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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 AND (2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Directors**”) of JOINN Laboratories (China) Co., Ltd. (the “**Company**”) hereby announces that, at the 5th 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; and (ii) proposed amendments to the articles of association of the Company (the “**Articles of Association**”).

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

Subsequent to the completion of the repurchase and cancellation of certain restricted shares under the share incentive scheme on 25 July 2022, 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 change from 381,642,192 shares to 381,565,307 shares and the registered capital will change from RMB381,642,192 to RMB381,565,307. 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 RMB381,642,192 (divided into 381,642,192 shares) to RMB381,565,307 (divided into 381,565,307 shares).

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to (i) reflect the proposed change of the registered capital of the Company; and (ii) reflect the change in the total number of shares of the Company, 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 RMB381,642,192.</p>	<p><b>Article 6</b> The registered capital of the Company is RMB<b>381,565,307</b>.</p>
<p><b>Article 22</b></p> <p>.....</p> <p>The shareholding of the Company is: 381,642,192 ordinary shares, including 320,930,352 shares held by shareholders of domestically listed domestic shares, accounting for approximately 84.09% of the total share capital of the Company; 60,711,840 shares held by shareholders of H Shares, accounting for approximately 15.91% of the total share capital of the Company.</p>	<p><b>Article 22</b></p> <p>.....</p> <p>The shareholding of the Company is: <b>381,565,307</b> ordinary shares, including <b>320,853,467</b> shares held by shareholders of domestically listed domestic shares, accounting for approximately 84.09% of the total share capital of the Company; 60,711,840 shares held by shareholders of H Shares, accounting for approximately 15.91% of the total share capital of the Company.</p>

Save for the proposed amendments, other provisions of the Articles of Association shall remain unchanged. Prior to the change of the registered capital of the Company and the amendments to the Articles of Association being approved at the first extraordinary general meeting of the Company of 2023 (the “**EGM**”), the existing Articles of Association shall remain valid. The proposed amendments to the Articles of Association 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 EGM 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 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 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 EGM, A Share class meeting and H Share class meeting of the Company, while the proposed amendments to the Articles of Association are only subject to the consideration and approval by the Shareholders by way of special resolution at the EGM.

A circular containing, among others, (i) proposed change of the registered capital of the Company; (ii) proposed amendments to the Articles of Association; and (iii) notices convening the EGM 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 October 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.*