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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 Directors) (the Company) (the Articles of Association); (the Rules of Procedures for the General Meeting of Shareholders); (周馥源) (Mr. Zhou)

#### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

(《中華人民共和國公司法》) 2024, (《國務院關於廢止部分行政法規和文件的決定》) 2023, (《境內企業境外發行證券和上市管理試行辦法》) 2023.

Original Articles	Amended Articles
<p><b>Article 1</b></p> <p>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》) (Guo Han [2019] No. 97), 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》) (Zheng Jian Hai Han [1995] No. 1),</p>	<p><b>Article 1</b></p>

Original Articles	Amended Articles
<p>Article 65</p> <p>10%</p> <p>or a class shareholders' meeting.</p> <p>or a class shareholders' meeting.</p> <p>or a class shareholders' meeting.</p> <p>10%</p> <p>10%</p> <p>or a class shareholders' meeting.</p>	<p>Article 65</p> <p>10%</p> <p>or a class shareholders' meeting.</p> <p>or a class shareholders' meeting.</p> <p>or a class shareholders' meeting.</p> <p>10%</p> <p>5</p> <p>10%</p> <p>10%</p> <p>or a class shareholders' meeting.</p>

Original Articles	Amended Articles
<p>meeting, a class shareholders' meeting, 5</p> <p>a class shareholders meeting or</p> <p>or class shareholders meeting, 10%</p> <p>90</p>	<p>meeting, a class shareholders' meeting, 5</p> <p>a class shareholders meeting or</p> <p>or class shareholders meeting, 10%</p> <p>90</p>
<p>Article 78</p> <p>...</p> <p>shareholders' meeting... or any class</p>	<p>Article 78</p> <p>...</p> <p>shareholders' meeting... or any class</p>

Original Articles	Amended Articles
<p><b>Article 101</b></p> <p>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,</p>	<p><b>Article 101</b></p> <p>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,</p>
<p><b>Article 118</b></p> <p>A</p>	<p>Deleted</p>

Original Articles	Amended Articles
<p><b>Article 119 A</b></p> <p>121 125</p> <p>A</p>	<p><b>Deleted</b></p>
<p><b>Article 120</b></p> <p>( )</p> <p>( )</p> <p>( )</p> <p>( )</p> <p>( )</p>	<p><b>Deleted</b></p>

Original Articles	Amended Articles
<p>( )</p> <p>h h h</p> <p>h h h</p>	<p><b>Deleted</b></p>
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Original Articles	Amended Articles
<p><b>Article 121</b></p> <p>( ) ( ) A 120 A</p> <p>A</p> <p>( )</p> <p>A 250 A</p> <p>( )</p> <p>( )</p>	<p><b>Deleted</b></p>



Original Articles	Amended Articles
<p><b>Article 125</b></p> <p>Article 125</p> <p>A</p> <p>A</p> <p>12</p> <p>20%</p> <p>( )</p>	

Original Articles	Amended Articles
<p style="text-align: center;"><b>Newly added</b></p>	<p><b>Article 163</b></p>
<p><b>Article 171</b> The Board of the Company has established an A<sub>1</sub></p>	<p><b>Article 164</b></p>
<p><b>Article 172</b></p>	<p style="text-align: center;"><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</p> <p>and the proposals of the special committees shall be submitted to the Board for deliberation and decision.</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</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.</p>	<p><b>Article 168</b></p>
<p><b>Article 177</b> The Nomination Committee of the Company's Board of Directors consists of 3 directors, including 2 independent directors.</p>	<p><b>Article 169</b></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.</p>	<p><b>Article 170</b></p>



Original Articles	Amended Articles
<p><b>Article 9</b></p> <p>10%</p> <p>or a class shareholders' meeting,</p> <p>A</p> <p>or a class shareholders' meeting</p> <p>10</p> <p>or a class shareholders' meeting,</p> <p>5</p> <p>A</p> <p>10</p> <p>10%</p> <p>or a class shareholders' meeting.</p>	<p><b>Article 9</b></p> <p>10%</p> <p>or a class shareholders' meeting,</p> <p>A</p> <p>A</p> <p>10</p> <p>4055.8( )</p>

Original Articles	Amended Articles
<p>meeting, a class shareholders' meeting, 5</p> <p>or a class shareholders meeting</p> <p>or a class shareholders meeting, 10%</p>	

Original Articles	Amended Articles
<p><b>Article 61</b></p> <p>Article 61 of the original constitution contained several provisions regarding the powers of the President and the Council of Ministers. It was amended to clarify the scope of the President's powers and the responsibilities of the Council of Ministers.</p> <p>A</p> <p>A</p>	<p><b>Deleted</b></p>
<p><b>Article 62</b> A</p> <p>Article 62 of the original constitution dealt with the appointment and removal of judges. It was amended to streamline the process and ensure judicial independence.</p> <p>A 64 68</p>	<p><b>Deleted</b></p>
<p><b>Article 63</b></p> <p>Article 63 of the original constitution outlined the powers of the Parliament. It was amended to enhance the legislative process and provide for greater transparency.</p> <p>( )</p> <p>( )</p> <p>( )</p>	<p><b>Deleted</b></p>





Original Articles	Amended Articles
<p><b>Article 65</b></p> <p>64</p>	<p><b>Deleted</b></p>
<p><b>Article 66</b></p> <p>15</p> <p>14</p>	<p><b>Deleted</b></p>
<p><b>Article 67</b></p> <p>A</p>	<p><b>Deleted</b></p>

Original Articles	Amended Articles
<p><b>Article 68</b></p> <p>( )</p> <p>20%</p> <p>( )</p> <p>15</p> <p>( )</p>	<p><b>Deleted</b></p>

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JOINN Laboratories (China) Co., Ltd.  
Feng Yuxia  
Chairperson

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*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 Changjun, Mr. Yang Fuquan and Mr. Ying Fangtian as independent non-executive Directors, and Ms. Li Ye as employee Director.*