognised 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the aggregate number of the 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
- (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 annual general 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 extended 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.**  
**LOU Jing**  
*Chairman*

Hong Kong, April 29, 2016

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## NOTICE OF ANNUAL GENERAL MEETING

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*Registered office:*

The offices of Codan Trust (Cayman) Limited  
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:*

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

**Notes:**

- (i) 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.
- (ii) 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.
- (iii) 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.
- (iv) 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.
- (v) The register of members of the Company will be closed from June 24, 2016 to June 28, 2016, 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 23 June 2016.
- (vi) In respect of resolutions numbered 2 above, Mr. Lou Jing, Mr. Tan Bo, Ms. Su Dongmei, Mr. Liu Dong, Mr. Lv Dong, Mr. Pu Tianruo, Mr. David Ross Parkinson and Mr. Ma Jun shall retire and being eligible, offered themselves for re-election at the above meeting. Details of the above retiring Directors are set out in Appendix I to the circular dated April 29, 2016.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (vii) 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.
  
- (viii) 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 April 29, 2016.
  
- (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.