

3SBIO INC.

DISCLOSURE CONTROLS AND PROCEDURES

Purpose

The purpose of these Disclosure Controls and Procedures is to outline the controls and procedures adopted by 3SBio Inc. (the “Company”) to collect, process, summarize and report all required material information for the Company’s Securities and Exchange Commission (the “SEC”) filings.

Public Disclosure Committee

The Company has formed a Public Disclosure Committee (the “Committee”) to consider the materiality of information and to determine on a timely basis the Company’s disclosure obligations under the U.S. federal securities laws, including its annual report filed with the SEC, its annual meeting proxy statement which is submitted to the SEC under cover of Form 6-K, its quarterly earnings press releases and other current items which must be reported on Form 6-K. One member of the Committee shall be appointed the chairperson of the Committee (the “Committee Chair”), and shall be responsible for coordinating efforts of the Committee members. The Committee shall meet regularly not less than once every fiscal quarter and otherwise at the direction of the Committee Chair. Whenever the Committee Chair deems it appropriate, the Committee shall also meet prior to the public filing of a Form 20-F, proxy statement, significant press releases or other SEC filings. Following a quarterly meeting of the Committee, the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”) shall promptly submit their written evaluation of the ongoing effectiveness of these Disclosure Controls and Procedures to the Company’s Audit Committee of the Board of Directors for review. The Committee shall be under the direct supervision of the CEO and CFO.

The Committee shall be initially comprised of the Company’s:

- Co-founders,
- Chairman
- Human Resources Director,
- CEO,
- CFO,
- COO,
- Chief Technology Officer,

- Corporate Secretary,
- Controller,
- Any other individuals whom the Company relies upon for disclosure and information such as senior management from the finance, sales and accounting departments

Committee members have been selected on the basis of their access to and knowledge of information that may require disclosure in the Company's periodic reports to the SEC. The Committee Chair, CEO or CFO may in their discretion appoint other executive officers and employees of the Company to the Committee.

Disclosure Controls and Procedures

For purposes of reporting information at each Committee meeting, Appendix A identifies: (i) the principal sections of the Company's quarterly earnings press releases, (ii) the disclosure items required to be included in the Company's annual report, (iii) the disclosure items which the Company, while not obligated to provide in its annual meeting proxy statement, voluntarily provides to shareholders in order for the Company's disclosure to be consistent with that of U.S. public companies, (iv) the Committee member(s) primarily responsible for the information necessary to complete the disclosure for each item ("Responsible Party"); and (v) any outside independent expert or professional advisor who assists in the completion of the disclosure for a particular item. For each financial period reported by the Company, each Responsible Party shall regularly consult with his or her staff and other employees to collect information necessary to complete the disclosure item for which he or she is responsible.

Prior to each meeting of the Committee, the Responsible Party shall provide the Company's Committee Chair with the required information relating to the disclosure item for which the Committee member is responsible. The Committee Chair, with the assistance of outside counsel, will prepare and circulate a draft of the earnings press release, annual report, proxy statement or other report to the CEO, CFO, Committee members and the Audit Committee of the Board of Directors.

At each Committee meeting, each Responsible Party shall summarize for the CEO and CFO the relevant draft disclosure. Each Responsible Party shall report to the CEO and CFO on information about the Company that such Responsible Party is primarily responsible for compiling and organizing for public disclosure. In their sole discretion, the CEO or CFO may request "back-up certificates" from Responsible Parties with respect to any areas of disclosure. These back-up certificates may include written explanations of facts, circumstances and analysis relating to disclosure issues of which the Responsible Party has exclusive or primary knowledge. Back-up certificates may be requested when the CEO or CFO deems it necessary or appropriate to support his or her assessment of the materiality of the information. The CEO and CFO may also conduct interviews of individuals within the Company directly or may engage independent experts and professional advisors to assist in evaluating disclosure issues and determining

the Company's obligations. All reasonable expenses incurred in connection with the engagement of such independent experts and professional advisors will be paid for by the Company.

Following a meeting of the Committee, the Committee Chair, with the assistance of the Audit Committee, outside counsel and the independent auditor, shall revise the draft earnings press release, annual report, proxy statement or other report to address any concerns or issues raised by the CEO, CFO or any other Committee member. The revised draft shall also include the CEO's and CFO's evaluation of the effectiveness of the Company's Disclosure Controls and Procedures. This revised draft will be submitted to the Audit Committee, outside counsel, the independent auditor and the Board of Directors for review. Once the CEO and CFO are satisfied that all issues have been addressed as appropriate and have provided their required certifications, the report may be publicly disseminated and filed with the SEC.

In addition, each Responsible Party shall monitor his or her disclosure area on a continuous basis throughout the year and immediately report any material changes/events in that area to the CFO so that the CFO and CEO can consider whether the company should disclose such information by means of a press release, amended annual report or proxy statement or current report on Form 6-K.

APPENDIX A

**EARNINGS PRESS RELEASE, FORM 20-F AND ANNUAL MEETING
PROXY STATEMENT**

Section of the Report	Responsible Party at the Company	Responsible Outside Party <i>[indicate whether outside counsel, independent auditors or other outside experts assist in completion of the item]</i>
Earnings Press Release Information: Financial Statements Text of Press Release (including quote(s) from senior management) Company description Disclaimer about forward-looking statements		
Form 20-F Information: Item 3.A. Selected Financial Data		
Item 3.D. Risk Factors		
Item 4. Information on the Company A. History and Development of the Company B. Business Overview C. Organizational Structure D. Property, Plant and Equipment		

Section of the Report	Responsible Party at the Company	Responsible Outside Party <i>[indicate whether outside counsel, independent auditors or other outside experts assist in completion of the item]</i>
<p>Item 5. MD&A</p> <p>A. Operating Results</p> <p>B. Liquidity and Capital Resources</p> <p>C. Research and Development, Patents and Licenses, etc.</p> <p>D. Trend Information</p> <p>E. Off-balance sheet arrangements</p> <p>F. Tabular disclosure of contractual obligations</p>		
<p>Item 6. Directors, Senior Management and Employees</p> <p>A. Directors and Senior Management</p> <p>B. Compensation</p> <p>C. Board Practices</p> <p>D. Employees</p> <p>E. Share Ownership</p>		

Section of the Report	Responsible Party at the Company	Responsible Outside Party <i>[indicate whether outside counsel, independent auditors or other outside experts assist in completion of the item]</i>
Item 7. Major Shareholders and Related Party Transactions A. Major Shareholders B. Related Party Transactions		
Item 8. Financial Information		
Item 9.A.4. Price History of the Stock		
Item 10 Additional Information B. Memorandum and Articles of Association C. Material Contracts D. Exchange Controls E. Taxation		
Item 11. Quantitative and Qualitative Disclosure about Market Risks A. Quantitative Information about Market Risks B. Qualitative Disclosure about Market Risks		
Item 13. Defaults, Dividend Arrearages, Delinquencies		

Section of the Report	Responsible Party at the Company	Responsible Outside Party <i>[indicate whether outside counsel, independent auditors or other outside experts assist in completion of the item]</i>
Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds		
Item 15. Controls and Procedures		
Item 16A. Audit committee financial expert		
Item 16B. Code of Ethics		
Item 16C. Principal accountant fees and services		
Item 16D. Exemptions from listing standards for audit committees		
Item 16E. Purchases of equity securities by the Issuer and Affiliates		
Item 17. Financial Statements		

Section of the Report	Responsible Party at the Company	Responsible Outside Party <i>[indicate whether outside counsel, independent auditors or other outside experts assist in completion of the item]</i>
Item 19. Exhibits		
<p>Proxy Statement Information:</p> <p>Directors and Executive Officers</p> <ul style="list-style-type: none"> • Identification of Directors • Identification of Executive Officers • Identification of Certain Significant Employees • Business Experience (Background & Directorships) • Involvement in Certain Legal Proceedings • Promoters and Control Persons 		
<p>Executive Compensation</p> <ul style="list-style-type: none"> • General (All Compensation Covered, Persons Covered, Information for Full Fiscal Year) • Summary Compensation Table • Option Grants Table 		

Section of the Report	Responsible Party at the Company	Responsible Outside Party <i>[indicate whether outside counsel, independent auditors or other outside experts assist in completion of the item]</i>
<ul style="list-style-type: none"> • Aggregated Option Exercises and Fiscal Year End Option Value Table • Compensation of Directors • Employment Contracts, Termination of Employment and Change-in-Control Arrangements • Report on Repricing of Options • Additional Information With Respect to Compensation Committee Interlocks and Insider Participation in Compensation Decisions • Board Compensation Report on Executive Compensation • Stock Performance Graph 		

Section of the Report	Responsible Party at the Company	Responsible Outside Party <i>[indicate whether outside counsel, independent auditors or other outside experts assist in completion of the item]</i>
Security Ownership of Certain Beneficial Owners and Management <ul style="list-style-type: none"> • Securities Authorized for Issuance Under Equity Compensation Plans 		
Certain Relationships and Related Transactions <ul style="list-style-type: none"> • Transactions With Management and Others • Certain Business Relationships • Indebtedness of Management • Transactions With Promoters 		
Controls and Procedures		