

Monthly Return of Equity Issuer on Movements in Securities

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

30/06/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer 3SBio Inc.

Date Submitted 03 / 07 / 2020

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 1530 Description : Ordinary Shares

	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 : N/A Description : N/A

	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>2,538,503,632</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>22,500</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>2,538,526,132</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	22,500	N/A	N/A	N/A	18,231,000
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)					22,500	
(Preference shares)					N/A	
(Other class)					N/A	
Total funds raised during the month from exercise of options (State currency)					HK\$171,450	

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.						
	N/A	N/A	N/A	N/A	N/A	N/A
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
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 (<i>Note 1</i>)						
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 (<i>Note 1</i>)						
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 (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
Total B.					(Ordinary shares)	Nil
					(Preference shares)	N/A
					(Other class)	N/A

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

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount 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. Zero Coupon Convertible Bonds Due 2022 (Remarks 1 & 2)						
	Euro €	295,000,000	Nil	190,541,000	Nil	119,636,530
	Convertible					
Stock code (if listed)	bonds code: 5241					
Class of shares issuable (Note 1)	Ordinary shares					
	Initial conversion price:					
Subscription price	HK\$14.28 per share					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
2. Zero Coupon Convertible Bonds Due 2025 (Remark 3)						
	Euro €	N/A	Nil	320,000,000	N/A	212,035,521
	Convertible					
Stock code (if listed)	bonds code: 40285					
Class of shares issuable (Note 1)	Ordinary shares					
	Initial conversion price: HK\$13.175 per share					
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)	(/ /)					

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount 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
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. Share Award Scheme adopted and share awards approved on 16 July 2019. For details, please refer to the announcement of the Company dated 17 July 2019. (/ /) shares (Note 1)	N/A	A maximum of 5,073,919
2. N/A (/ /) shares (Note 1)		
3. N/A (/ /) shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Other Movements in Issued Share Capital

				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					
1. Rights 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>
2. Open offer	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>
3. Placing	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>
4. Bonus issue			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>

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 (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
6. Repurchase of shares			Class of shares repurchased (Note 1) _____ Number of shares repurchased _____ Cancellation date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
7. Redemption of shares			Class of shares redeemed (Note 1) _____ Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
8. Consideration 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

				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					
9. Capital reorganisation	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>
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>22,500</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”).)					

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

1. On 21 July 2017, Strategic International Group Limited ("Strategic International"), a direct wholly-owned subsidiary of the Company issued the convertible bonds (the "2017 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 2017 Bonds will be convertible into approximately 188,363,445 shares of the Company (assuming full conversion of the 2017 Bonds at the initial conversion price of HK\$14.28 per share) and the conversion period shall commence on 31 August 2017. Details of the 2017 Bonds are set out in the announcements of the Company dated 12 July 2017 and 21 July 2017.

2. On 16 April 2020, the Company repurchased an aggregate principal amount of €5,000,000 in face value of the 2017 Bonds through over-the-counter market in accordance with the terms and conditions of the 2017 Bonds. On 29 June 2020 and 30 June 2020, the Company repurchased an aggregate principal amount of €63,309,000 and €41,150,000 in face value of the 2017 Bonds through over-the-counter market in accordance with the terms and conditions of the 2017 Bonds. Immediately after such repurchases, the 2017 Bonds will be convertible into approximately 119,636,530 shares of the Company (assuming full conversion of the Bonds at the initial conversion price of HK\$14.28 per share). Please refer to the Company's announcement dated 20 April 2020 and next day disclosure returns dated 29 June 2020 and 30 June 2020, respectively, for details of such repurchases.

3. On 17 June 2020, Strategic International issued the convertible bonds (the "2020 Bonds") at the initial conversion price of HK\$13.175 per share in an aggregate principal amount of €320,000,000 subject to certain terms and conditions. The 2020 Bonds will be convertible into approximately 212,035,521 shares of the Company (assuming full conversion of the 2020 Bonds at the initial conversion price of HK\$13.175 per share) and the conversion period shall commence on 9 August 2020. Details of the 2020 Bonds are set out in the announcements of the Company dated 17 June 2017, 18 June 2020 and 29 June 2020.

Submitted by: LEUNG Suet Wing

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

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.*
3. *“Identical” means in this context:*
 - *the securities are of the same nominal value with the same amount called up or paid up;*
 - *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
 - *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*
4. *If there is insufficient space, please append the prescribed continuation sheet.*