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3SBIO INC.

三生制药

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1530)

INSIDE INFORMATION

BANK LOAN FROM PING AN BANK COMPANY LIMITED AND DISCLOSURE PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made by 3SBio Inc. (the “**Company**”) pursuant to Rules 13.09 and 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that on February 22, 2016, Hongkong Sansheng Medical Limited 香港三生醫藥有限公司 (“**Hongkong Sansheng**”), a wholly-owned subsidiary of the Company, entered into a Hong Kong dollar equivalent RMB2,200,000,000 term loan facility (the “**Loan Facility**”) with Ping An Bank Company Limited (平安銀行股份有限公司) (the “**Lender**”). The funds from the Loan Facility will be used for the purposes of undertaking further acquisition of equity interests in Shanghai CP Guojian Pharmaceutical Co., Ltd. (上海中信國健藥業股份有限公司).

The Loan Facility is available for drawdown for a period of 6 months with the principal amount to be repaid in five installments as follows:

- (i) a first repayment of RMB600,000,000 on or before the date falling 12 months from the first utilization date;
- (ii) a second repayment of RMB300,000,000 on or before the date falling 18 months from the first utilization date;
- (iii) a third repayment of RMB300,000,000 on or before the date falling 24 months from the first utilization date;

(iv) a fourth repayment of RMB500,000,000 on or before the date falling 30 months from the first utilization date; and

(v) any remaining outstanding amount on the date falling 36 months after the first utilization date.

The Loan Facility will bear interest at 2.5% per annum for each interest period thereunder. Customary fees and expenses will be paid by the Company in connection with the Loan Facility.

Under the terms of the Loan Facility, if Hongkong Sansheng has not repaid an aggregate amount of not less than RMB300,000,000 or its equivalent in Hong Kong dollars to the Lender on or before March 31, 2016, it will be required to procure Decade Sunshine Limited (“**Decade Sunshine**”, one of the controlling shareholders of the Company (as defined in the Listing Rules)) to charge an aggregate of 70,000,000 shares in the Company (“**Shares**”) (representing approximately 2.78% of the issued share capital of the Company as of the date of this announcement) in favor of the Lender (the “**Share Charge**”) on or before April 15, 2016, failing which an event of default will be triggered under the Loan Facility. Though the Company does not currently anticipate any material difficulty in repaying RMB300,000,000 or its equivalent in Hong Kong dollars on or before March 31, 2016 should the Loan Facility be drawn down, the Company has had preliminary discussions with the shareholders of Decade Sunshine and understands that, subject to their continued compliance with the Listing Rules, they are prepared to cause Decade Sunshine to enter into the Share Charge in due course if required.

Furthermore, pursuant to the terms of the Loan Facility, Hongkong Sansheng shall procure that Mr. Lou Jing, another controlling shareholder of the Company (as defined in the Listing Rules), will remain a controlling shareholder of the Company for as long as any amount is outstanding under the Loan Facility.

To the best of the knowledge, information and belief of the Directors, the Lender is an independent third party and not a connected person of the Company (as defined in the Listing Rules). As the Share Charge that may be provided by Decade Sunshine for the Loan Facility is expected to be on normal commercial terms or better and will not involve any security over the assets of the Company and its subsidiaries, the Share Charge, if executed, will be exempt from the reporting, announcement and independent shareholders’ approval requirements pursuant to Rule 14A.90 of the Listing Rules.

As at the date of this announcement, the controlling shareholders of the Company (including Decade Sunshine and Mr. Lou Jing) collectively control 838,583,070 Shares (representing approximately 33.34% of the issued share capital of the Company).

In accordance with the requirements under Rule 13.21 of the Listing Rules, disclosure will be included in subsequent interim and annual reports of the Company for so long as circumstances giving rise to the relevant obligations continue to exist.

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

Hong Kong, February 22, 2016

As at the date of this announcement, the Board comprises Mr. LOU Jing, Mr. TAN Bo, Ms. SU Dongmei and Mr. HUANG Bin as executive Directors; Mr. LIU Dong and Mr. LV Dong as non-executive Directors; and Mr. PU Tianruo, Mr. David Ross PARKINSON and Mr. MA Jun as independent non-executive Directors.