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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 FIRST EXTRAORDINARY GENERAL MEETING OF 2025, THE FIRST A SHARE CLASS MEETING OF 2025 AND THE FIRST H SHARE CLASS MEETING OF 2025; (2) CHANGE OF DIRECTORS OF THE COMPANY; 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 first extraordinary general meeting (the “**EGM**”), the first A Share class meeting of 2025 (the “**A Share Class meeting**”) and the first H Share class meeting of 2025 (the “**H Share Class Meeting**”, together with the EGM and the A Share Class Meeting, the “**Meetings**”) held on 23 January 2025.

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 6 January 2025 (the “**Circular**”). Unless otherwise defined, capitalised 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 2:45 p.m. on Thursday, 23 January 2025 at Room 1904, T6, Hans Plaza, Beijing Economic-Technological Development Area, Beijing, China. All Directors attended the Meetings.

## **Attendance of the EGM**

As at the date of the Meetings, the total number of issued Shares was 749,477,334 Shares (including 630,482,128 A Shares and 118,995,206 H Shares). Among which, (i) 3,303,034 A Shares were held by the Company as Treasury Shares and should not be entitled to vote and did abstain from voting on the resolutions proposed at the EGM; and (ii) the trustee of the 2022 H Shares Incentive Scheme, which held a total of 13,238,580 H Shares as at the date of the EGM, should not and did not exercise in respect of such H Shares held under the trust.

There were no Shareholders who were required to abstain from voting in favour when casting votes on any of the resolutions at the EGM according to Rule 13.40 of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “**Hong Kong Listing Rules**”). Save as disclosed above, 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 327 Shareholders and authorised proxies who were entitled to vote, holding 197,961,274 Shares, representing 26.53% of the total number of Shares with voting rights of the Company, were present at the EGM or participated in the online voting. Among those Shareholders, 326 A Shareholders and authorized proxies, holding 177,755,736 A Shares, representing 23.82% of the total number of Shares with voting rights of the Company, were present at the EGM or participated in the online voting; one H Shareholder and authorized proxy, holding 20,205,538 H Shares, representing 2.71% of the total number of Shares with voting rights of the Company, were present at the EGM.

## **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 630,482,128, and the total number of A Shares entitling the A Shareholders to attend and vote at the A Share Class Meeting was 627,179,094 A Shares (3,303,034 A Shares in the Company’s repurchased securities account are held as Treasury Shares by the Company and are not entitled to vote 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 326 A Shareholders with voting rights and authorized proxies, holding an aggregate of 177,755,736 A Shares which represented 28.34% 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 118,995,206, 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. Among which, the trustee of the 2022 H Shares Incentive Scheme, which held a total of 13,238,580 H Shares as at the date of the H Share Class Meeting, should not and did not exercise in respect of such H Shares held under the trust. 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. Save as disclosed above, 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 one H Shareholder with voting rights and authorized proxy, holding an aggregate of 15,317,970 H Shares which represented 12.87% of the total number of H Share with voting rights, were present at the H Share Class Meeting.

## 2. VOTING RESULTS OF THE MEETINGS

Votings at the EGM 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 EGM

The A Shareholders and H Shareholders present at the EGM 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.	SPECIAL RESOLUTIONS	Number of Votes (%)			Approved or not
		FOR	AGAINST	ABSTAIN	
SPECIAL RESOLUTIONS					
1.	The proposed change of the registered capital of the Company	197,569,516 (99.8021%)	235,082 (0.1188%)	156,676 (0.0791%)	Yes
2.	The proposed amendments to the Articles of Association of the Company	197,559,216 (99.7969%)	224,442 (0.1134%)	177,616 (0.0897%)	Yes

ORDINARY RESOLUTIONS			
No.	Ordinary Resolutions (by adopting cumulative voting) <sup>(1)</sup>	Number of votes and the percentage of number of votes in number of shares in present carrying voting rights (%)	Elected or not
3.	(i) To elect Ms. Luo Xi as an executive Director	195,102,887 (98.5561%)	Yes
	(ii) To elect Mr. Gu Jingliang as an executive Director	195,052,323 (98.5305%)	Yes
4.	(i) To elect Mr. Yang Fuquan as an independent non-executive Director	196,250,934 (99.1360%)	Yes
	(ii) To elect Mr. Yang Changyun as an independent non-executive Director	196,321,372 (99.1716%)	Yes
	(iii) To elect Mr. Ying Fangtian as an independent non-executive Director	196,263,569 (99.1424%)	Yes

*Note:*

- (1) According to the Articles of Association of the Company, cumulative voting system was adopted in respect of the above Resolutions No. 3 and 4. A candidate for Director or Supervisor is elected when the number of votes in favor obtained by such candidate exceeds half of the total number of shares carrying voting rights held by those who attended the EGM in person or by proxies.

### 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 a combination of on-site and online voting, and the voting results are as follows:

No.	SPECIAL RESOLUTIONS	Number of Votes (%)			Approved or not
		FOR	AGAINST	ABSTAIN	
SPECIAL RESOLUTIONS					
1.	The proposed change of the registered capital of the Company	177,364,056 (99.7796%)	235,004 (0.1322%)	156,676 (0.0882%)	Yes
2.	The proposed amendments to the Articles of Association of the Company	177,353,756 (99.7738%)	224,364 (0.1262%)	177,616 (0.1000%)	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	
SPECIAL RESOLUTIONS					
1.	The proposed change of the registered capital of the Company	15,317,892 (99.9995%)	78 (0.0005%)	0 (0%)	Yes
2.	The proposed amendments to the Articles of Association of the Company	15,317,892 (99.9995%)	78 (0.0005%)	0 (0%)	Yes

## Attestation by Lawyers and Scrutineer

Ernst & Young Hua Ming LLP served as the scrutineer at the EGM and H Share Class Meeting for the purpose of vote taking. The EGM 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 EGM and A Share Class Meeting were lawful and valid.

## 3. CHANGE OF DIRECTORS OF THE COMPANY

Resolutions on the appointment of each of: (i) Ms. Luo Xi and Mr. Gu Jingliang as an executive Director; (ii) Mr. Yang Fuquan, Mr. Yang Changyun and Mr. Ying Fangtian as an independent non-executive Director, effective from the conclusion of the EGM. Furthermore, with effect from the date of the conclusion of the EGM, (i) Ms. Sun Yunxia will be appointed as a member of the remuneration and evaluation committee (the “**Remuneration and Evaluation Committee**”) and the strategic development committee (the “**Strategic Development Committee**”) of the Company; (ii) Ms. Luo Xi will be appointed as a member of the Strategic Development Committee; (iii) Mr. Yang Fuquan will be appointed as a chairman of the nomination committee (the “**Nomination Committee**”) of the Company and a member of the audit committee (the “**Audit Committee**”) of the Company; (iv) Mr. Yang Changyun will be appointed as a chairman of the Audit Committee and a member of the Remuneration and Evaluation Committee; and (v) Mr. Ying Fangtian will be appointed as the chairman of the Remuneration and Evaluation Committee and a member of the Strategic Development Committee and the Nomination Committee.

As required under Rule 13.51(2) of the Hong Kong Listing Rules, the biographical details of Ms. Luo Xi, Mr. Gu Jingliang, Mr. Yang Fuquan, Mr. Yang Changyun and Mr. Ying Fangtian have been set out in the Circular. To the best knowledge of the Directors and save as disclosed in the Circular, each of Ms. Luo Xi, Mr. Gu Jingliang, Mr. Yang Fuquan, Mr. Yang Changyun and Mr. Ying Fangtian has not held any major position in other listed companies in the past three years, and is not connected with any other Directors, Supervisors, senior management or substantial shareholders or controlling shareholder of the Company. Save as disclosed in the Circular, Mr. Gu Jingliang does not have any interests or short positions in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571) (the “SFO”). Save as disclosed in the Circular, there is no any other information that is required to be disclosed pursuant to Rules 13.51(2) of the Hong Kong Listing Rules or any other matters that need to be brought to the attention of the Shareholders.

Following the conclusion of the EGM, each of Mr. Sun Mingcheng, Dr. Zhai Yonggong and Mr. Ou Xiaojie will cease to serve as an independent non-executive Director. Furthermore, Mr. Sun Mingcheng will cease to serve as the chairman of the Audit Committee and a member of the Remuneration and Evaluation Committee; Dr. Zhai Yonggong will cease to serve as the chairman of the Nomination Committee and a member of the Audit Committee, and Mr. Ou Xiaojie will cease to serve as the chairman of the Remuneration and Evaluation Committee, and a member of each of the Nomination Committee and the Strategic Development Committee.

The Board would like to take this opportunity to express its sincere gratitude to, Mr. Sun Mingcheng, Dr. Zhai Yonggong and Mr. Ou Xiaojie for their contributions to the Company during their tenure of office, and warmly welcome Ms. Luo Xi, Mr. Gu Jingliang, Mr. Yang Fuquan, Mr. Yang Changyun and Mr. Ying Fangtian joining the Board.

#### **4. AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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

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

Hong Kong, 23 January 2025

*As at the date of this announcement, the Board comprises Ms. Feng Yuxia as the Chairperson and executive Director, Mr. Gao Dapeng, Ms. Sun Yunxia, Ms. Luo Xi and Mr. Gu Jingliang as executive Directors, and Mr. Zhang Fan, Mr. Yang Fuquan, Mr. Yang Changyun and Mr. Ying Fangtian as independent non-executive Directors.*