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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) POLL RESULTS OF THE 2022 ANNUAL GENERAL MEETING,
THE FIRST A SHARE CLASS MEETING FOR 2023 AND
THE FIRST H SHARE CLASS MEETING FOR 2023
AND
(2) ISSUE OF CAPITALIZATION SHARES AND
PAYMENT OF CASH DIVIDEND
AND
(3) AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Directors**”) of JOINN Laboratories (China) Co., Ltd. (the “**Company**”) is pleased to announce the poll results of the 2022 annual general meeting (the “**AGM**”), the first A Share class meeting for 2023 (the “**A Share Class Meeting**”) and the first H Share class meeting of 2023 (the “**H Share Class Meeting**”, together with the AGM and the A Share Class Meeting, the “**Meetings**”) held on 9 June 2023.

For details of the resolutions considered at the Meetings, the Shareholders may refer to the respective notices of the Meetings and the Company’s circular dated 10 May 2023 (the “**Circular**”). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

1. CONVENING AND ATTENDANCE OF THE MEETINGS

The Meetings were convened as on-site meetings at 2:00 p.m. on Friday, 9 June 2023 at Meeting Room of Pullman Beijing South Hotel, 12 Ronghua South Road, Beijing Economic-Technological Development Area, Beijing, China.

Save for Dr. Yao Dalin, all of the other Directors attended the AGM, the A Share Class Meeting and the H Share Class Meeting.

Attendance of the AGM

The total number of the issued Shares of the Company as at the meeting record date was 535,678,676, which was the total number of Shares entitling the Shareholders to attend and vote on the resolutions proposed at the AGM. There were no Shareholders who were required to abstain from voting in favour when casting votes on any of the resolutions at the AGM according to Rule 13.40 of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “**Hong Kong Listing Rules**”). There were no Shareholders who were required to abstain from voting according to the Hong Kong Listing Rules. None of the Shareholders has stated in the Circular his/her/its intention to vote against the relevant resolutions or to abstain from voting. A total of 97 Shareholders and authorized proxies who were entitled to vote, holding 199,383,624 Shares, representing 37.2207% of the total number of Shares with voting rights of the Company, were present at the AGM or participated in the online voting. Among those Shareholders, 96 A Shareholders and authorized proxies, holding 162,906,023 A Shares, representing 30.4111% of the total number of Shares with voting rights of the Company, were present at the AGM or participated in the online voting; 1 H Shareholder and authorized proxies, holding 36,477,601 H Shares, representing 6.8096% of the total number of Shares with voting rights of the Company, were present at the AGM.

Attendance of the A Share Class Meeting

The total number of the issued A Shares of the Company as at the meeting record date was 450,682,100, which was the total number of A Shares entitling the Shareholders to attend and vote on the resolutions proposed at the A Share Class Meeting. No A Shareholders were required to abstain from voting in favour when casting votes on any of the resolutions at the A Share Class Meeting according to Rule 13.40 of the Hong Kong Listing Rules. No A Shareholders were required to abstain from voting according to the Hong Kong Listing Rules. Moreover, no A Shareholders indicated their intention to vote against or abstain from voting on the relevant resolutions contained in the Circular. A total of 96 A Shareholders with voting rights and authorized proxies, holding an aggregate of 162,906,023 A Shares which represented 36.1465% of the total number of A Shares with voting rights, were present at the A Share Class Meeting or participated in the online voting.

Attendance of the H Share Class Meeting

The total number of the issued H Shares of the Company as at the meeting record date was 84,996,576, which was the total number of H Shares entitling the Shareholders to attend and vote on the resolutions proposed at the H Share Class Meeting. No H Shareholders were required to abstain from voting in favour when casting votes on any of the resolutions at the H Share Class Meeting according to Rule 13.40 of the Hong Kong Listing Rules. No H Shareholders were required to abstain from voting according to the Hong Kong Listing Rules. Moreover, no H Shareholders indicated their intention to vote against or abstain from voting on the relevant resolutions contained in the Circular. A total of 1 H Shareholder with voting rights and authorized proxies, holding an aggregate of 32,372,873 H Shares which represented 38.0873% of the total number of H Shares with voting rights, were present at the H Share Class Meeting.

2. VOTING RESULTS OF THE MEETINGS

Votings at the AGM and the A Share Class Meeting were taken by poll on site and online through the trading system of the Shanghai Stock Exchange (the “SSE”) and a designated voting system of the SSE by A Shareholders of the Company. Voting at the H Share Class Meeting was taken by poll on site.

Voting results of the AGM

The A Shareholders and H Shareholders present at the AGM considered and approved the following resolutions by way of open poll via a combination of on-site and online voting, and the voting results are as follows:

No.	ORDINARY RESOLUTIONS	Number of Votes (%)			Approved or not
		FOR	AGAINST	ABSTAIN	
1	The annual report and summary for 2022	199,262,164 (99.9391%)	97,240 (0.0488%)	24,220 (0.0121%)	Yes
2	The work report of the Board of Directors for 2022	199,259,164 (99.9376%)	100,240 (0.0503%)	24,220 (0.0121%)	Yes
3	The work report of the Supervisory Committee for 2022	199,253,484 (99.9347%)	105,920 (0.0531%)	24,220 (0.0121%)	Yes
4	The final account report for 2022	199,253,484 (99.9347%)	105,920 (0.0531%)	24,220 (0.0121%)	Yes
5	The re-appointment of the auditor for the financial report and the internal control auditor for 2023	195,853,378 (98.2294%)	3,530,246 (1.7706%)	0 (0.0000%)	Yes
6	The proposed remuneration of Directors and senior management	199,277,704 (99.9469%)	105,920 (0.0531%)	0 (0.0000%)	Yes
7	The proposed remuneration of Supervisors	198,617,204 (99.6156%)	766,420 (0.3844%)	0 (0.0000%)	Yes
8	The proposed purchase of wealth management products with internal idle fund	181,595,180 (91.0783%)	17,788,444 (8.9217%)	0 (0.0000%)	Yes

No.	SPECIAL RESOLUTIONS	Number of Votes (%)			Approved or not
		FOR	AGAINST	ABSTAIN	
9	The proposed 2022 Profit Distribution Plan	199,290,784 (99.9534%)	92,840 (0.0466%)	0 (0.0000%)	Yes
10	The proposed change of the registered capital of the Company	199,286,384 (99.9512%)	97,240 (0.0488%)	0 (0.0000%)	Yes
11	The proposed amendments to the Articles of Association of the Company	196,079,924 (98.3430%)	3,303,700 (1.6570%)	0 (0.0000%)	Yes
12	The proposed amendments to the Rules of Procedures for the General Meeting of Shareholders	196,079,924 (98.3430%)	3,303,700 (1.6570%)	0 (0.0000%)	Yes
13	The grant of the A Share Repurchase Mandate and the H Share Repurchase Mandate	199,370,584 (99.9935%)	13,040 (0.0065%)	0 (0.0000%)	Yes

Voting results of the A Share Class Meeting

The A Shareholders present at the A Share Class Meeting considered and approved the following resolutions by way of open poll via on-site voting and online voting, and the voting results are as follows:

No.	SPECIAL RESOLUTIONS	Number of Votes (%)			Approved or not
		FOR	AGAINST	ABSTAIN	
1	The proposed 2022 Profit Distribution Plan	162,813,183 (99.9430%)	92,840 (0.0570%)	0 (0.0000%)	Yes
2	The proposed change of the registered capital of the Company	162,808,783 (99.9403%)	97,240 (0.0597%)	0 (0.0000%)	Yes
3	The proposed amendments to the Articles of Association of the Company	162,806,983 (99.9392%)	99,040 (0.0608%)	0 (0.0000%)	Yes
4	The grant of the A Share Repurchase Mandate and the H Share Repurchase Mandate	162,892,983 (99.9919%)	13,040 (0.0081%)	0 (0.0000%)	Yes

Voting results of the H Share Class Meeting

The H Shareholders present at the H Share Class Meeting considered and approved the following resolutions by way of open poll via on-site voting, and the voting results are as follows:

No.	SPECIAL RESOLUTIONS	Number of Votes (%)			Approved or not
		FOR	AGAINST	ABSTAIN	
1	The proposed 2022 Profit Distribution Plan	32,372,873 (100.0000%)	0 (0.0000%)	0 (0.0000%)	Yes
2	The proposed change of the registered capital of the Company	32,372,873 (100.0000%)	0 (0.0000%)	0 (0.0000%)	Yes
3	The proposed amendments to the Articles of Association of the Company	29,168,213 (91.1008%)	3,204,660 (9.8992%)	0 (0.0000%)	Yes
4	The grant of the A Share Repurchase Mandate and the H Share Repurchase Mandate	32,372,873 (100.0000%)	0 (0.0000%)	0 (0.0000%)	Yes

Attestation by Lawyers and Scrutineer

Ernst & Young Hua Ming LLP served as the scrutineer at the AGM and H Share Class Meeting for the purpose of vote taking.

The AGM and A Share Class Meeting was attested by Tian Yuan Law Firm to the Company, which issued a legal opinion, certifying that the convening and procedures of the Meetings of the Company, the qualification of the convener, the qualification of the attendees and the voting procedures were in compliance with the relevant PRC laws and regulations and the Articles of Association of the Company. The resolutions passed at the AGM and A Share Class Meeting were lawful and valid.

3. CAPITALIZATION SHARES AND DIVIDEND PAYMENT

The Board is pleased to announce that, the Company will issue four (4) Capitalization Shares for every existing ten (10) Shares by way of capitalization of reserve. The Company will pay a cash dividend of RMB0.4 (inclusive of tax) per Share (for illustrative purpose only, representing an aggregate amount of RMB214,258,184.80 based (inclusive of tax) on the total issued Shares of the Company as at the date of this announcement) to the Shareholders whose names appear on the register of members of the Company on Tuesday, 27 June 2023 (the “**Record Date**”). The New H Shares will be issued on a pro-rated basis and any fractional Shares (if any) will be rounded down to the nearest whole unit. No fractional Shares will be issued and distributed pursuant to the Capitalization of Reserve, but will be aggregated and sold for the benefit of the Company. The cash dividend will also be paid on a pro-rated basis for Shareholders who

hold Shares in odd lot (i.e. RMB0.4 per Share). The Profit Distribution will be declared according to the Articles of Association. Dividend on A Shares will be paid in Renminbi (“**RMB**”) and dividend on H Shares will be paid in Hong Kong dollars (“**HK\$**”). The exchange rate for dividends payable in HK\$ to the holders of H Shares is based on the average of the medium rate of RMB to HK\$ announced by the People’s Bank of China for seven working days prior to and including 9 June 2023, the date on which the Profit Distribution was declared at the Meetings (i.e., RMB0.90682 against HK\$1.00). Accordingly, the cash dividend payable to H Shareholders shall amount to approximately HK\$0.44 per Shares (tax inclusive).

The expected timetable for the distribution of Cash Dividend and Capitalization Shares, as set forth below is indicative only and has been prepared on the assumption that all conditions of the distribution of Cash Dividend and Capitalization Shares will be fulfilled. Any consequential changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

Last day of dealings in H shares on a cum-entitlement basis relating to the Cash Dividend and the Capitalization Shares	Monday, 19 June 2023
First day of dealings in H Shares on an ex-entitlement basis relating to the Cash Dividend and the Capitalization Shares	Tuesday, 20 June 2023
Latest time for lodging transfer documents for registration of transfer of H Shares to qualify H Shareholders for the Cash Dividend and the Capitalization Shares	4:30 p.m. on Wednesday, 21 June 2023
Closure of register of members for transfer of H Shares to qualify H Shareholders for the Cash Dividend and the Capitalization Shares ⁽¹⁾	Friday, 23 June 2023 to Tuesday, 27 June 2023 (both days inclusive)
Record Date (to qualify H Shareholders for the Cash Dividend and the Capitalization Shares)	Tuesday, 27 June 2023
Resumption of registration of transfer of H Shares	Wednesday, 28 June 2023
Latest time for delivery of payment cheques for the Cash Dividend	Thursday, 20 July 2023
Certificates for the Capitalization Shares expected to be despatched	Thursday, 20 July 2023
Commencement of dealings in the Capitalization H Shares	Friday, 21 July 2023

Notes:

1. If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning, or “extreme conditions” caused by super typhoons:
 - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon, the latest time for lodging transfer documents will remain at 4:30 p.m. on the same Business Day;
 - (b) in force in Hong Kong at any local time between 12:00 noon and 4:30 p.m., the latest time for lodging transfer documents will be rescheduled to 4:30 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:30 p.m.
2. The period of closure of register of members for transfer of H Shares to qualify H Shareholders for the Cash Dividend and the Capitalization Shares is pursuant to the relevant provisions in the Articles of Association.
3. All times and dates in this announcement are Hong Kong times and dates.

Details of the Capitalization of Reserve and the Profit Distribution including without limitation the expected timetable, applicable record dates, book closure arrangements, status of the Capitalization Shares, arrangements involving the Northbound Trading and Southbound Trading, applicable tax arrangements, conditions to which the Capitalization of Reserve and the 2022 Profit Distribution Plan are subject to, and odd lot arrangements were set out in the Circular. All Shareholders and investors are requested to read the Circular carefully and consult their advisers whenever required, including and not limited to, any tax implications or liabilities of the Shareholders.

Application has been made by the Company to the Hong Kong Stock Exchange for the approval for the listing of, and permission to deal in, the New H Shares. The New A Shares will be listed on the Shanghai Stock Exchange. Subject to the satisfaction of the conditions set out in the Circular, the New H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS. All necessary arrangements will be made by the Company for the New H Shares to be admitted into CCASS.

For the purpose of determining the list of H Share Shareholders who are entitled to receive the Cash Dividend and the Capitalization Shares, the register of members of the Company will be closed from Friday, 23 June 2023 to Tuesday, 27 June 2023 (both days inclusive), during which period no transfer of shares will be registered. H Share Shareholders whose names appear on the H Share register of members of the Company on Tuesday, 27 June 2023 are entitled to the 2022 Profit Distribution Plan. In order to qualify for the proposed 2022 Profit Distribution Plan, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company’s H Share Registrars, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 21 June 2023.

The Company has appointed Tricor Trust (Hong Kong) Limited as the receiving agent of holders of H Shares in Hong Kong (the “**Receiving Agent**”) and will pay to such Receiving Agent final dividends declared for payment to holders of H Shares. Cash dividends will be paid by the Receiving Agent and relevant cheques will be despatched on or around Thursday, 20 July 2023 to holders of H Shares entitled to receive such dividends by ordinary post at their own risk.

The Company will announce separately on the SSE details of the arrangement regarding the distribution of Cash Dividend and Capitalization Shares to holders of A Shares.

The certificates for the Capitalization Shares are expected to be despatched on Thursday, 20 July 2023.

As at the date of this announcement, according to the latest register of members available to the Company, none of the H Shareholders as recorded on the register of members of the Company had an address which is outside Hong Kong.

4. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The resolution on the amendments of the Articles of Association of the Company was approved at the AGM and will take immediate effect.

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

Hong Kong, 9 June 2023

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, and Mr. Sun Mingcheng, Dr. Zhai Yonggong, Mr. Ou Xiaojie and Mr. Zhang Fan as independent non-executive Directors.