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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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION; (2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS; AND (3) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of JOINN Laboratories (China) Co., Ltd. (the “**Company**”) hereby announces that, at the second meeting of the fifth session of the Board, the Board resolved and approved, among others: (i) proposed amendments to the articles of association of the Company (the “**Articles of Association**”); (ii) proposed amendments to the rules of procedures for the general meeting of shareholders (the “**Rules of Procedures for the General Meeting of Shareholders**”); and (iii) to nominate Mr. Zhou Fengyuan (周馮源) (“**Mr. Zhou**”) as a non-executive Director of the Company.

#### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

To further refine the governance structure to better align with the Company’s operational and developmental needs, the Board proposes to amend the Articles of Association pursuant to the Company Law of the People’s Republic of China (《中華人民共和國公司法》) which was amended and came into effect on 1 July 2024, the implementation of the “Decision of the State Council to Repeal Certain Administrative Regulations and Documents” (《國務院關於廢止部分行政法規和文件的決定》) issued by the State Council of the PRC and the “Trial Administrative Measure of Overseas Securities Offering and Listing by Domestic Companies” (《境內企業境外發行證券和上市管理試行辦法》) and related guidelines issued by the China Securities Regulatory Commission in 2023. The main aspects of the proposed amendments of the Articles of Association are: (i) amend the number of Directors of the Board; and (ii) delete provisions relating to class shareholders; and (iii) consequential amendments to the Articles of Association as a result of the legal and regulatory changes. The Board proposes to make the following amendments to the Articles of Association:

Original Articles	Amended Articles
<p><b>Article 1</b> To safeguard the legitimate rights and interests of the Company, the shareholders, employees and creditors, and to regulate the organization and activities of the Company, these Articles of Association have been hereby established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Guidelines on these Articles of Association of Listed Companies (《上市公司章程指引》), <b>the Official Reply of the State Council on Adjusting the Provisions Governing Matters Including the Application of the Notice Period for the Convening of Shareholders’ General Meetings by Companies Listed Overseas (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》)</b> (Guo Han [2019] No. 97), <b>the Letter on the Opinion Regarding the Supplemental Amendments to these Articles of Association of Companies to be Listed in Hong Kong (《關於到香港上市公司對公司章程作補充修改的意見的函》)</b> (Zheng Jian Hai Han [1995] No. 1), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other relevant regulations.</p>	<p><b>Article 1</b> To safeguard the legitimate rights and interests of the Company, the shareholders, employees and creditors, and to regulate the organization and activities of the Company, these Articles of Association have been hereby established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Guidelines on these Articles of Association of Listed Companies (《上市公司章程指引》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other relevant regulations.</p>

Original Articles	Amended Articles
<p><b>Article 65</b> Shareholders who individually or collectively hold more than 10% of the voting shares at the proposed meeting (including preference shares with voting rights resumed) have the right to request in writing the board of directors to convene an extraordinary general meeting of shareholders <b>or a class shareholders' meeting</b>, in which they should also list the topic of the meeting. The board of directors shall, in accordance with the laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed, and the provisions of this Articles of Association, provide written feedback on whether or not to agree to convene an extraordinary general meeting of shareholders <b>or a class shareholders' meeting</b> within 10 days after receiving the written request.</p> <p>If the board of directors agrees to convene an extraordinary general meeting of shareholders <b>or a class shareholders' meeting</b>, it shall issue a notice of convening within 5 days after the resolution of the board of directors is made. Any changes to the original request in the notice shall obtain the approval of the relevant shareholders.</p> <p>If the board of directors does not agree, or fails to provide feedback within 10 days after receiving the request, shareholders who individually or collectively hold more than 10% of the voting shares at the proposed meeting (including preference shares with voting rights resumed) shall have the right to propose to the Audit Committee, in writing, to convene an extraordinary general meeting of shareholders <b>or a class shareholders' meeting</b>.</p>	<p><b>Article 65</b> Shareholders who individually or collectively hold more than 10% of the voting shares at the proposed meeting (including preference shares with voting rights resumed) have the right to request in writing the board of directors to convene an extraordinary general meeting of shareholders, in which they should also list the topic of the meeting. The board of directors shall, in accordance with the laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed, and the provisions of this Articles of Association, provide written feedback on whether or not to agree to convene an extraordinary general meeting of shareholders within 10 days after receiving the written request.</p> <p>If the board of directors agrees to convene an extraordinary general meeting of shareholders, it shall issue a notice of convening within 5 days after the resolution of the board of directors is made. Any changes to the original request in the notice shall obtain the approval of the relevant shareholders.</p> <p>If the board of directors does not agree, or fails to provide feedback within 10 days after receiving the request, shareholders who individually or collectively hold more than 10% of the voting shares at the proposed meeting (including preference shares with voting rights resumed) shall have the right to propose to the Audit Committee, in writing, to convene an extraordinary general meeting of shareholders.</p>

Original Articles	Amended Articles
<p>If the Audit Committee agrees to convene an extraordinary general meeting of shareholders or <b>a class shareholders' meeting</b>, it shall issue a notice of convening within 5 days of receiving the request. Changes to the original proposal in the notice shall obtain the approval of the relevant shareholders.</p> <p>If the Audit Committee fails to issue a notice of a general meeting of shareholders <b>or a class shareholders meeting</b> within the prescribed time limit, it shall be deemed that the Audit Committee does not convene and preside over the general meeting of shareholders <b>or class shareholders meeting</b>, and shareholders holding individually or collectively more than 10% of the shares that have voting rights at the proposed meeting (including preference shares with voting rights resumed) for more than 90 consecutive days can convene and preside over relevant general meetings by themselves.</p>	<p>If the Audit Committee agrees to convene an extraordinary general meeting of shareholders, it shall issue a notice of convening within 5 days of receiving the request. Changes to the original proposal in the notice shall obtain the approval of the relevant shareholders.</p> <p>If the Audit Committee fails to issue a notice of a general meeting of shareholders within the prescribed time limit, it shall be deemed that the Audit Committee does not convene and preside over the general meeting of shareholders, and shareholders holding individually or collectively more than 10% of the shares that have voting rights at the proposed meeting (including preference shares with voting rights resumed) for more than 90 consecutive days can convene and preside over relevant general meetings by themselves.</p>
<p><b>Article 78</b></p> <p>...</p> <p>If the shareholder is a recognized clearing house or its agent as defined by the relevant laws and regulations in the place where the Company's shares are listed, the shareholder may authorize one or more persons he thinks fit to act as his representative at any general meeting of shareholders <b>or any class shareholders' meeting...</b></p>	<p><b>Article 78</b></p> <p>...</p> <p>If the shareholder is a recognized clearing house or its agent as defined by the relevant laws and regulations in the place where the Company's shares are listed, the shareholder may authorize one or more persons he thinks fit to act as his representative at any general meeting of shareholders...</p>

Original Articles	Amended Articles
<p><b>Article 101</b> The list of candidates for directors shall be submitted to the shareholders' general meeting for voting by proposals.</p> <p>When the shareholders' general meeting votes on the election of directors, the cumulative voting system shall be implemented in accordance with the provisions of the Articles of Association or the resolutions of the shareholders' general meeting. <b>When electing two or more independent directors at a shareholders' general meeting, or when a single shareholder and its concert party hold an equity interest of 30% or more,</b> the cumulative voting system shall be implemented. That is, when the shareholders' general meeting elects directors, each share has the same voting rights as the number of directors to be elected, and the voting rights owned by shareholders can be used collectively.</p>	<p><b>Article 101</b> The list of candidates for directors shall be submitted to the shareholders' general meeting for voting by proposals.</p> <p>When the shareholders' general meeting votes on the election of directors, the cumulative voting system shall be implemented in accordance with the provisions of the Articles of Association or the resolutions of the shareholders' general meeting. <b>When electing two or more non-independent directors at a shareholders' general meeting by a single shareholder and its concert party hold an equity interest of 30% or more, or when electing two or more independent directors at a shareholders' general meeting,</b> the cumulative voting system shall be implemented. That is, when the shareholders' general meeting elects directors, each share has the same voting rights as the number of directors to be elected, and the voting rights owned by shareholders can be used collectively.</p>
<p><b>Article 118</b> Shareholders holding different classes of shares shall be class shareholders.</p> <p>Class shareholders shall enjoy the rights and assume the obligations in accordance with the laws, administrative regulations and these Articles of Association.</p> <p>Apart from the holders of other classified shares, the holders of domestic shares and the H shareholders are deemed as different class shareholders.</p> <p>The Company shall ensure adequate voting rights for the holders of preference shares under appropriate circumstances.</p>	<p style="text-align: center;"><b>Deleted</b></p>

Original Articles	Amended Articles
<p><b>Article 119</b> Any plan of the Company of changing or abolishing the rights of a class shareholder is subject to the approval of the general meeting in the form of a special resolution and the approval of the affected class shareholders at a separately convened the shareholders’ meeting in accordance with Articles 121 to 125 of these Articles of Association before it can be implemented.</p>	<p><b>Deleted</b></p>
<p><b>Article 120</b> The rights of a class shareholder shall be deemed as changed or abolished under the following circumstances:</p> <p>(I) increase or decrease the number of the classified shares, or increase or decrease the number of classified shares with equal or more voting rights, distribution rights, other privileges than this type of classified shares;</p> <p>(II) convert all or part of the classified shares into other classes, or convert another class of shares, partly or wholly, into the shares of such class or authorize such conversion rights;</p> <p>(III) remove or reduce the right of the classified shares to accrued dividends generated or rights to cumulative dividends;</p> <p>(IV) reduce or remove a dividend preference or a preference to distributions of assets in a liquidation of the Company attached to shares of such class;</p> <p>(V) add, remove or reduce the right of the classified shares to convert share rights, options rights, voting rights, transfer rights, pre-emptive rights, and the right to obtain the securities of the Company;</p>	<p><b>Deleted</b></p>

Original Articles	Amended Articles
<p>(VI) remove or reduce the right of the classified shares to receive funds payable of the Company in specified currencies;</p> <p>(VII) create new classified shares entitled to equal or more voting rights, distribution rights, or other privileges than the classified shares;</p> <p>(VIII) restrict the transfer or ownership of the classified shares or increase such restrictions;</p> <p>(IX) issue subscription or conversion rights for this or other classified shares;</p> <p>(X) increase the rights and privileges of other classes of shares;</p> <p>(XI) the restructuring plan of the Company may constitute different classes of shareholders to assume responsibilities disproportionately in restructuring; and</p> <p>(XII) amend or abolish clauses stipulated in this section.</p>	<p><b>Deleted</b></p>

Original Articles	Amended Articles
<p><b>Article 121</b> Whether or not the affected class shareholders have voting rights at the general meeting, in the event of matters described above from items (II) to (VIII), (XI) to (XII) in Article 120 of these Articles of Association, they have voting rights at the class shareholders’ meeting, but the interested shareholders shall have no voting rights at the class shareholders’ meeting.</p> <p>The term “interested shareholders” in the preceding paragraph shall have the following meanings:</p> <p>(I) where the Company makes a repurchase offer to all the shareholders at the same ratio or repurchase their own shares through public transaction in the stock exchange, interested shareholders refer to controlling shareholders as defined in Article 250 of these Articles of Association;</p> <p>(II) where the Company repurchases its own shares through reaching an agreement outside the stock exchange, interested shareholders shall mean the shareholders who are relevant to such agreement; and</p> <p>(III) in the Company’s reorganization plan, interested shareholders shall mean shareholders who bear liability at a rate that is lower than other shareholders in the same class or who hold different interests with other shareholders in the same class.</p>	<p><b>Deleted</b></p>

Original Articles	Amended Articles
<p><b>Article 122</b> The resolution of the class shareholders’ meeting shall be passed by votes representing more than two thirds of shareholding with voting rights attending the class shareholders’ meeting in accordance with Article 121 of the Articles of Association.</p>	<p><b>Deleted</b></p>
<p><b>Article 123</b> When the Company is to convene a class shareholders meeting, the Company shall, with reference to Article 71 of the Articles of Association regarding the notice time limit for annual shareholders meeting and extraordinary shareholders meeting, issue a written notice informing all registered shareholders of the class of shares of the matters to be considered at the meeting and the date and place of the meeting.</p> <p>In the event that the number of the voting shares represented by the shareholders intending to attend the meeting is more than half of the total number of voting shares of that class, the Company may convene a class shareholders meeting. Otherwise, the Company shall within five days notify the shareholders once again, by way of public announcement, of the matters to be considered at the meeting and the date and place of the meeting. Upon notification by public announcement, the Company may then proceed to convene the class shareholders’ meeting.</p> <p>Where there are special rules in the listing rules of the stock exchange where the shares of the Company are listed, the special rules prevail.</p>	<p><b>Deleted</b></p>
<p><b>Article 124</b> Notice of the class shareholders meeting shall be served only on the shareholders entitled to vote thereat.</p>	<p><b>Deleted</b></p>

Original Articles	Amended Articles
<p><b>Article 125</b> Insofar as possible, any class shareholders’ meeting shall be held in accordance with the same procedures as those of the general meeting, and any clause that relates to the procedures for convening the general meeting in these Articles of Association shall apply to the class shareholders’ meeting. The special procedures for voting by the class shareholders shall not apply under the following circumstances:</p> <p>(I) upon the approval by a special resolution at the general meeting, the Company either separately or concurrently issues domestic shares and H shares once every 12 months, and the number of those domestic shares and H shares to be issued shall not account for more than 20% of each of its outstanding shares;</p> <p>(II) the plan to issue domestic shares and H shares upon the establishment of the Company is completed within 15 months of the date of approval by the securities regulatory authorities of the State Council or the validity period of its approval documents; and</p> <p>(III) upon the approval by the securities regulatory authorities of the State Council, the domestic shareholders of the Company transfer their shares to foreign investors and list them for trading on overseas stock exchanges.</p>	<p><b>Deleted</b></p>
<p><b>Article 143</b> The Company shall establish the Board of Directors which shall be accountable to the general meeting. The Board of Directors shall comprise 10 directors, including 1 employee director and 1 chairman. Of which, at least 4 shall be independent directors, who account for no less than one third of all the directors.</p>	<p><b>Article 135</b> The Company shall establish the Board of Directors which shall be accountable to the general meeting. The Board of Directors shall comprise <b>11</b> directors, including 1 employee director and 1 chairman. Of which, at least 4 shall be independent directors, who account for no less than one third of all the directors.</p>

Original Articles	Amended Articles
<p><b>Newly added</b></p>	<p><b>Article 163</b> The Company’s board of directors shall establish specialized committees for strategy, audit, nomination, remuneration and evaluation, etc. These special committees shall be composed of directors, each consisting of no fewer than three members. For the Audit Committee, Remuneration and Evaluation Committee and Nomination Committee, more than half of the members of shall be independent directors, and the independent directors shall serve as conveners. The Audit Committee members should be non-executive directors who do not hold senior management positions in the Company, with independent directors comprising more than half of them, and the committee should be convened by an accounting professional among the independent directors.</p>
<p><b>Article 171</b> The Board of the Company has established an Audit Committee to exercise the powers and functions of the supervisory committee as stipulated in the Company Law.</p>	<p><b>Article 164</b> The Audit Committee shall exercise the powers and functions of the supervisory committee as stipulated in the Company Law.</p>
<p><b>Article 172</b> The Audit Committee shall be appointed by the Board from among its members and shall consist of three or more non-executive directors, and accounting professionals among the independent directors shall act as conveners.</p>	<p><b>Deleted</b></p>

Original Articles	Amended Articles
<p><b>Article 175</b> The Board of Directors of the Company establishes the Strategic Development Committee, the Nomination Committee and the Remuneration and Evaluation Committee and other special committees to perform their duties in accordance with the Articles of Association and the authorization of the Board, and the proposals of the special committees shall be submitted to the Board for deliberation and decision. The Board shall be responsible for formulating the terms of reference of the special committees.</p> <p>More than half of the members of the Audit Committee, the Remuneration and Evaluation Committee and the Nomination Committee shall be independent directors with an independent director as the convener.</p>	<p><b>Article 167</b> The special committees of the Company shall perform their duties in accordance with the Articles of Association and the authorization of the Board. The Board shall be responsible for formulating the terms of reference of the special committees.</p>
<p><b>Article 176</b> The Strategic Development Committee of the Company's Board of Directors consists of 4 directors, among whom at least 1 is an independent director. The primary duties of the Strategic Development Committee are to study and advise on the long-term strategy and major investment decisions of the Company.</p>	<p><b>Article 168</b> The primary duties of the Strategic Development Committee are to study and advise on the long-term strategy and major investment decisions of the Company.</p>
<p><b>Article 177</b> The Nomination Committee of the Company's Board of Directors consists of 3 directors, including 2 independent directors. The Nomination Committee shall be responsible for formulating the selection standards and procedures for directors and senior management personnel...</p>	<p><b>Article 169</b> The Nomination Committee shall be responsible for formulating the selection standards and procedures for directors and senior management personnel...</p>
<p><b>Article 178</b> The Remuneration and Evaluation Committee of the Company's Board of Directors consists of 3 directors, including 2 independent directors. The Remuneration and Evaluation Committee shall be responsible for formulating the appraisal criteria and conduct appraisal on the directors and senior management personnel...</p>	<p><b>Article 170</b> The Remuneration and Evaluation Committee shall be responsible for formulating the appraisal criteria and conduct appraisal on the directors and senior management personnel...</p>

## PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS

In order to reflect and align with the amendments to the Articles of Association, the Board proposes to make certain amendments to the Rules of Procedures for the General Meeting of Shareholders.

Original Articles	Amended Articles
<p><b>Article 1</b> To regulate the Company’s activities and ensure that the general meeting of shareholders exercises its powers in accordance with the law, these Rules have been hereby established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Shanghai Stock Exchange Stock Listing Rules (the “Listing Rules”), the Corporate Governance Guidelines of Listed Companies, the Guidelines on these Articles of Association of Listed Companies (《上市公司章程指引》), the Rules of Procedures for the General Meeting of Shareholders of Listed Company, the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises (the “Trial Measures”), <b>the Letter on the Opinion Regarding the Supplemental Amendments to these Articles of Association of Companies to be Listed in Hong Kong (《關於到香港上市公司對公司章程作補充修改的意見的函》)</b> (Zheng Jian Hai Han [1995] No. 1) (“Zheng Jian Hai Han”), <b>the Official Reply of the State Council on Adjusting the Provisions Governing Matters Including the Application of the Notice Period for the Convening of Shareholders’ General Meetings by Companies Listed Overseas (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》)</b> (Guo Han [2019] No. 97), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited...</p>	<p><b>Article 1</b> To regulate the Company’s activities and ensure that the general meeting of shareholders exercises its powers in accordance with the law, these Rules have been hereby established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Shanghai Stock Exchange Stock Listing Rules (the “Listing Rules”), the Corporate Governance Guidelines of Listed Companies, the Guidelines on these Articles of Association of Listed Companies (《上市公司章程指引》), the Rules of Procedures for the General Meeting of Shareholders of Listed Company, the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises (the “Trial Measures”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited...</p>

Original Articles	Amended Articles
<p><b>Article 9</b> Shareholders who individually or collectively hold more than 10% of the voting shares at the proposed meeting (including preference shares with voting rights resumed) have the right to request in writing the board of directors to convene an extraordinary general meeting of shareholders <b>or a class shareholders' meeting</b>, in which they should also list the topic of the meeting. The board of directors shall, in accordance with the laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed, and the provisions of this Articles of Association, provide written feedback on whether or not to agree to convene an extraordinary general meeting of shareholders <b>or a class shareholders' meeting</b> within 10 days after receiving the written request.</p> <p>If the board of directors agrees to convene an extraordinary general meeting of shareholders <b>or a class shareholders' meeting</b>, it shall issue a notice of convening within 5 days after the resolution of the board of directors is made. Any changes to the original request in the notice shall obtain the approval of the relevant shareholders.</p> <p>If the board of directors does not agree, or fails to provide feedback within 10 days after receiving the request, shareholders who individually or collectively hold more than 10% of the voting shares at the proposed meeting (including preference shares with voting rights resumed) shall have the right to propose to the Audit Committee, in writing, to convene an extraordinary general meeting of shareholders <b>or a class shareholders' meeting</b>.</p>	<p><b>Article 9</b> Shareholders who individually or collectively hold more than 10% of the voting shares at the proposed meeting (including preference shares with voting rights resumed) have the right to request in writing the board of directors to convene an extraordinary general meeting of shareholders, in which they should also list the topic of the meeting. The board of directors shall, in accordance with the laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed, and the provisions of these Articles of Association, provide written feedback on whether or not to agree to convene an extraordinary general meeting of shareholders within 10 days after receiving the written request.</p> <p>If the board of directors agrees to convene an extraordinary general meeting of shareholders, it shall issue a notice of convening within 5 days after the resolution of the board of directors is made. Any changes to the original request in the notice shall obtain the approval of the relevant shareholders.</p> <p>If the board of directors does not agree, or fails to provide feedback within 10 days after receiving the request, shareholders who individually or collectively hold more than 10% of the voting shares at the proposed meeting (including preference shares with voting rights resumed) shall have the right to propose to the Audit Committee, in writing, to convene an extraordinary general meeting of shareholders.</p>

Original Articles	Amended Articles
<p>If the Audit Committee agrees to convene an extraordinary general meeting of shareholders or <b>a class shareholders' meeting</b>, it shall issue a notice of convening within 5 days of receiving the request. Changes to the original proposal in the notice shall obtain the approval of the relevant shareholders.</p> <p>If the Audit Committee fails to issue a notice of a general meeting of shareholders <b>or a class shareholders meeting</b> within the prescribed time limit, it shall be deemed that the Audit Committee does not convene and preside over the general meeting of shareholders <b>or a class shareholders meeting</b>, and shareholders holding individually or collectively more than 10% of the shares that have voting rights at the proposed meeting (including preference shares with voting rights resumed) for more than 90 consecutive days can convene and preside over relevant general meetings by themselves.</p>	<p>If the Audit Committee agrees to convene an extraordinary general meeting of shareholders, it shall issue a notice of convening within 5 days of receiving the request. Changes to the original proposal in the notice shall obtain the approval of the relevant shareholders.</p> <p>If the Audit Committee fails to issue a notice of a general meeting of shareholders within the prescribed time limit, it shall be deemed that the Audit Committee does not convene and preside over the general meeting of shareholders, and shareholders holding individually or collectively more than 10% of the shares that have voting rights at the proposed meeting (including preference shares with voting rights resumed) for more than 90 consecutive days can convene and preside over relevant general meetings by themselves.</p>
<p><b>Article 23</b></p> <p>...</p> <p>If the shareholder is a recognized clearing house or its agent as defined by the relevant laws and regulations in the place where the Company's shares are listed, the shareholder may authorize one or more persons he thinks fit to act as his representative at any general meeting of shareholders <b>or any class shareholders' meeting...</b></p>	<p><b>Article 23</b></p> <p>...</p> <p>If the shareholder is a recognized clearing house or its agent as defined by the relevant laws and regulations in the place where the Company's shares are listed, the shareholder may authorize one or more persons he thinks fit to act as his representative at any general meeting of shareholders...</p>

Original Articles	Amended Articles
<p><b>Article 61</b> Shareholders holding different classes of shares shall be class shareholders.</p> <p>Class shareholders shall enjoy the rights and assume the obligations in accordance with the laws, administrative regulations and the Articles of Association.</p> <p>Apart from the holders of other classified shares, the holders of domestic shares and the H shareholders are deemed as different class shareholders.</p> <p>The Company shall ensure adequate voting rights for the holders of preference shares under appropriate circumstances.</p>	<p><b>Deleted</b></p>
<p><b>Article 62</b> Any plan of the Company of changing or abolishing the rights of a class shareholder is subject to the approval of the general meeting in the form of a special resolution and the approval of the affected class shareholders at a separately convened the shareholders' meeting in accordance with Articles 64 to 68 of these Rules before it can be implemented.</p>	<p><b>Deleted</b></p>
<p><b>Article 63</b> The rights of a class shareholder shall be deemed as changed or abolished under the following circumstances:</p> <p>(I) increase or decrease the number of the classified shares, or increase or decrease the number of classified shares with equal or more voting rights, distribution rights, other privileges than this type of classified shares;</p> <p>(II) convert all or part of the classified shares into other classes, or convert another class of shares, partly or wholly, into the shares of such class or authorize such conversion rights;</p> <p>(III) remove or reduce the right of the classified shares to accrued dividends generated or rights to cumulative dividends;</p>	<p><b>Deleted</b></p>

Original Articles	Amended Articles
<p>(IV) reduce or remove a dividend preference or a preference to distributions of assets in a liquidation of the Company attached to shares of such class;</p> <p>(V) add, remove or reduce the right of the classified shares to convert share rights, options rights, voting rights, transfer rights, pre-emptive rights, and the right to obtain the securities of the Company;</p> <p>(VI) remove or reduce the right of the classified shares to receive funds payable of the Company in specified currencies;</p> <p>(VII) create new classified shares entitled to equal or more voting rights, distribution rights, or other privileges than the classified shares;</p> <p>(VIII) restrict the transfer or ownership of the classified shares or increase such restrictions;</p> <p>(IX) issue subscription or conversion rights for this or other classified shares;</p> <p>(X) increase the rights and privileges of other classes of shares;</p> <p>(XI) the restructuring plan of the Company may constitute different classes of shareholders to assume responsibilities disproportionately in restructuring; and</p> <p>(XII) amend or abolish clauses stipulated in this chapter.</p>	

Original Articles	Amended Articles
<p><b>Article 64</b> Whether or not the affected class shareholders have voting rights at the general meeting, in the event of matters described above from items (II) to (VIII), (XI) to (XII) in Article 63 of these Rules, they have voting rights at the class shareholders’ meeting, but the interested shareholders shall have no voting rights at the class shareholders’ meeting.</p> <p>The term “interested shareholders” in the preceding paragraph shall have the following meanings:</p> <p>(I) where the Company makes a repurchase offer to all the shareholders at the same ratio according to Article 28 of the Articles of Association or repurchase their own shares through public transaction in the stock exchange, interested shareholders refer to controlling shareholders as defined in Article 250 of the Articles of Association;</p> <p>(II) in the event of a repurchase of shares by the Company by an off-market agreement pursuant to Article 29 of the Articles of Association, an “interested shareholder” is a shareholder related to the agreement;</p> <p>(III) in the Company’s reorganization plan, interested shareholders shall mean shareholders who bear liability at a rate that is lower than other shareholders in the same class or who hold different interests with other shareholders in the same class.</p>	<p><b>Deleted</b></p>

Original Articles	Amended Articles
<p><b>Article 65</b> The resolution of the class shareholders’ meeting shall be passed by votes representing more than two thirds of shareholding with voting rights attending the class shareholders’ meeting in accordance with Article 64 of these Rules.</p>	<p><b>Deleted</b></p>
<p><b>Article 66</b> When the Company is to convene a class shareholders meeting, the Company shall, with reference to Article 15 of these Rules regarding the notice time limit for annual shareholders meeting and extraordinary shareholders meeting, issue a written notice informing all registered shareholders of the class of shares of the matters to be considered at the meeting and the date and place of the meeting.</p> <p>Where there are special rules in the listing rules of the stock exchange where the shares of the Company are listed, the special rules prevail.</p>	<p><b>Deleted</b></p>
<p><b>Article 67</b> Notice of the class shareholders meeting shall be served only on the shareholders entitled to vote thereat.</p> <p>Insofar as possible, any class shareholders’ meeting shall be held in accordance with the same procedures as those of the general meeting, and any clause that relates to the procedures for convening the general meeting in the Articles of Association shall apply to the class shareholders’ meeting.</p> <p>Apart from the holders of other classified shares, the holders of domestic shares and overseas listing foreign shares are deemed as different class shareholders.</p>	<p><b>Deleted</b></p>

Original Articles	Amended Articles
<p><b>Article 68</b> The special procedures for voting by the class shareholders shall not apply under the following circumstances:</p> <p>(I) upon the approval by a special resolution at the general meeting, the Company either separately or concurrently issues domestic shares and overseas listing foreign shares once every 12 months, and the number of those domestic shares and H shares to be issued shall not account for more than 20% of each of its outstanding shares;</p> <p>(II) the plan to issue domestic shares and overseas listing foreign shares upon the establishment of the Company is completed within 15 months of the date of approval by the securities regulatory authorities of the State Council or the validity period of its approval documents; and</p> <p>(III) upon the approval by the securities regulatory authorities of the State Council, the domestic shareholders of the Company transfer their shares to foreign investors and list them for trading on overseas stock exchanges.</p>	<p><b>Deleted</b></p>

Other non-substantive amendments, such as adjustments to the table of contents, article numbers, and punctuation, will not be compared item by item as they do not involve changes in rights and obligations.

Save for the proposed amendments, other provisions of the Articles of Association and the Rules of Procedures for the General Meeting of Shareholders shall remain unchanged. Prior to the amendments to the Articles of Association and the Rules of Procedures for the General Meeting of Shareholders being approved at the annual general meeting of the Company of 2025 (the “AGM”), the existing Articles of Association and the Rules of Procedures for the General Meeting of Shareholders shall remain valid. Particularly, the amendments to relevant clauses regarding the “class shareholders’ meeting” in the Articles of Association (Articles 65, 78 and 118 to 125) and relevant clauses regarding the “class shareholders’ meeting” in the Rules of Procedures for the General Meeting of Shareholders (Articles 9, 23 and 61 to 68) will be submitted to the 2026 class shareholders’ meeting for deliberation. The proposed amendments to the Articles of Association and the Rules of Procedures for the General Meeting of Shareholders 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 AGM and the class shareholders' meeting 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 and the Rules of Procedures for the General Meeting of Shareholders according to opinions of the regulatory authorities.

## **GENERAL**

The Board considers that the said proposed amendments to the Articles of Association and the Rules of Procedures for the General Meeting of Shareholders are in the interests of the Company and the shareholders of the Company (the “**Shareholders**”) as a whole. The proposed amendments to the Articles of Association and the Rules of Procedures for the General Meeting of Shareholders are only subject to the consideration and approval by the Shareholders by way of special resolution at the AGM and the class shareholders' meeting.

A circular containing, among others, (i) proposed amendments to the Articles of Association; (ii) proposed amendments to the Rules of Procedures for the General Meeting of Shareholders and (iii) notices convening the AGM and the class shareholders' meeting will be despatched to Shareholders in due course.

## **PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

The Board resolved to nominate Mr. Zhou as a non-executive Director of the Company. The proposed appointment of Mr. Zhou is subject to the approval by the Shareholders at the AGM by way of ordinary resolution.

The biographical details of Mr. Zhou are set out below:

**Mr. Zhou Fengyuan (周馮源)**, aged 32, has been the founder, the chairperson of the board of directors and the general manager of BioAI Technology, Co., Ltd. (生全智能科技(北京)有限公司) since November 2018, a company dedicated to leveraging artificial intelligence technology to empower the life sciences sector. He has been pursuing a Ph.D. degree in business administration at the United Business Institutes (比利時聯合商學院) in Belgium since May 2025.

Mr. Zhou is the son of Ms. Feng Yuxia, a controlling shareholder and the Chairperson of the Company, and Mr. Zhou Zhiwen, a controlling shareholder of the Company and the spouse of Ms. Feng.

As at the date of this announcement, save as disclosed above, Mr. Zhou has confirmed that (i) he has no relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as respectively defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) of the Company; (ii) he does not hold any other position with the Company or its subsidiaries; (iii) he 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 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).

In addition, Mr. Zhou has confirmed that, as at the date of this announcement, save as disclosed in this announcement, there are no other matters relating to his appointment that need to be brought to the attention of the Shareholders or the Stock Exchange or to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Subject to the approval of the appointment of Mr. Zhou at the AGM, the Company will enter into a service contract with Mr. Zhou for a term commencing from the date of the approval of the appointment of Mr. Zhou at the AGM and ending on the expiry of the term of the fifth session of the Board. The remuneration of Mr. Zhou will be determined by the Board with reference to his duties and responsibilities of the Group.

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

Beijing, the PRC  
30 March 2026

*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, Mr. Gu Jingliang and Ms. Luo Xi as executive Directors, Mr. Zhang Fan, Mr. Yang Changyun, Mr. Yang Fuquan and Mr. Ying Fangtian as independent non-executive Directors, and Ms. Li Ye as employee Director.*