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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 CHANGE OF THE REGISTERED CAPITAL OF THE COMPANY; AND (2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Directors**”) of JOINN Laboratories (China) Co., Ltd. (the “**Company**”) hereby announces that, at the tenth meeting of the fourth session of the Board, the Board resolved and approved, among others: (i) proposed change of the registered capital of the Company; and (ii) proposed amendments to the articles of association of the Company (the “**Articles of Association**”).

### **PROPOSED CHANGE OF THE REGISTERED CAPITAL OF THE COMPANY**

By reason of factors including (i) the capitalisation of reserve; (ii) the repurchase and cancellation of restricted A Shares pursuant to the 2019 Restricted A Shares Incentive Scheme and 2021 Restricted A Shares Incentive Scheme; and (iii) the termination of the 2021 Restricted A Share Scheme, and the repurchase and cancellation of Restricted A Shares granted and yet unlocked thereunder, the registered capital of the Company and the total number of shares of the Company shall be changed as a result of the aforesaid matters. The total number of shares of the Company has increased from 535,678,676 shares to 749,477,334 shares and the registered capital has increased from RMB535,678,676 to RMB749,477,334, both as at the date of this announcement. As a result of the changes of the registered capital of the Company, the Board proposed to change the registered capital of the Company from RMB535,678,676 (divided into 535,678,676 shares) to RMB749,477,334 (divided into 749,477,334 shares).

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

According to the Company Law of the People's Republic of China (the "PRC"), the Guidance for the Articles of Association of Listed Company, the Listing Rules of the Shanghai Stock Exchange, the Board proposes to make the following amendments to the Articles of Association:

Original Articles	Amended Articles
<b>Article 6</b> The registered capital of the Company is RMB535,678,676.	<b>Article 6</b> The registered capital of the Company is RMB <b>749,477,334</b> .
<b>Article 8</b> The chairman of the Board of Directors shall be the legal representative of the Company.	<b>Article 8</b> <b>The legal representative of the Company shall be the chairman who executes the Company's affairs on behalf of the Company.</b>
<b>Article 11</b> Senior management under these Articles of Association shall refer to the general manager, the vice general manager, the secretary to the Board and the chief financial officer of the Company.	<b>Article 11</b> Senior management under these Articles of Association shall refer to the general manager, the vice general manager, the secretary to the Board and the <b>person-in-charge of finance</b> of the Company.
<b>Article 22</b>  .....  The shareholding of the Company is: 535,678,676 ordinary shares, including 450,682,100 shares held by shareholders of domestically listed domestic shares, accounting for approximately 84.13% of the total share capital of the Company; 84,996,576 shares held by shareholders of H Shares, accounting for approximately 15.87% of the total share capital of the Company.	<b>Article 22</b>  .....  The shareholding of the Company is: <b>749,477,334</b> ordinary shares, including <b>630,482,128</b> shares held by shareholders of domestically listed domestic shares, accounting for approximately <b>84.12%</b> of the total share capital of the Company; <b>118,995,206</b> shares held by shareholders of H Shares, accounting for approximately <b>15.88%</b> of the total share capital of the Company.
<b>Article 65</b>  .....  The chairman of the Board of Directors of the Company shall act as the first accountable person for the "freezing upon misappropriation" mechanism, whose relevant work shall be assisted by the chief financial officer and the secretary to the Board.	<b>Article 65</b>  .....  The chairman of the Board of Directors of the Company shall act as the first accountable person for the "freezing upon misappropriation" mechanism, whose relevant work shall be assisted by the <b>person-in-charge of finance</b> and the secretary to the Board.

Original Articles	Amended Articles
<p><b>Article 153</b> The Board of Directors exercises the following powers:</p> <p>.....</p> <p>(X) based on the nomination of the chairman, appoint or dismiss the general manager of the Company and the secretary of the Board of Directors; based on the nomination of the general manager, appoint or dismiss senior management of the Company such as the vice manager, the chief financial officer, and determine their remuneration, rewards and punishment;</p> <p>.....</p>	<p><b>Article 153</b> The Board of Directors exercises the following powers:</p> <p>.....</p> <p>(X) based on the nomination of the chairman, appoint or dismiss the general manager of the Company and the secretary of the Board of Directors; based on the nomination of the general manager, appoint or dismiss senior management of the Company such as the vice manager, the <b>person-in-charge of finance</b>, and determine their remuneration, rewards and punishment;</p> <p>.....</p>
<p><b>Article 159</b> The chairman shall exercise the following functions and powers:</p> <p>.....</p> <p>(VI) to nominate the general manager and the chief financial officer;</p> <p>.....</p>	<p><b>Article 159</b> The chairman shall exercise the following functions and powers:</p> <p>.....</p> <p>(VI) to nominate the general manager and the <b>person-in-charge of finance</b>;</p> <p>.....</p>
<p><b>Article 181</b> The Company shall have one general manager, several vice general managers, one chief financial officer and one secretary of the Board of Directors and they shall be appointed or dismissed by the Board of Directors.</p>	<p><b>Article 181</b> The Company shall have one general manager, several vice general managers, one <b>person-in-charge of finance</b> and one secretary of the Board of Directors and they shall be appointed or dismissed by the Board of Directors.</p>
<p><b>Article 185</b> The general manager is accountable to the Board of Directors and exercises the following powers:</p> <p>.....</p> <p>(VI) propose the appointment or dismissal of the Company's vice general manager and chief financial officer to the Board of Directors;</p> <p>.....</p>	<p><b>Article 185</b> The general manager is accountable to the Board of Directors and exercises the following powers:</p> <p>.....</p> <p>(VI) propose the appointment or dismissal of the Company's vice general manager and <b>the person-in-charge of finance</b> to the Board of Directors;</p> <p>.....</p>

Save for the proposed amendments, other provisions of the Articles of Association shall remain unchanged. Prior to the change of the registered capital of the Company and the amendments to the Articles of Association being approved at the extraordinary general meeting of the Company of 2025 (the “**EGM**”), the existing Articles of Association shall remain valid. The proposed amendments to the Articles of Association are prepared in Chinese language. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

The Board has resolved to propose a resolution at the EGM to authorise the Board to delegate the management of the Company to handle the approval and filing procedures with relevant regulatory authorities involved in such amendments, and to make adjustments to the wordings of such amendments to the Articles of Association according to opinions of the regulatory authorities.

## **GENERAL**

The Board considers that the said proposed change of registered capital and the amendments to the Articles of Association are in the interests of the Company and the shareholders of the Company (the “**Shareholders**”) as a whole. The proposed change of the registered capital of the Company is subject to the consideration and approval by the Shareholders by way of special resolution at the EGM, A Share class meeting and H Share class meeting of the Company, while the proposed amendments to the Articles of Association are only subject to the consideration and approval by the Shareholders by way of special resolution at the EGM. A circular containing, among others, (i) proposed change of the registered capital of the Company; (ii) proposed amendments to the Articles of Association; and (iii) notices convening the EGM and the class meetings will be despatched to Shareholders in due course.

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

Beijing, the PRC  
30 October 2024

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