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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)**

### **PROPOSED PARTIAL REPURCHASE AND CANCELLATION OF THE RESTRICTED A SHARES**

References are made to (i) the 2019 Stock Option and Restricted Share Incentive Scheme (Draft) (the “**2019 Incentive Scheme (Draft)**”) of the Company which became effective on 15 August 2019. The 2019 Incentive Scheme (Draft) is disclosed in the prospectus of the Company dated 16 February 2021 (the “**Prospectus**”); and (ii) the 2021 Restricted A Share Incentive Scheme (Draft) of the Company which became effective on 19 January 2022 (please refer to the circular of the Company dated 30 December 2021 (the “**Circular**”) for details). Unless the context requires otherwise, capitalised terms used herein shall have same meanings as those defined in the Prospectus and the Circular.

On 15 August 2019, the Company’s fourth extraordinary general meeting of 2019 resolved and approved the following resolutions, which were “Proposal on the 2019 Incentive Scheme (Draft) and Its Summary”, “Proposal on Measures for the Evaluation and Management of the Implementation of the 2019 Incentive Scheme” (collectively, the “**2019 Incentive Scheme**”), and “Proposal on Requesting a Mandate Granted to the Board at the Annual General Meeting to Deal with Matters Pertaining to the 2019 Incentive Scheme”. The implementation of the 2019 Incentive Scheme was approved and a mandate was granted to the Board in the annual general meeting to determine the grant date, grant stock options and Restricted A Shares to the incentive objects when the conditions are met, and deal with all matters necessary for the grant.

On 19 January 2022, the first extraordinary general meeting of 2022, the first A Share class meeting of 2022 and the first H Share class meeting of 2022, resolved and approved the following resolutions, which were “Proposal on the 2021 Incentive Scheme (Draft) and Its Summary”, “Proposal on Measures for the Evaluation and Management of the Implementation of the 2021 Incentive Scheme” (collectively, the “**2021 Incentive Scheme**”, together with the 2019 Incentive Scheme, the “**Incentive Schemes**”), and “Proposal on Requesting a Mandate Granted to the Board at the General Meeting to Deal with Matters Pertaining to the 2021 Incentive Scheme”. The implementation of the 2021 Incentive Scheme was approved and a mandate was granted to the Board in the general meeting to determine the grant date, grant stock options to the incentive objects when the conditions are met, and deal with all matters necessary for the grant.

The board (the “**Board**”) of directors of the Company (the “**Directors**”) hereby announces that, on 30 March 2023, at the 2nd meeting of the fourth session of the Board, the Board resolved and approved, among others: (i) proposed partial repurchase and cancellation of the Restricted A Shares under the 2019 Incentive Scheme; and (ii) proposed partial repurchase and cancellation of the Restricted A Shares under the 2021 Incentive Scheme.

The relevant matters are described as follows:

## **PROPOSED PARTIAL REPURCHASE AND CANCELLATION OF THE RESTRICTED A SHARES**

### **I. Reasons for, Number of and Price of the Repurchase and Cancellation**

Pursuant to the 2019 Incentive Scheme, as one incentive participant has resigned due to personal reasons, the Board therefore decided to cancel the qualifications of such incentive participant and repurchase and cancel his/her 3,293 Restricted A Shares. The Company will repurchase and cancel 3,293 Restricted A Shares with a repurchase price of RMB8.21 per share. The aforesaid incentive participant is not a connected person as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Pursuant to the 2021 Incentive Scheme, as 20 incentive participants have resigned due to personal reasons or have not satisfied performance appraisal targets at individual level, the Board therefore decided to cancel the qualifications of such incentive participants and repurchase and cancel their 29,708 Restricted A Shares. The Company will repurchase and cancel 29,708 Restricted A Shares with a repurchase price of RMB59.72 per share. None of the above 20 incentive participants is a connected person as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

### **II. Total Amount and Source of Fund for the Repurchase**

The repurchase of the Restricted A Shares will be funded internally. The total fund required for the repurchase of the Restricted A Shares amounts to approximately RMB1,801,200.

### **III. Changes in Share Capital Structure Upon the Repurchase and Cancellation**

Nature of Shares	Immediately before repurchase of Restricted A Shares		Number of Restricted A Shares repurchased	After completion of repurchase of Restricted A Shares	
	<i>Number of Shares</i>	<i>Percentage</i>		<i>Number (shares)</i>	<i>Percentage</i>
<b>A Shares:</b>	<b>450,682,100</b>	<b>84.13%</b>	<b>-33,001</b>	<b>450,649,099</b>	<b>84.13%</b>
I. Shares subject to sales restrictions	516,113	0.10%	-33,001	483,112	0.09%
II. Shares not subject to sales restrictions	450,165,987	84.04%		450,165,987	84.04%
<b>H Shares:</b>	<b>84,996,576</b>	<b>15.87%</b>		<b>84,996,576</b>	<b>15.87%</b>
<b>Total</b>	<b>535,678,676</b>	<b>100.00%</b>	<b>-33,001</b>	<b>535,645,675</b>	<b>100.00%</b>

#### **IV. Opinions of the Independent Non-Executive Directors**

Upon verification, the independent non-executive Directors are of the view that, the repurchase and cancellation of the Restricted A Shares are in compliance with the relevant provisions under the Incentive Schemes. After the completion of the repurchase and cancellation of the Restricted A Shares, the Company shall continue to implement the Incentive Schemes in accordance with the relevant laws and regulations.

#### **V. Opinions of the Supervisory Committee**

The supervisory committee of the Company is of the view that, the repurchase and cancellation of the Restricted A Shares are in compliance with the relevant provisions under the Incentive Schemes. After the completion of the repurchase and cancellation of the Restricted A Shares, the Incentive Schemes shall continue to be implemented in accordance with the relevant laws and regulations.

#### **VI. Conclusion of the Legal Opinion**

Kangda Law Firm is of the view that the repurchase and cancellation of the Restricted A Shares are in compliance with the relevant provisions under the Incentive Schemes, the articles of association of the Company and the Company Law of the People's Republic of China.

#### **EFFECT OF THE REPURCHASE AND CANCELLATION OF THE RESTRICTED A SHARES ON THE COMPANY**