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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 (2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND (3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS**

The board (the “**Board**”) of directors (the “**Directors**”) of JOINN Laboratories (China) Co., Ltd. (the “**Company**”) hereby announces that, at the 2nd 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; (ii) proposed amendments to the articles of association of the Company (the “**Articles of Association**”) and (ii) proposed amendments to the rules of procedures for the general meeting of shareholders of the Company (the “**Rules of Procedures for the General Meeting of Shareholders**”).

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

By reason of the implementation of various share incentive schemes of the Company, pursuant to the relevant requirements of the Company Law and the Articles of Association, 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 will increase from 381,246,492 shares to 381,642,192 shares and the registered capital will increase from RMB381,246,492 to RMB381,642,192. As a result of the changes of the registered capital of the Company above, the Board proposed to change the registered capital of the Company from RMB381,246,492 (divided into 381,246,492 shares) to RMB381,642,192 (divided into 381,642,192 shares).

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to (i) reflect the proposed change of the registered capital of the Company; (ii) reflect the change in the total number of shares of the Company; and (iii) reflect and align with the amendments to the requirements of Appendix III to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) which came into effect on 1 January 2022, the Board proposes to make certain amendments to the Articles of Association.

Original Articles	Amended Articles
<p><b>Article 6</b> The registered capital of the Company is RMB381,246,492.</p>	<p><b>Article 6</b> The registered capital of the Company is RMB381,246,492<u>381,642,192</u>.</p>
<p><b>Article 22</b></p> <p>.....</p> <p>The shareholding of the Company is: 381,246,492 ordinary shares, including 320,534,652 shares held by shareholders of domestically listed domestic shares, accounting for approximately 84.08% of the total share capital of the Company; 60,711,840 shares held by shareholders of H Shares, accounting for approximately 15.92% of the total share capital of the Company.</p>	<p><b>Article 22</b></p> <p>.....</p> <p>The shareholding of the Company is: 381,246,492<u>381,642,192</u> ordinary shares, including 320,534,652<u>320,930,352</u> shares held by shareholders of domestically listed domestic shares, accounting for approximately <del>84.08</del><u>84.09</u>% of the total share capital of the Company; 60,711,840 shares held by shareholders of H Shares, accounting for approximately <del>15.92</del><u>15.91</u>% of the total share capital of the Company.</p>
<p><b>Article 80</b></p> <p>When a company convenes an annual general meeting of shareholders, it shall issue a written notice 20 business days before the meeting; convening an extraordinary general meeting of shareholders shall issue a written notice 15 days (and no less than ten business days) before the meeting is held.</p> <p>.....</p>	<p><b>Article 80</b></p> <p>When a company convenes an annual general meeting of shareholders, it shall issue a written notice <del>20 business</del><u>21</u> days before the meeting; convening an extraordinary general meeting of shareholders shall issue a written notice 15 days (and no less than ten business days) before the meeting is held.</p> <p>.....</p>

Original Articles	Amended Articles
<p><b>Article 87</b></p> <p>.....</p> <p>(III) Exercise voting rights by a show of hands or by ballot, but when more than one person are appointed, such shareholder proxies can only exercise their voting rights by ballot.</p>	<p><b>Article 87</b></p> <p>.....</p> <p>(III) Exercise voting rights by a show of hands or by ballot, but when more than one person are appointed, such shareholder proxies can only exercise their voting rights by ballot.</p> <p><b><u>The HKSCC shall have the right to appoint representatives or company representatives to attend the general meetings of shareholders and creditors' meetings of the issuer, and such representatives or company representatives shall be entitled with the same statutory rights as other shareholders, including the right to speak and vote.</u></b></p>
<p><b>Article 134</b></p> <p>When the Company is to convene a class shareholders meeting, the Company shall inform all registered shareholders of the classified shares at least 20 business days before convening an annual general meeting, or 15 days (and not less than 10 business days) before convening an extraordinary general meeting.</p> <p>.....</p>	<p><b>Article 134</b></p> <p>When the Company is to convene a class shareholders meeting, the Company shall inform all registered shareholders of the classified shares at least <del>20 business</del> <b>21</b> days before convening an annual general meeting, or 15 days (<del>and not less than 10 business days</del>) before convening an extraordinary general meeting.</p> <p>.....</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 requirements of Appendix III to the Listing Rules which came into effect on 1 January 2022, 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 15</b></p> <p>When a company convenes an annual general meeting of shareholders, it shall issue a written notice 20 business days before the meeting; convening an extraordinary general meeting of shareholders shall issue a written notice 15 days (and no less than ten business days) before the meeting is held. The written notice shall inform all registered shareholders of the matters to be considered at the meeting and the date and place of the meeting.</p> <p>.....</p>	<p><b>Article 15</b></p> <p>When a company convenes an annual general meeting of shareholders, it shall issue a written notice <del>20 business</del><u>21</u> days before the meeting; convening an extraordinary general meeting of shareholders shall issue a written notice 15 days <del>(and no less than ten business days)</del> before the meeting is held. The written notice shall inform all registered shareholders of the matters to be considered at the meeting and the date and place of the meeting.</p> <p>.....</p>
<p><b>Article 19</b></p> <p>.....</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council and the stock exchange where the Company's shares are listed or on the website of the stock exchange where the Company's shares are listed or on the media that meets the requirements of the securities regulatory agency of the State Council within 20 days before the annual general meeting and 15 days before the extraordinary shareholders meeting. Once the announcement is made, all domestic shareholders shall be deemed to have received the notice of the relevant shareholders meeting. When calculating the above-mentioned starting period, the Company shall not include the date of announcement.</p>	<p><b>Article 19</b></p> <p>.....</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council and the stock exchange where the Company's shares are listed or on the website of the stock exchange where the Company's shares are listed or on the media that meets the requirements of the securities regulatory agency of the State Council within <del>20</del><u>21</u> days before the annual general meeting and 15 days before the extraordinary shareholders meeting. Once the announcement is made, all domestic shareholders shall be deemed to have received the notice of the relevant shareholders meeting. When calculating the above-mentioned starting period, the Company shall not include the date of announcement.</p>

Original Articles	Amended Articles
<p><b>Article 76</b></p> <p>These rules, after being considered and approved by the general meeting of shareholders of the Company, shall become effective from the date on which the overseas listed foreign shares of the Company are issued and listed on the Hong Kong Stock Exchange. From the effective date of these rules, the original “Rules of Procedures for the General Meeting of Shareholders” of the Company shall automatically become invalid.</p>	<p><b>Article 76</b></p> <p><del>These rules, after being considered and approved by the general meeting of shareholders of the Company, shall become effective from the date on which the overseas listed foreign shares of the Company are issued and listed on the Hong Kong Stock Exchange. From the effective date of these rules, the original “Rules of Procedures for the General Meeting of Shareholders” of the Company shall automatically become invalid.</del> <b><u>These rules shall become effective upon approval by the general meeting of shareholders of the Company.</u></b></p>

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 change of the registered capital of the Company and the amendments to the Articles of Association and the Rules of Procedures for the General Meeting of Shareholders being approved at the forthcoming annual general meeting of the Company (the “**AGM**”), the existing Articles of Association and the Rules of Procedures for the General Meeting of Shareholders shall remain valid. 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 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 change of registered capital and the 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 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 AGM, A Share class meeting and H Share class meeting of the Company, while 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.

A circular containing, among others, (i) proposed change of the registered capital of the Company; (ii) proposed amendments to the Articles of Association; (iii) proposed amendments to the Rules of Procedures for the General Meeting of Shareholders; and (iv) notices convening the AGM 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 March 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, 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.*