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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 ANNUAL GENERAL MEETING OF 2024, THE SECOND A SHARE CLASS MEETING OF 2025 AND THE SECOND H SHARE CLASS MEETING OF 2025; (2) DISTRIBUTION OF CASH DIVIDEND; 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 2024 annual general meeting (the “**AGM**”), the second A Share class meeting of 2025 (the “**A Share Class Meeting**”) and the second H Share class meeting of 2025 (the “**H Share Class Meeting**”, together with the AGM and the A Share Class Meeting, the “**Meetings**”) held on 18 June 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 27 May 2025 (the “**Circular**”). Unless otherwise defined, capitalized 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 2:30 p.m. on Wednesday, 18 June 2025 at Meeting Room, 7 Ruihe West 1st Road, Economic-Technological Development Area, Beijing, China.

All Directors attended the AGM, the A Share Class Meeting and the H Share Class Meeting.

For the avoidance of doubt, holders of treasury shares shall abstain from voting on matters that require shareholders’ approval at the Company’s general meetings. The Company did not have any treasury shares as at the date of the Meetings and as such no voting rights of treasury shares have been exercised at the Meetings.

## **Attendance of the AGM**

The total number of the issued Shares as at the meeting record date was 749,477,334. The total number of Shares entitling the Shareholders to attend and vote at the AGM was 749,477,334 (3,303,034 A Shares in the Company's repurchased securities account are not entitled to vote at the AGM). 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 AGM, 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 AGM 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 868 Shareholders and authorized proxies who were entitled to vote, holding 220,700,552 Shares, representing 29.5776% of the total number of Shares with voting rights of the Company, were present at the AGM or participated in the online voting. Among those Shareholders, 867 A Shareholders and authorized proxies, holding 191,054,469 A Shares, representing 25.6045% of the total number of Shares with voting rights of the Company, were present at the AGM or participated in the online voting; one H Shareholder and authorized proxies, holding 29,646,083 H Shares, representing 3.9731% of the total number of Shares with 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 proxies, holding an aggregate of 29,647,456 H Shares which represented 24.9148% of the total number of H Shares with voting rights, were present at the H Share Class Meeting.

## 2. VOTING RESULTS OF THE MEETINGS

Votings at the AGM 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 AGM

The A Shareholders and H Shareholders present at the AGM 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.	ORDINARY RESOLUTIONS	FOR	AGAINST	ABSTAIN	Approved or not
1	The annual report and summary for 2024	220,285,054 (99.8117%)	296,915 (0.1345%)	118,583 (0.0537%)	Yes
2	The work report of the Board of Directors for 2024	220,274,538 (99.8070%)	301,175 (0.1365%)	124,839 (0.0565%)	Yes
3	The work report of the Supervisory Committee for 2024	220,271,338 (99.8055%)	301,275 (0.1365%)	127,939 (0.0580%)	Yes
4	The final account report for 2024	220,271,178 (99.8054%)	299,715 (0.1358%)	129,659 (0.0587%)	Yes
5	The proposed 2024 Profit Distribution Plan	220,255,762 (99.7985%)	361,127 (0.1636%)	83,663 (0.0379%)	Yes
6	The re-appointment of the auditors for 2025	220,317,560 (99.8265%)	288,249 (0.1306)	94,743 (0.0429%)	Yes

<b>No.</b>	<b>ORDINARY RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>Approved or not</b>
7	The proposed remuneration of Directors	49,611,589 (98.6658%)	560,291 (1.1143%)	110,585 (0.2199%)	Yes
8	The proposed remuneration of Supervisors	219,926,293 (99.6955%)	563,213 (0.2553%)	108,565 (0.0492%)	Yes
<b>No.</b>	<b>SPECIAL RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>Approved or not</b>
9	The proposed change of the registered capital of the Company	220,319,558 (99.8274%)	286,073 (0.1296%)	94,921 (0.0430%)	Yes
10	The proposed amendments to the Articles of Association of the Company	220,314,940 (99.8253%)	284,017 (0.1287%)	101,595 (0.0460%)	Yes
11	The grant of the A Share Repurchase Mandate and the H Share Repurchase Mandate	220,339,354 (99.8363%)	290,457 (0.1316%)	70,741 (0.0321%)	Yes

### **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 on-site voting and online voting, and the voting results are as follows:

<b>No.</b>	<b>SPECIAL RESOLUTIONS</b>	<b>Number of Votes (%)</b>			<b>Approved or not</b>
		<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	
1	The proposed change of the registered capital of the Company	190,673,475 (99.8005%)	286,073 (0.1497%)	94,921 (0.0498%)	Yes
2	The proposed amendments to the Articles of Association of the Company	190,668,857 (99.7981%)	284,017 (0.1486%)	101,595 (0.0533%)	Yes
3	The grant of the A Share Repurchase Mandate and the H Share Repurchase Mandate	190,693,271 (99.8109%)	290,457 (0.1520%)	70,741 (0.0371%)	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:

<b>No.</b>	<b>SPECIAL RESOLUTIONS</b>	<b>Number of Votes (%)</b>			<b>Approved or not</b>
		<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	
1	The proposed change of the registered capital of the Company	29,647,456 (100.0000%)	0 (0.0000%)	0 (0.0000%)	Yes
2	The proposed amendments to the Articles of Association of the Company	29,647,456 (100.0000%)	0 (0.0000%)	0 (0.0000%)	Yes
3	The grant of the A Share Repurchase Mandate and the H Share Repurchase Mandate	29,647,456 (100.0000%)	0 (0.0000%)	0 (0.0000%)	Yes

## **Attestation by Lawyers and Scrutineer**

Ernst & Young Hua Ming LLP served as the scrutineer at the AGM and H Share Class Meeting for the purpose of vote taking.

The AGM 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 AGM and A Share Class Meeting were lawful and valid.

### **3. DISTRIBUTION OF CASH DIVIDEND**

As the resolution in relation to the 2024 Profit Distribution Plan was approved at the AGM, the Board is pleased to announce that, the Company will issue a cash dividend of RMB0.03 (inclusive of tax) per Share be distributed to the Shareholders eligible for the 2024 Profit Distribution Plan, representing an aggregate amount of RMB22,385,229 based on 746,174,300 Shares (calculated by deducting 3,303,034 Shares in the securities account designated for share repurchase from the total share capital of the Company of 749,477,334 Shares as at the date of this announcement). In the case where, from the date of this announcement to the date of registration for the 2024 Profit Distribution there are changes in the total share capital of the Company eligible for the cash dividend, the Company proposes to remain the per share distribution proportion unchanged, and to adjust the total distribution amount accordingly. The cash dividend shall be denominated and declared in RMB, and be paid in RMB and in HK dollars to A Shareholders and H Shareholders, respectively. The exchange rate of which will be calculated based on the average of the middle exchange rate of Renminbi against Hong Kong dollars (i.e. RMB1 against HK\$1.0933) published by the People's Bank of China for the seven working days prior to and including the date of the AGM and the H Share Class Meeting. Accordingly, the cash dividend payable per H Share is HK\$0.03 (before tax).

The dividend is expected to be paid on or before 29 August 2025. For the purpose of determining the list of H Shareholders who are entitled to the cash dividend, the register of members of the Company will be closed from Monday, 30 June 2025 to Thursday, 3 July 2025 (both days inclusive), during which period no transfer of Shares will be registered. H Shareholders whose names appear on the H Share register of members of the Company on Thursday, 3 July 2025 are entitled to the cash dividend. In order to be entitled to receive the cash dividend, all share certificates, together with the instruments of transfers, must be lodged for registration with the H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 27 June 2025.

Pursuant to the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》) and its implementing rules which came into effect on 1 January 2008, and amended on 24 February 2017 and 29 December 2018, the Notice on the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprise to H Shareholders which are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)), which was promulgated by the State Administration of Taxation and came into effect on 6 November 2008, etc., where a PRC domestic enterprise distributes dividends for 2008 and subsequent years for financial periods beginning from 1 January 2008 to non-resident enterprise shareholders, it is required to withhold 10% enterprise income tax for such non-resident enterprise shareholders. Therefore, as a PRC domestic enterprise, the Company will, after withholding 10% of the annual dividend as enterprise income tax, distribute the annual dividend to non-resident enterprise Shareholders whose names appear on the H Share register of members of the Company, i.e. any Shareholders who hold H Shares in the name of non-individual shareholders, including but not limited to HKSCC Nominees Limited, other nominees, trustees, or H Shareholders registered in the name of other organizations and groups. After receiving dividends, the non-resident enterprise Shareholders may apply to the relevant tax authorities for enjoying treatment of taxation treaties (arrangement) in person or by proxy or by the Company, and provide information to prove that it is an actual beneficiary under the requirements of such taxation treaties (arrangement). After the tax authorities have verified that there is no error, it shall refund the tax difference between the amount of tax levied and the amount of tax payable calculated at the tax rate under the requirements of the relevant taxation treaties (arrangement).

In accordance with the “Notice on Certain Issues Concerning the Policies of Individual Income Tax” (Cai Shui Zi [1994] No. 020) (《關於個人所得稅若干政策問題的通知》(財稅字[1994]020號)) promulgated by the PRC Ministry of Finance and the State Administration of Taxation on 13 May 1994, overseas individuals are, as an interim measure, exempted from the PRC individual income tax for dividends or bonuses received from foreign-invested enterprises. Therefore, the Company will not be required to withhold and pay any individual income tax on behalf of overseas individual Shareholders when the Company distributes the dividend to overseas individual Shareholders whose names appear on the H Share register of members. The Company will not be liable for any claim arising from any delay in, or inaccurate determination of the status of the Shareholders or any disputes over the mechanism of withholding.

## **2024 Profit Distribution to Investors of Southbound Trading**

For investors of the SSE (including enterprises and individuals) and the SZSE (including enterprises and individuals) investing in the H Shares of the Company listed on the Hong Kong Stock Exchange (“**Southbound Trading**”), the cash dividends for the investors of H Shares of Southbound Trading will be paid in RMB. The record date and the date of distribution of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for the holders of H Shares of the Company. Below are relevant taxation policies:

Pursuant to the relevant requirements under the “Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect” (關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知) (Caishui [2014] No. 81) and the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Caishui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for dividends received by domestic individual investors from investing in H Shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, the company of such H Shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in Shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H Shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

Shareholders are suggested to consult their tax consultants regarding the tax impacts in China, Hong Kong and other countries (regions) for holding and selling the Shares.

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

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

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

Hong Kong, 18 June 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.*