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## **JOINN LABORATORIES (CHINA) CO., LTD.**

### **北京昭衍新藥研究中心股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock code: 6127)**

## **(1) PROPOSED ELECTION OF NEW SESSION OF THE BOARD AND (2) PROPOSED ELECTION OF NEW SESSION OF THE SUPERVISORY COMMITTEE**

This announcement is made by Joinn Laboratories (China) Co., Ltd. (the “**Company**”) pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”).

### **(1) PROPOSED ELECTION OF NEW SESSION OF THE BOARD**

As the term of the third session of the board (the “**Board**”) of directors (the “**Directors**”) of the Company is going to expire, the Company will carry out the election of the fourth session of the Board in accordance with relevant requirements of the articles of association of the Company (the “**Articles of Association**”) and the Company Law of the People's Republic of China (hereinafter referred to as the “**Company Law**”).

The Company is informed that all the members of the third session of the Board, namely Ms. Feng Yuxia, Mr. Zuo Conglin, Mr. Gao Dapeng, Ms. Sun Yunxia and Dr. Yao Dalin as executive directors (the “**Directors**”); Mr. Gu Xiaolei as non-executive Director; Mr. Sun Mingcheng, Dr. Zhai Yonggong, Mr. Ou Xiaojie and Mr. Zhang Fan as independent non-executive Directors (“**Re-elect Directors**”), have confirmed that they will offer themselves for re-election at the second extraordinary general meeting of the Company (the “**EGM**”).

Biographies of each of the Re-elect Directors are set out in Appendix to this announcement.

As at the date of this announcement, save as disclosed in the Appendix, each of the Re-elect Directors, has confirmed that (i) he/she has no relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) he/she does not hold any other position with the Company or its subsidiaries; (iii) he/she did not hold any directorships in any other listed companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years; and (iv) he/she is not interested in nor is deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Each of the Re-elect Directors, has confirmed that, as at the date of this announcement, save as disclosed in the Appendix, there are no other matters relating to his/her appointment that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or the Stock Exchange or to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

The term of office of the Re-elect Directors of the fourth session of the Board of the Company shall be three years with effect from the date of approval by the Shareholders at the EGM.

Upon due appointment, the above Re-elect Directors will enter into a service contract with the Company respectively, for a term commencing from the date of approval by the Shareholders at the EGM until the expiry of the term of the fourth session of the Board of Directors. Details of the remuneration of the Re-elect Directors will be disclosed in the annual report of the Company.

## (2) **PROPOSED ELECTION OF NEW SESSION OF THE SUPERVISORY COMMITTEE**

As the term of the third session of the supervisory committee of the Company (the “**Supervisory Committee**”) is going to expire, the Company will carry out the election of the fourth session of the Supervisory Committee in accordance with relevant requirements of the Articles of Association and the Company Law.

The Company is informed that, among the members of the third session of the Supervisory Committee, a supervisor of the Company (the “**Supervisor(s)**”), namely Ms. Li Ye (“**Re-elect Supervisor**”), has confirmed that she will offer herself for re-election at the EGM of the Company. Other than the Re-elect Supervisor, a controlling Shareholder of the Company has nominated Mr. Ho Yingjun and Ms. Zhao Wenjie (the “**Nominated Supervisors**”) as the candidates for non-employee representative Supervisors to participate in the election for non-employee representative Supervisors of the fourth session of the Supervisory Committee. Prior to the convening of the EGM, the employee Supervisor shall be elected at the employee representative meeting of the Company. The Re-elect Supervisor and the Nominated Supervisors will form the fourth session of the Supervisory Committee with a term of office of three years till the expiry of the fourth session of the Supervisory Committee.

Biographies of each of the Re-elect Supervisor and the Nominated Supervisors are set out in Appendix to this announcement.

As at the date of this announcement, save as disclosed in the Appendix, each of the Re-elect Supervisor and the Nominated Supervisors has confirmed that (i) he/she did not hold any other position in the Group nor any other directorship in any other listed companies in the past three years; (ii) he/she does not have any relationship with any other Directors, Supervisors, senior management, substantial or controlling Shareholders of the Company; and (iii) he/she does not have any interests in the shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed herein, the Company considers that there is no other information relating to the Re-elect Supervisor and the Nominated Supervisors which shall be disclosed, and they have no involvement in any matter which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. There is no other matter that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The appointment of Re-elect Supervisor and the Nominated Supervisors will be subject to approval by the Shareholders at the EGM. The details of the remuneration of the Re-elect Supervisor and the Nominated Supervisors will be disclosed in the annual report of the Company. The Company will enter into a service agreement with each of the Re-elect Supervisor and the Nominated Supervisors in due course.

In order to ensure the normal operation of the Board and the Supervisory Committee, before the Directors and Supervisors of the fourth session of the Board and the Supervisory Committee take office, the Directors and Supervisors of the third session of the Board and the Supervisory Committee of the Company will continue to perform the duties and responsibilities of Directors and Supervisors in accordance with requirements of the Company Law and the Articles of Association.

In accordance with the Articles of Association, the ordinary resolutions in respect of proposed election of new session of the Board and proposed election of new session of the Supervisory Committee shall be effective upon approval by the Shareholders at the EGM, among which, the election of Directors and independent non-executive Directors will be conducted by way of cumulative voting, respectively. A circular containing the details of the above resolutions and the notice of the EGM of the Company will be despatched to the Shareholders in due course.

By order of the Board  
**JOINN Laboratories (China) Co., Ltd.**  
**Feng Yuxia**  
*Chairperson*

Hong Kong, August 30, 2022

*As at the date of this announcement, the Board comprises Ms. Feng Yuxia as the Chairperson and executive Director, Mr. Zuo Conglin, Mr. Gao Dapeng, Ms. Sun Yunxia and Dr. Yao Dalin as executive Directors, Mr. Gu Xiaolei as a non-executive Director, and Mr. Sun Mingcheng, Dr. Zhai Yonggong, Mr. Ou Xiaojie and Mr. Zhang Fan as independent non-executive Directors.*

## APPENDIX

### BIOGRAPHICAL DETAILS OF DIRECTORS AND SUPERVISORS

#### (1) DIRECTORS

##### Executive Directors

**Ms. Feng Yuxia** (馮宇霞女士) (“**Ms. Feng**”), aged 57, graduated from Academy of Military Medical Sciences (中國人民解放軍軍事醫學科學院) in China with a master of medicine degree in pharmacology in 1992. Ms. Feng practiced as a doctor at the 252nd Hospital of the Chinese People’s Liberation Army (中國人民解放軍第252醫院) from August 1986 to August 1989. From August 1992 to August 1995, Ms. Feng worked at the Institute of Toxicology and Drugs of Chinese Academy of Military Medical Sciences (中國人民解放軍軍事醫學科學院毒物藥物研究所). Ms. Feng founded the Company in 1995 and has served as the general manager and chairperson of the Board since then. Ms. Feng is currently the chairperson of the Board of the Company, who is responsible for the overall strategic planning of the Company and presiding over the Board affairs.

Ms. Feng and her spouse, Mr. Zhou Zhiwen (“**Mr. Zhou**”), are both controlling shareholders of the Company. As at the date of this announcement, Ms. Feng holds 119,400,452 A Shares of the Company; her spouse Mr. Zhou holds 64,373,511 A Shares. In addition, Ms. Feng’s niece is married to Mr. Gao Dapeng, one of the executive Directors.

**Mr. Zuo Conglin** (左從林先生) (“**Mr. Zuo**”), aged 58, graduated from the Institute of Toxicology and Drugs of Chinese Academy of Military Medical Sciences (中國人民解放軍軍事醫學科學院毒物藥物研究所) with a master’s degree in Pathology Specialty in 1989. Mr. Zuo worked as an assistant researcher at Air Force Aviation Medical Research Institute (空軍航空醫學研究所) from July 1989 to November 1996. Mr. Zuo joined the Company in December 1996, served as a project leader, head of the Drug Safety Evaluation Center, general manager of the Company, and head of the Beijing Zhaoyan New Drug Safety Evaluation Center. He has been engaged in drug safety evaluation for more than 20 years and has been in charge of more than 100 studies as a project leader and more than 1,000 studies of more than 300 new drugs as an organization leader. As a project leader, he chaired and participated in the project of “Internationalized Innovative Drug Safety Evaluation Technology Platform Construction” of the 12th Five-Year Plan; and as a project manager, he organized and implemented various provincial and municipal level science and technology projects, and participated in dozens of national major new drug creation and national 863 projects. Mr. Zuo has published more than 10 papers in many industry journals and academic conferences, including Journal of Toxicology (毒理學雜誌). Mr. Zuo currently serves as a committee member of Professional Committee of Drug Toxicology of Chinese Pharmacological Society (中國藥理學會藥物毒理專業委員會) and a standing committee member of Professional Committee of Drug Toxicology and Safety Evaluation of Chinese Society of Toxicology (中國毒理學會藥物毒理與安全性評價專業委員會). Mr. Zuo currently serves as vice chairperson of the Board, who is responsible for overseeing the operations and management of the Company.

As at the date of this announcement, Mr. Zuo holds 18,622,023 A Shares of the Company.

**Mr. Gao Dapeng** (高大鵬先生) (“**Mr. Gao**”), aged 39, received his bachelor’s degree in management from Central University of Finance and Economics (中央財經大學) in China in July 2005. From September 2005 to June 2007, Mr. Gao served as an assistant auditor at Beijing Zhongshui Xincheng Tax Firm (北京中稅信誠稅務師事務所) from August 2005 to July 2006 and worked as an accounting assistant and finance manager Staidson (a company listed on the Shenzhen Stock Exchange with stock code: 300204) from June 2007 to October 2012. Mr. Gao has worked for the Company since November 2012 and has held the positions of finance manager and chief financial officer. Mr. Gao is currently an executive Director, general manager and secretary of the Board and is primarily responsible for overseeing the operation, capital management and matters relating to information disclosure of the Company.

Mr. Gao is the husband of Ms. Feng’s niece. As at the date of this announcement, Mr. Gao holds 376,104 A Shares of the Company.

**Ms. Sun Yunxia** (孫雲霞女士) (“**Ms. Sun**”), aged 53, received her master’s degree in medicine from Norman Bethune University of Medical Sciences (白求恩醫科大學), now known as Norman Bethune Health Science Center of Jilin University (吉林大學白求恩醫學部) in 1995. Ms. Sun practiced as the chief physician at Peking University Shougang General Hospital (北京大學首鋼醫院) from July 1995 to September 1999. Ms. Sun has joined the Company since October 1999 and has held the positions of Project Manager of Toxicology Research, director of Toxicology Department, director of Quality Assurance Department and Deputy Director of the Institution. Ms. Sun has been engaged in drug safety evaluation for more than 20 years and has been responsible for the completion of non-clinical evaluation of nearly 1,000 innovative drugs. She is also responsible for the completion of the “Key Technology Research on Non-clinical Evaluation of Biomolecule Drugs”, a topic of the 13th Five-Year Plan of National Major New Drug Creation, and a number of provincial, municipal and development area special projects. Ms. Sun is currently a council member of Chinese Society of Toxicology (中國毒理學會), a deputy director of the Preclinical Evaluation Technology Professional Committee of the China Association of Pharmaceutical Biotechnology (中國醫藥生物技術協會臨床前評價技術專業委員會), as a committee member of Professional Committee of Drug Toxicology and Safety Evaluation of Chinese Society of Toxicology (中國毒理學會藥物毒理與安全性評價專業委員會), standing committee member of Professional Committee of Chinese Medicine and Natural Medicine Toxicology of Chinese Society of Toxicology (中國毒理學會中藥與天然藥物毒理專業委員會), a member of the Chinese Society of Pharmacology’s Chemotherapy Professional Committee (中國藥理學會化療專業委員會) and a member of the Chinese Society of Toxicology’s Biotechnology Drug Evaluation Professional Committee (中國毒理學會生物技術藥物評價專業委員會). Ms. Sun is an executive Director and deputy general manager of the Company, the general manager of JOINN Laboratories (Suzhou) Co., Ltd. and the director of Beijing Key Laboratory of Biological Product Safety Evaluation, and is responsible for overseeing the non-clinical operations of the Company.

As at the date of this announcement, Ms. Sun holds 3,556,619 A Shares of the Company.



**Dr. Dalin Yao (姚大林博士) (“Dr. Yao”)**, aged 73, received his doctoral degree in medicine from Norman Bethune University of Medical Sciences (白求恩醫科大學) in November 1990. Dr. Yao was an Associate Professor at the First Clinical School of Norman Bethune University of Medical Sciences (白求恩醫科大學第一臨床學院) from 1989 to October 1990; a Visiting Scientist at the National Institute of Neurological Disorders and Stroke of the National Institutes of Health (NIH) from October 1990 to October 1995; a Scientist in the Department of Pharmacology and Toxicology of Human Genome Sciences, Inc. from October 1995 to November 1999; and a Scientist in the Department of Pharmacology and Toxicology of the National Institutes of Health (NIH) from November 1999 to December 2011. From November 1999 to December 2011, Dr. Yao served as a Pharmacology Toxicology Drug Review Officer at the FDA’s Center for Drug Evaluation, and as a GLP/BE Regulatory Field Inspector and Reviewer at the Division of Scientific Investigations, Department of Regulatory Oversight. Dr. Yao has been with the Company since February 2012 and is currently an executive Director, chief scientific officer and vice president of JOINN Laboratories (Suzhou) Co., Ltd..

As at the date of this announcement, Dr. Yao holds 114,470 A Shares of the Company.

### **Non-executive Director**

**Mr. Gu Xiaolei (顧曉磊先生) (“Mr. Gu”)**, aged 35, received his bachelor of science degree in applied business management from Imperial College London, the United Kingdom, in August 2009. Mr. Gu served as a director and the vice general manager of Xiangtang Group Co., Ltd. (香塘集團有限公司) from July 2009 to April 2016. Mr. Gu has served as the vice chairperson of such company since April 2016. Mr. Gu is currently a non-executive Director and is mainly involved in the decision-making of the Board.

As at the date of this announcement, Mr. Gu holds 25,861,356 A Shares of the Company.

### **Independent Non-Executive Directors**

**Mr. Sun Mingcheng (孫明成先生) (“Mr. Sun”)**, aged 48, graduated from Liaoning University of Engineering and Technology (遼寧工程技術大學) with a bachelor’s degree and a master’s degree in hydrogeology and engineering geology in 2000; graduated from Beijing University of Posts and Telecommunications (北京郵電大學) with a master’s degree in business administration in 2005; and obtained a doctoral degree in accounting from the Research Institute for Fiscal Sciences of Ministry of Finance (財政部財政科學研究所), now known as Chinese Academy of Fiscal Sciences (中國財政科學研究院) in 2013. From March 2002 to December 2012, Mr. Sun worked at Zhongxi Certified Public Accountants Limited and China Telecom Group Corporation as an audit manager; from January 2013 to August 2017, he was the deputy general manager, chief financial officer and secretary of the board of directors of Matt Automotive Services Co. Ltd. (麥特汽車服務股份有限公司); from November 2017 to August 2021, he served as the general manager of Yangzhou Dongsheng Auto Parts Co. Ltd. (揚州東升汽車零部件股份有限公司); from May 2018 to present, Mr. Sun serves as an independent director of Hengtong Logistics Co.,Ltd. (恒通物流股份有限公司); from February 2021 to present, Mr. Sun serves as an independent director of Zhejiang Meili High Technology Co.,Ltd. (浙江美力科技股份有限公司); from May 2021 to present, Mr. Sun serves as a supervisor of Thinking Education Technology Co. (思維教育科技有限公司). Mr. Sun is currently an independent non-executive Director and is mainly involved in the decision-making of the Board.

**Dr. Zhai Yonggong (翟永功博士) (“Dr. Zhai”)**, aged 60, received his bachelor of agriculture degree in animal husbandry from Northwest Agricultural College (西北農學院), now known as Northwest Agriculture and Forestry University (西北農林科技大學), in China in July 1984. He obtained his master of agriculture degree in animal genetics and breeding from the same school in June 1992. He subsequently received his doctoral degree of engineering in biomedical engineering from Xi’an Jiaotong University (西安交通大學) in China in December 1999. Dr. Zhai served a visiting scholar at the University of Pittsburgh in the United States from January 2005 to January 2007; in particular he has published more than 100 academic articles, in which, SCI recorded more than 40 of it. He also participated in editing and writing 5 textbooks. He obtained 3 patents for inventions in China as well. Since May 2001, he has been a professor of biology and physiology at Beijing Normal University (北京師範大學), mainly engaged in teaching and scientific research in physiology and molecular pharmacology. Since October 2021, he has been an independent director of Beijing Kangchen Pharmaceutical Co. Ltd. (北京康辰藥業股份有限公司) until now. Since March 2022, he is also an executive director of Beijing Heng Run Pusheng Biotechnology Co. (北京恒潤普生生物技術有限公司). Dr. Zhai is currently an independent non-executive Director and mainly involved in decision-making of the Board.

**Mr. Ou Xiaojie (歐小傑先生) (“Mr. Ou”)**, aged 48, received his bachelor of engineering degree in industrial automation from Guangdong University of Technology (廣東工業大學) in China in 1999. Mr. Ou served as a managing director at Beijing Dongfang Junhe Management Consulting Co., Ltd. (北京東方君和管理顧問有限公司) from January 2009 to May 2012. He served as a department general manager at Beijing Chinasoft International Information Technology Co., Ltd. (北京中軟國際資訊技術有限公司) from August 2012 to May 2014. He successively served as a director and strategic counsel at Beijing Didaofengwu Technology Co., Ltd. (北京地道風物科技有限公司) from May 2015 to September 2017. Since March 2019, Mr. Ou has been a director of Chengdu Temperature Network Technology Co. (成都溫度網路科技有限公司); since May 2019, Mr. Ou is the director of Guangzhou Yuandian Digital Technology Co. (廣州原典數位技術有限公司). Mr. Ou is currently an independent non-executive Director and mainly involved in decision-making of the Board.



**Mr. Zhang Fan (張帆先生) (“Mr. Zhang”)**, aged 43, received his bachelor of management degree in accounting from Sun Yat-sen University (中山大學) in China in June 2001. He obtained his master of business administration degree from Carnegie Mellon University in the U.S. in May 2010. Mr. Zhang is a Certified Public Accountant in the U.S.. Mr. Zhang worked at the head office of China Construction Bank (中國建設銀行) from 2001 to 2006, serving at the audit department, the restructuring office and the board of director office respectively. From 2010 to 2018, Mr. Zhang worked at CCB International Capital Limited (建銀國際金融有限公司), serving at the investment banking department as a managing director and the head of financial institution business. From 2018 to 2019, Mr. Zhang worked at WeShare Investment Holding Limited (新分享投資控股有限公司) as the chief strategy officer. Since 2019, Mr. Zhang has been working at China Everbright Limited (中國光大控股有限公司) as a managing director of corporate client services department. Mr. Zhang is currently an independent non-executive Director and mainly involved in decision-making of the Board.

## (2) SUPERVISORS

**Mr. He Yingjun (何英俊先生) (“Mr. He”)**, aged 47, a member of the Chinese Peasant and Labor Party. Mr. He is a graduate student of the Graduate School of Chinese Academy of Sciences (中國科學院), and a leader of the Beijing Economic Development Zone, and has received the IPMP international C-level certification. From April 2001 to April 2005, Mr. He served as the office director of Beijing Kyushu Tong Pharmaceutical Company Limited (北京九州通醫藥有限公司); from May 2005 to July 2007, he served as the deputy general manager of Beijing Junda Hi-Tech Incubator Company Limited (北京均大高科技孵化器有限公司); from August 2007 to July 2021, he served as the deputy general manager of Yue Kang Pharmaceutical Group Co. (悅康藥業集團股份有限公司). Mr. He has served as our Vice President since August 2021 and is responsible for public affairs related work.

**Ms. Zhao Wenjie (趙文傑女士) (“Ms. Zhao”)**, aged 38, holds a bachelor’s degree in accounting from Inner Mongolia Finance and Economics College (內蒙古財經學院) in 2006. From 2006 to 2007, Ms. Zhao worked as an expense accountant of Chifeng Mengxin Pharmaceutical Company Limited (赤峰蒙欣藥業有限公司); from January 2008 to July 2010, she worked as a cost accountant of Beijing Lixiang Pharmaceutical Company Limited (北京利祥製藥有限公司). Since August 2010, Ms. Zhao has held the positions of cost accountant, accounting supervisor, deputy finance manager, internal audit supervisor and manager of investment department in Staidson (Beijing) Biopharmaceuticals Co.,Ltd. (舒泰神(北京)生物製藥股份有限公司). Ms. Zhao has served as the executive director of Suzhou Qixingtian Patent Operation Management Co., Ltd. (蘇州七溪運營管理有限公司) since August 2022.

**Ms. Li Ye (李葉女士) (“Ms. Li”)**, aged 40, received her bachelor of arts degree in English language from Northwest Normal University (西北師範大學) in China in June 2006. Ms. Li successively served as an assistant to the chairperson of the Board of the Company, the director of the department of administration, and the manager of the human resources department of the Company since she joined the Company in April 2007. Ms. Li has served as the director of the human resources department of the Company since January 2019.