



三生制药
3SBIO INC.

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 01530)

**(1) THE LICENSE AGREEMENT FOR PD-1/VEGF
BISPECIFIC ANTIBODY (SSGJ-707) WITH PFIZER COMING
INTO EFFECT;
AND
(2) PROPOSED SUBSCRIPTION OF NEW SHARES BY
PFIZER UNDER GENERAL MANDATE**

(1) THE LICENSE AGREEMENT FOR PD-1/VEGF BISPECIFIC ANTIBODY (SSGJ-707) WITH PFIZER COMING INTO EFFECT

Reference is made to the announcement of the Company dated 20 May 2025 in relation to, among others, the entering into of the License Agreement for PD-1/VEGF bispecific antibody (SSGJ-707) with Pfizer.

All the conditions precedent as specified in the License Agreement have been satisfied, and accordingly, the License Agreement has come into effect as of 24 July 2025.

The Option Agreement, which constitutes one of the conditions precedent under the License Agreement, has also come into effect. The Option Agreement grants Pfizer an exclusive option to develop and commercialize the Licensed Product in the PRC. The Group will receive non-refundable and non-creditable Option Fee and Exercise Fee totaling no more than US\$150 million. Upon exercise of such option as contemplated under the Option Agreement, the licensed territory under the License Agreement will be worldwide. The Group retains the right to supply the Licensed Product pursuant to the Clinical Supply Agreement executed on 2 July 2025 and the Commercial Supply Agreement to be negotiated if Pfizer exercises the option under the Option Agreement.

(2) PROPOSED SUBSCRIPTION OF NEW SHARES BY PFIZER

Reference is made to the announcement of the Company dated 20 May 2025 in relation to, among others, the possible subscription of certain number of new Shares by Pfizer.

On 24 July 2025 (after trading hours), the Company entered into the Subscription Agreement with Pfizer, pursuant to which Pfizer has conditionally agreed to subscribe for, and the Company has conditionally agreed to issue and allot, 31,142,500 Subscription Shares at the Subscription Price of HK\$25.2055 each for approximately HK\$785.0 million. The Completion is subject to the Conditions set out in the paragraph headed “Conditions precedent to the Completion” in this announcement.

The 31,142,500 Subscription Shares represent (i) approximately 1.30% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 1.28% of the issued share capital of the Company as enlarged by the issue and allotment of the Subscription Shares (assuming there being no other changes to the issued share capital of the Company between the date of this announcement and the Completion).

According to the License Agreement, the Subscription Price shall be a 30-day volume-weighted average price (subject to approvals and requirements under applicable rules and regulations, including the Listing Rules) and the exact terms and number of new Shares to be allotted and issued by the Company to Pfizer (or its nominee) will be determined and finalised in a formal agreement.

Accordingly, the Subscription Price is determined with reference to the terms of the License Agreement and is agreed to be HK\$25.2055 per Subscription Share.

The Subscription Price of HK\$25.2055 per Subscription Share represents (i) a discount of approximately 17.09% to the closing price of HK\$30.40 per Share as quoted on the Stock Exchange on the date of the Subscription Agreement; and (ii) a discount of approximately 15.47% to the average closing price of HK\$29.82 per Share as quoted on the Stock Exchange for the last five trading days immediately preceding the date of the Subscription Agreement.

The gross proceeds and the net proceeds from the Subscription are estimated to be approximately HK\$785.0 million and HK\$785.0 million, respectively. The Company intends to utilise the net proceeds for the purposes as disclosed in the paragraph headed “Reason for the Subscription and Use of Proceeds” in this announcement below.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

The Completion is subject to the fulfillment of the Conditions under the Subscription Agreement. As the Subscription may or may not proceed, Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.

(1) THE LICENSE AGREEMENT FOR PD-1/VEGF BISPECIFIC ANTIBODY (SSGJ-707) WITH PFIZER COMING INTO EFFECT

Reference is made to the announcement of the Company dated 20 May 2025 in relation to, among others, the entering into of the License Agreement for PD-1/VEGF bispecific antibody (SSGJ-707) with Pfizer.

All the conditions precedent as specified in the License Agreement have been satisfied, and accordingly, the License Agreement has come into effect as of 24 July 2025.

The Option Agreement, which constitutes one of the conditions precedent under the License Agreement, has also come into effect. The Option Agreement grants Pfizer an exclusive option to develop and commercialize the Licensed Product in the PRC. The Group will receive non-refundable and non-creditable Option Fee and Exercise Fee totaling no more than US\$150 million. Upon exercise of such option as contemplated under the Option Agreement, the licensed territory under the License Agreement will be worldwide. The Group retains the right to supply the Licensed Product pursuant to the Clinical Supply Agreement executed on 2 July 2025 and the Commercial Supply Agreement to be negotiated if Pfizer exercises the option under the Option Agreement.

(2) PROPOSED SUBSCRIPTION OF NEW SHARES BY PFIZER

INTRODUCTION

Reference is made to the announcement of the Company dated 20 May 2025 in relation to, among others, the possible subscription of certain number of new Shares by Pfizer.

On 24 July 2025 (after trading hours), the Company entered into the Subscription Agreement with Pfizer, pursuant to which Pfizer has conditionally agreed to subscribe for, and the Company has conditionally agreed to issue and allot, the Subscription Shares at the Subscription Price of HK\$25.2055 per Subscription Share for an aggregate of approximately HK\$785.0 million.

The principal terms of the Subscription Agreement are summarised below:

SUBSCRIPTION AGREEMENT

Date : 24 July 2025 (after trading hours)

Parties : (i) the Company, as the issuer; and

(ii) Pfizer, as the subscriber.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, Pfizer and its ultimate beneficial owner(s) are Independent Third Parties as at the date of this announcement.

Subscription

The Company has conditionally agreed to issue and allot, and Pfizer has conditionally agreed to subscribe for, 31,142,500 Subscription Shares at the Subscription Price of HK\$25.2055 per Subscription Share.

Number of Subscription Shares

As at the date of this announcement, the total number of Shares in issue is 2,399,776,412 Shares.

The 31,142,500 Subscription Shares represent (i) approximately 1.30% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 1.28% of the issued share capital of the Company as enlarged by the issue of Subscription Shares (assuming there being no other changes to the issued share capital of the Company between the date of this announcement and the Completion). The aggregate nominal value of the Subscription Shares is US\$311.425.

Subscription Price

According to the License Agreement, the Subscription Price shall be the 30-day volume-weighted average price of the Shares (subject to approvals and requirements under applicable rules and regulations, including the Listing Rules) and the exact terms and number of new Shares to be allotted and issued by the Company to Pfizer (or its nominee) will be determined and finalised in a formal agreement.

Accordingly, the Subscription Price is determined with reference to the terms of the License Agreement and is agreed to be HK\$25.2055 per Subscription Share.

The Subscription Price of HK\$25.2055 per Subscription Share represents:

- (a) a discount of approximately 17.09% to the closing price of HK\$30.40 per Share as quoted on the Stock Exchange on the date of the Subscription Agreement; and
- (b) a discount approximately 15.47% to the average closing price of HK\$29.82 per Share as quoted on the Stock Exchange for the last five trading days immediately preceding the date of the Subscription Agreement.

Conditions precedent to the Completion

Completion is conditional upon the following Conditions being fulfilled or, where applicable, waived:

- (a) all the Company's warranties under the Subscription Agreement remaining true and correct in all material respects, and not misleading in any material respect, as of the date of the Subscription Agreement and the Completion Date as if made on such date;
- (b) all Pfizer's warranties under the Subscription Agreement remaining true and correct in all material respects and not misleading in any material respect, as of the date of the Subscription Agreement and the Completion Date as if made on such date;
- (c) the Stock Exchange having granted its approval for the listing of, and permission to deal in, the Subscription Shares and such approval remaining in full force and effect and not having been revoked; and
- (d) all the conditions set forth in the definition of the "Effective Date" in the License Agreement having been satisfied.

Save and except that Pfizer may waive the Condition as set out in (a) above at any time by notice in writing to the Company and the Company may waive the Condition as set out in (b) above at any time by notice in writing to Pfizer, neither Pfizer nor the Company shall be entitled to waive any of the Conditions.

If any of the Conditions (other than Condition (b) above) is not fulfilled, or (where applicable) waived by Pfizer by the Long Stop Date, Pfizer shall have the right to terminate the Subscription Agreement. In the event that Condition (b) above is not satisfied, or (where applicable) waived by the Company by the Long Stop Date, the Company shall have the right to terminate the Subscription Agreement.

Completion

Subject to the satisfaction or (where applicable) waiver of all Conditions, Completion shall take place on the Completion Date.

Share Transfer Undertaking

For a period of six (6) months from the Completion Date only, any proposed transfer of the Subscription Shares by Pfizer (or its permitted assignee) to any party other than an affiliate of Pfizer shall require at least thirty (30) days' prior written notice to be given to the Company.

GENERAL MANDATE TO ISSUE THE SUBSCRIPTION SHARES

The issue of the Subscription Shares is not subject to Shareholders' approval as the Subscription Shares will be issued and allotted pursuant to the General Mandate. Pursuant to an ordinary resolution passed by the Shareholders at the annual general meeting of the Company held on 25 June 2025, the Shareholders granted the General Mandate to the Directors to issue and allot up to 20% of the issued share capital of the Company as at the date of passing such resolution, being 479,916,282 new Shares. As at the date of this announcement, no Share has been issued pursuant to the General Mandate. Accordingly, the Company is entitled to issue up to 479,916,282 new Shares, and the Subscription Shares represent approximately 6.49% of the maximum number of new Shares which may be issued and allotted pursuant to the General Mandate.

RANKING OF THE SUBSCRIPTION SHARES

The Subscription Shares, when issued and fully paid, shall rank *pari passu* among themselves and with Shares in issue at the time of issue and allotment of the Subscription Shares.

ABOUT PFIZER: BREAKTHROUGHS THAT CHANGE PATIENTS' LIVES

Pfizer applies science and its global resources to bring therapies to people that extend and significantly improve their lives. Pfizer strives to set the standard for quality, safety and value in the discovery, development and manufacture of health care products, including innovative medicines and vaccines. Every day, Pfizer colleagues work across developed and emerging markets to advance wellness, prevention, treatments and cures that challenge the most feared diseases of our time. Consistent with Pfizer's responsibility as one of the world's premier innovative biopharmaceutical companies, Pfizer collaborates with health care providers, governments and local communities to support and expand access to reliable, affordable health care around the world. For 175 years, Pfizer has worked to make a difference for all who rely on Pfizer. Pfizer routinely posts information that may be important to investors on its website at www.Pfizer.com.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, Pfizer and its ultimate beneficial owner(s) are Independent Third Parties as at the date of this announcement.

REASONS FOR THE SUBSCRIPTION AND USE OF PROCEEDS

The Company is an investment holding company. The Group is principally engaged in the development, production, marketing and sale of biopharmaceutical products. As a pioneer in the Chinese biotechnology industry, the Group has extensive expertise in researching, developing, manufacturing and marketing bio-pharmaceuticals. The core products of the Company include several bio-pharmaceutical drugs, TPIAO (特比澳), recombinant human erythropoietin products EPIAO (益比奧) and SEPO (賽博爾), Yisaipu (益賽普) and Cipterbin (賽普汀), and a small molecule drug, Mandi (蔓迪). TPIAO is the only commercialized recombinant human thrombopoietin product in the world.

The gross proceeds arising from the Subscription will be approximately HK\$785.0 million and the net proceeds arising from the Subscription will be approximately HK\$785.0 million considering the estimated expenses for the Subscription. Accordingly, the net subscription price for the Subscription is approximately HK\$25.2055 per Subscription Share.

The Company intends to use (i) approximately HK\$628.0 million (representing 80% of the net proceeds) for the global R&D arrangement of clinical and preclinical programs in the rich pipeline, as well as for enhancing manufacturing facilities; and (ii) approximately HK\$157.0 million (representing 20% of the net proceeds) for other general corporate purposes.

The Directors consider that the Subscription represents a good opportunity to (i) secure additional funding for the Company and enhance the Company's Shareholder base with Pfizer as a strategic investor; and (ii) further empower its business growth and grant the Company more support and flexibility on the pipeline development initiatives, unlocking greater potential of its assets in global market and in turn generating sustainable long-term returns for the Company and its Shareholders.

In light of the above, the Directors are of the view that the Subscription is beneficial to the Company, and consider that the terms (including the Subscription Price) of the Subscription contemplated under the Subscription Agreement to be fair and reasonable and the Subscription, if consummated, are in the interests of the Company and its Shareholders as a whole.

EFFECT ON SHAREHOLDING STRUCTURE

The shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after Completion (assuming there being no other changes to the issued share capital of the Company between the date of this announcement and the Completion), are as follows:

Name of Shareholders	As at the date of this announcement		Immediately after Completion	
	Number of Shares	Approximate % of total issued Shares ⁽⁷⁾	Number of Shares	Approximate % of the enlarged total issued Shares ⁽⁷⁾
<i>Substantial Shareholders, directors of the Group and their close associates</i>				
Decade Sunshine Limited ⁽¹⁾	476,774,553	19.87	476,774,553	19.61
Hero Grand Management Limited ⁽²⁾	51,156,895	2.13	51,156,895	2.11
Dr. LOU Jing ⁽³⁾	5,311,553	0.22	5,311,553	0.22
Ms. SU Dongmei	24,384,630	1.02	24,384,630	1.00
Ms. ZHANG Jiaoe	12,299,139	0.51	12,299,139	0.51
Mr. YU An ⁽⁴⁾	650,000	0.03	650,000	0.03
Mr. JIN Zheng ⁽⁵⁾	600,000	0.02	600,000	0.03
<i>An employee benefit trust⁽⁶⁾</i>	15,340,480	0.64	15,340,480	0.63
<i>Public Shareholders</i>				
Pfizer	–	–	31,142,500	1.28
Other public Shareholders	1,813,259,162	75.56	1,813,259,162	74.59
Total	2,399,776,412	100.00	2,430,918,912	100.00

Notes:

- (1) A trust, which Dr. LOU Jing (Chairman of the Board) is an enforcer and is under the class of beneficiaries of, indirectly holds these 476,774,553 Shares via Decade Sunshine Limited.
- (2) Two trusts, which Dr. LOU Jing is a beneficiary of, hold these 51,156,895 Shares in aggregate via Hero Grand Management Limited.
- (3) It comprises (i) 311,553 Shares held by Dr. LOU Jing as beneficial owner, and (ii) 5,000,000 Shares representing share awards granted to Dr. LOU Jing, which are held by the trustee of the 2019 Share Award Scheme. These share awards remain subject to certain vesting criteria and conditions as of the date of this announcement.
- (4) Mr. YU An is a director of a subsidiary of the Company. These 650,000 Shares represent share awards granted to Mr. YU An, which are held by the trustee of the 2019 Share Award Scheme. These share awards remain subject to certain vesting criteria and conditions as of the date of this announcement.
- (5) Mr. JIN Zheng is a general manager of a subsidiary of the Company. These 600,000 Shares represent share awards granted to Mr. JIN Zheng, which are held by the trustee of the 2019 Share Award Scheme. These share awards remain subject to certain vesting criteria and conditions as of the date of this announcement.
- (6) A trust, the beneficiaries of which are employees of the Company and other persons declared by the advisory committee of the trust and/or the trustee, indirectly holds these 15,340,480 Shares via Medical Recovery Limited. As of the date of this announcement, Dr. LOU Jing and Ms. SU Dongmei (an executive Director) are two out of four members of the advisory committee.
- (7) The percentages are subject to rounding difference, and figures shown as totals may not be an arithmetic aggregation of the figures preceding them, if any.

FUND RAISING DURING THE PAST TWELVE MONTHS

The Company has not conducted any fund raising activities involving issue of its securities in the past 12 months immediately preceding the date of this announcement.

APPLICATION FOR LISTING

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

The Completion is subject to the fulfillment or (where applicable) waiver of the Conditions under the Subscription Agreement. As the Subscription may or may not proceed, Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and phrases have the following meanings:

“2019 Share Award Scheme”	the share award scheme adopted by the Company on 16 July 2019 and terminated on 25 June 2025
“Board”	the board of Directors
“Business Day”	any day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Hong Kong, New York, the Cayman Islands and the PRC
“Clinical Supply Agreement”	the clinical supply agreement entered into among the Company, Shenyang Sunshine Pharmaceutical Co., Ltd. and Pfizer on 2 July 2025
“close associates”	has the meaning ascribed thereto in the Listing Rules
“Commercial Supply Agreement”	the commercial supply agreement to be negotiated if Pfizer exercises the option under the Option Agreement
“Company”	3SBio Inc. (三生制药), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Completion”	completion of the Subscription pursuant to the Subscription Agreement

“Completion Date”	the date that is the later of (i) the third Business Day after the satisfaction of the Condition (c) above and (ii) the satisfaction of the Condition (d) above, or such other date as agreed in writing between the parties, but in any event no later than the Long Stop Date
“Condition(s)”	the condition(s) precedent to Completion and summarised in the paragraph headed “Conditions precedent to the Completion” in this announcement
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“controlling Shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“Exercise Fee”	the amount to be paid by Pfizer to exercise the option as set out in the Option Agreement
“General Mandate”	the general mandate granted by the Shareholders to the Directors to issue, allot and deal with up to 479,916,282 Shares, representing not more than 20% of the issued share capital of the Company as at the annual general meeting of the Company held on 25 June 2025
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	person(s) who is(are) third party(ies) independent of the Company and its connected persons
“License Agreement”	the exclusive licensing agreement entered into among the Company, Shenyang Sunshine Pharmaceutical Co., Ltd. and Pfizer on 19 May 2025 in connection with the grant of exclusive license to Pfizer to develop, manufacture, commercialize, and otherwise exploit its Licensed Product
“Licensed Product”	the Group’s breakthrough PD-1/VEGF bispecific antibody

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	31 December 2025, or such other date as the parties to the Subscription Agreement may agree in writing
“Option Agreement”	the Option Agreement entered into among the Company, Shenyang Sunshine Pharmaceutical Co., Ltd., Sunshine Guojian Pharmaceutical (Shanghai) Co., Ltd. and Pfizer on 23 July 2025 in connection with the grant of exclusive option to Pfizer to develop and commercialize the Licensed Product in the PRC
“Option Fee”	the amount to be paid by Pfizer to acquire the option as set out in the Option Agreement
“Pfizer”	Pfizer Inc., a corporation organized and existing under the laws of Delaware, the shares of which are listed on the New York Stock Exchange
“PRC”	the People’s Republic of China, which shall for the purpose of this announcement, exclude Hong Kong, Macau Special Administrative Region and Taiwan
“Share(s)”	ordinary share(s) of US\$0.00001 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription of the Subscription Shares by Pfizer pursuant to the Subscription Agreement
“Subscription Agreement”	the conditional share subscription agreement dated 24 July 2025 entered into between the Company and Pfizer in relation to the Subscription
“Subscription Price”	HK\$25.2055 per Subscription Share
“Subscription Share(s)”	31,142,500 new Shares to be allotted and issued by the Company to Pfizer pursuant to the Subscription Agreement

“US\$” the United States Dollar, the lawful currency of the United States of America

“%” per cent.

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

Shenyang, the PRC
24 July 2025

As at the date of this announcement, the Board comprises Dr. LOU Jing and Ms. SU Dongmei as executive Directors; Ms. ZHANG Jiaoe as non-executive Director; and Mr. PU Tianruo, Ms. YANG Hoi Ti Heidi and Mr. NG, Joo Yeow Gerry as independent non-executive Director.