

Monthly Return of Equity Issuer on Movements in Securities

For the month ended
(dd/mm/yyyy) :

31/08/2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer 3SBio Inc.

Date Submitted 05 / 09 / 2018

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>1530</u> Description : <u>Ordinary Shares</u>			
	No. of ordinary shares	Par value (US\$)	Authorised share capital (US\$)
Balance at close of preceding month	<u>50,000,000,000</u>	<u>0.00001</u>	<u>500,000</u>
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>50,000,000,000</u>	<u>0.00001</u>	<u>500,000</u>
(2) Stock code : <u>N/A</u> Description : <u>N/A</u>			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u></u>	<u></u>	<u></u>
Increase/(decrease)	<u></u>		<u></u>
Balance at close of the month	<u></u>	<u></u>	<u></u>

2. Preference Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u> </u>	<u> </u>	<u> </u>
Increase/(decrease)	<u> </u>		<u> </u>
Balance at close of the month	<u> </u>	<u> </u>	<u> </u>

3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u> </u>	<u> </u>	<u> </u>
Increase/(decrease)	<u> </u>		<u> </u>
Balance at close of the month	<u> </u>	<u> </u>	<u> </u>

Total authorised share capital at the end of the month (US\$) : **500,000**

II. Movements in Issued Share Capital

	No. of ordinary shares (1)	(2)	No. of preference shares	No. of other classes of shares
Balance at close of preceding month	<u>2,538,796,890</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>4,917,661</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>2,543,714,551</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option Scheme (adopted on 23/05/2015 and amended on 28/06/2016) Exercise price at HK\$7.62 per share (Grant date: 02/02/2017) Ordinary shares (Note 1)	N/A	N/A	N/A	N/A	N/A	20,000,000
2. (/ /) shares (Note 1)	N/A	N/A	N/A	N/A	N/A	N/A
3. (/ /) shares (Note 1)	N/A	N/A	N/A	N/A	N/A	N/A
Total A. (Ordinary shares)					N/A	
(Preference shares)					N/A	
(Other class)					N/A	
Total funds raised during the month from exercise of options (State currency)					N/A	

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. CP Guojian Warrant (Remark 1)						
	US\$	216.69493	49.17661	167.51832	4,917,661	16,751,832
(/ /)						
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	US\$0.00001					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
2.						
	N/A	N/A	N/A	N/A	N/A	N/A
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3.						
	N/A	N/A	N/A	N/A	N/A	N/A
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4.						
	N/A	N/A	N/A	N/A	N/A	N/A
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
Total B.					(Ordinary shares)	4,917,661
					(Preference shares)	N/A
					(Other class)	N/A

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month		
1. Zero Coupon Convertible Bonds Due 2022 (Remark 2)						
	Euro €	N/A	Nil	300,000,000	Nil	188,363,445
	Convertible bonds code: 5241					
Stock code (if listed)						
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	Initial conversion price: HKD14.28 per share					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
2.						
	N/A	N/A	N/A	N/A	N/A	N/A
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3.						
	N/A	N/A	N/A	N/A	N/A	N/A
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4.						
	N/A	N/A	N/A	N/A	N/A	N/A
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
Total C. (Ordinary shares)					N/A	
(Preference shares)					N/A	
(Other class)					N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Options granted to CITIC Pacific Limited (Remark 3) (23/05/2015) Ordinary shares (Note 1)	0	125,765,500
2. N/A (/ /) shares (Note 1)		
3. N/A (/ /) shares (Note 1)		
Total D. (Ordinary shares) (Preference shares) (Other class)	Nil N/A N/A	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price :	State currency _____	Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
2. Open offer	At price :	State currency _____	Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
3. Placing	At price :	State currency _____	Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
4. Bonus issue			Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5. Scrip dividend	At price :	State currency _____	Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>
6. Repurchase of shares			Class of shares _____ repurchased (<i>Note 1</i>) Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>
7. Redemption of shares			Class of shares _____ redeemed (<i>Note 1</i>) Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>
8. Consideration issue	At price :	State currency _____	Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>
9. Capital reorganisation			Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>

				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue					
10. Other (Please specify)	At price :	State currency _____	Class of shares _____ issuable (Note 1)		
			Issue and allotment date : (dd/mm/yyyy)	(/ /)	
			EGM approval date: (dd/mm/yyyy)	(/ /)	
				<u>N/A</u>	<u>N/A</u>
			Total E. (Ordinary shares)	<u>N/A</u>	
			(Preference shares)	<u>N/A</u>	
			(Other class)	<u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>4,917,661</u>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

Remarks (if any):

1. On January 1, 2015, the Company issued the CP Guojian Warrant to Shanghai Junling Investment Partnership (Limited Partnership) (the “**Holder**”), the vesting and exercise of which are subject to the terms therein. Please refer to the section headed “History, Reorganization and Corporate Structure – CP Guojian Warrant” in the Company’s prospectus dated June 1, 2015 for further details. As at August 31, 2018, 50% of the CP Guojian Warrant had satisfied the relevant vesting conditions (in respect of which 10% of the CP Guojian Warrant remained subject to internal approval). 50% of the CP Guojian Warrant would entitle the Holder to 56,441,017 ordinary shares of the Company pursuant to the full exercise of 50% of the CP Guojian Warrant. On June 29, 2016, July 18, 2017 and August 7, 2018, 17,000,000 ordinary shares, 6,483,320 ordinary shares and 4,917,661 ordinary shares of the Company were issued respectively upon the partial exercise of the CP Guojian Warrant by the Holder. Please refer to the Next Day Disclosure Returns of the Company dated June 29, 2016, July 18, 2017 and August 7, 2018.

2. On July 21, 2017, Strategic International Group Limited, a direct wholly-owned subsidiary of the Company issued the convertible bonds at the initial conversion price of HK\$14.28 per share in an aggregate principal amount of €300,000,000 subject to certain terms and conditions. The bonds will be convertible into approximately 188,363,445 Shares (assuming full conversion of the bonds at the initial conversion price of HKD14.28 per share) and the conversion period shall commence on August 31, 2017. Details of the convertible bonds are set out in the announcements of the Company dated July 12, 2017 and July 21, 2017.

3. The exercise of the Options is subject to certain conditions. Please refer to the announcements dated March 4, 2016 for further details relating to the Options.

Submitted by: LIU Yanli

Title: Joint Company Secretary
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*