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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) CLOSURE OF REGISTER OF MEMBERS**

The board (the “**Board**”) of directors (the “**Directors**”) of JOINN Laboratories (China) Co., Ltd. (the “**Company**”) hereby announces that, at the twenty-seventh meeting of the third 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**

Given that (1) on February 26, 2021, 43,324,800 overseas listed foreign shares (the “**H Shares**”) issued by the Company were listed and traded on the Main board of the Hong Kong Stock Exchange; and (2) according to the capital market conditions, the joint global coordinator (on behalf of international underwriters) of the Company has partially exercised the Over-allotment Option described in the Prospectus on March 19, 2021 which involved 40,800 H Shares in total and such shares were listed and traded on the Main board of the Stock Exchange on March 24, 2021, the Company has issued 43,365,600 H Shares in total. 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. After the issuance, the total number of shares of the Company increased from 227,454,729 shares to 270,820,329 shares and the registered capital increased from RMB227,454,729 to RMB270,820,329. 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 RMB227,454,729 (divided into 227,454,729 shares) to RMB270,820,329 (divided into 270,820,329 shares).

The proposed change of the registered capital of the Company is subject to approval of the special resolution by the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting of the Company (“**AGM**”), A share class meeting and H share class meeting of the Company to be held on Friday, June 18, 2021.

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Given the registered capital of the Company and the total number of shares shall be changed as a result of the aforesaid listing of H Shares and over-allotment shares of the Company, and the updates on the interpretation of applicable laws and regulations by relevant regulatory authorities, the Board proposes to make certain amendments to the articles of association of the Company.

Original Articles	Amended Articles
<p><b>Article 3</b> The Company was approved by the China Securities Regulatory Commission (the “CSRC”) (Zheng Jian Xu Ke [2017] No.1448) on August 4, 2017 to issue 20,500,000 Renminbi ordinary shares to the public for the first time, which were listed on the Shanghai Stock Exchange (the “Exchange”) on August 25, 2017.</p> <p>The Company was approved by the CSRC to issue 43,324,800 overseas listed shares (the “H Shares”) (assuming the Over-allotment Option has not been exercised) in Hong Kong on January 18, 2021, which were listed on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) on February 26, 2021.</p>	<p><b>Article 3</b> The Company was approved by the China Securities Regulatory Commission (the “CSRC”) (Zheng Jian Xu Ke [2017] No.1448) on August 4, 2017 to issue 20,500,000 Renminbi ordinary shares to the public for the first time, which were listed on the Shanghai Stock Exchange (the “Exchange”) on August 25, 2017.</p> <p>The Company was approved by the CSRC to issue 43,324,800 overseas listed shares (the “H Shares”) <del>(assuming the Over-allotment Option has not been exercised)</del> <b>and 40,800 over-allotted shares</b> in Hong Kong on January 18, 2021, which were listed on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) on February 26, 2021 <b>and March 24, 2021 respectively.</b></p>
<p><b>Article 6</b> The registered capital of the Company is RMB270,779,529 (assuming the Over-allotment Option has not been exercised).</p>	<p><b>Article 6</b> The registered capital of the Company is <del>RMB227,454,729 (assuming the Over-allotment Option has not been exercised)</del> <b>RMB270,820,329.</b></p>

Original Articles	Amended Articles
<p><b>Article 22</b> After establishment, the Company issued for the first time 20,500,000 domestic shares to domestic investors and other qualified investors upon approval of the CSRC. After the abovementioned issuance, the total number of shares of the Company is 81,800,000, all being Renminbi ordinary shares.</p> <p>The Company issued 43,324,800 H Shares (assuming the Over-allotment Option has not been exercised) in 2021 for the first time upon approval of the CSRC. After the abovementioned issuance, the total number of shares of the Company is 270,779,529 (assuming the Over-allotment Option has not been exercised), all being ordinary shares.</p> <p>The shareholding of the Company is: 270,779,529 ordinary shares, including 227,454,729 shares held by shareholders of domestically listed domestic shares, accounting for approximately 84% of the total share capital of the Company; 43,324,800 shares held by shareholders of H Shares, accounting for approximately 16% of the total share capital of the Company (assuming the Over-allotment Option has not been exercised).</p>	<p><b>Article 22</b> After establishment, the Company issued for the first time 20,500,000 domestic shares to domestic investors and other qualified investors upon approval of the CSRC. After the abovementioned issuance, the total number of shares of the Company is 81,800,000, all being Renminbi ordinary shares.</p> <p>The Company issued 43,324,800<b>43,365,600</b> H Shares (<del>assuming the Over-allotment Option has not been exercised</del>) <b>to foreign investors</b> in 2021 for the first time upon approval of the CSRC. After the abovementioned issuance, the total number of shares of the Company is <del>270,779,529</del>(<del>assuming the Over-allotment Option has not been exercised</del>)<b>270,820,329</b>, all being ordinary shares.</p> <p>The shareholding of the Company is: <del>270,779,529</del><b>270,820,329</b> ordinary shares, including 227,454,729 shares held by shareholders of domestically listed domestic shares, accounting for approximately <del>84%</del><b>83.99%</b> of the total share capital of the Company; <del>43,324,800</del><b>43,365,600</b> shares held by shareholders of H Shares, accounting for approximately <del>16%</del><b>16.01%</b> of the total share capital of the Company (<del>assuming the Over-allotment Option has not been exercised</del>).</p>

Original Articles	Amended Articles
<p><b>Article 50</b> No change of the register of shareholders as a result of share transfer shall be made within 30 days before the shareholders' general meeting is convened or within five days prior to the base date on which the Company decides to pay dividends. If there is any provision in laws and regulations and listing rules of stock exchange on the period of closure of the register of shareholders prior to a shareholders' general meeting or the base date set by the Company for the purpose of distribution of dividends, such provision shall prevail.</p>	<p><del><b>Article 50</b> No change of the register of shareholders as a result of share transfer shall be made within 30 days before the shareholders' general meeting is convened or within five days prior to the base date on which the Company decides to pay dividends. If there is any provision in laws and regulations and listing rules of stock exchange on the period of closure of the register of shareholders prior to a shareholders' general meeting or the base date set by the Company for the purpose of distribution of dividends, such provision shall prevail.</del> <b>If any laws, administrative regulations, departmental rules and regulatory documents, and relevant stock exchanges or regulatory agencies of the place where the Company's shares are listed require a period of closure of the register of shareholders during which time no transfers of shares will be registered prior to the date of a general meeting or before the benchmark date set by the Company for the purpose of determination of distribution of dividends, such provisions shall apply.</b></p>

Save for the proposed amendments, other provisions of the Articles of Association shall remain unchanged. 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 proposed amendments to the Articles of Association are subject to the approval of the special resolution by the Shareholders at the forthcoming AGM. 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 according to opinions of the regulatory authorities.

The Board considers that the said amendments to the Articles of Association are in the interests of the Company and the Shareholders as a whole. The proposed amendments to the Articles of Association are subject to the consideration and approval by the Shareholders by way of special resolution at the forthcoming AGM of the Company to be held on Friday, June 18, 2021.

## **CLOSURE OF REGISTER OF MEMBERS**

Reference is made to the announcement of the Company dated March 29, 2021 in respect of the final results of the Company and its subsidiaries for the year ended December 31, 2020 (the “**Announcement**”). Unless otherwise stated, the terms used herein shall have the same meanings as defined in the Announcement.

The Board proposed a profit distribution plan for the year ended December 31, 2020 (“**2020 Profit Distribution Plan**”) as follows: (1) a dividend of RMB0.35 per ordinary share to Shareholders on the record date for determining the shareholders’ entitlement to the 2020 Profit Distribution Plan; and (2) 4 new shares for every 10 existing shares of the Company to be issued out of reserve to all Shareholders of the Company on the record date for determining the shareholders’ entitlement to the 2020 Profit Distribution Plan.

The registers of members will be closed during the following periods and during these periods, no transfer of shares will be registered:

### **(i) To attend and vote at the AGM**

For the purpose of determining the entitlement to attend and vote at the forthcoming AGM, the register of members of the Company will be closed from Tuesday, May 18, 2021 to Friday, June 18, 2021 (both days inclusive), during which period no transfer of shares will be registered. In order for H Shareholders to be eligible to attend and vote at the AGM, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company’s H Share Registrars, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, May 17, 2021.

### **(ii) To qualify for the proposed 2020 Profit Distribution Plan**

For the purpose of determining the entitlement to the proposed cash dividend of RMB0.35 per ordinary share and the proposed issue of 4 new shares for every 10 shares of the Company by way of capitalization of reserve (subject to the approval of the Shareholders at the forthcoming AGM, A share class meeting and H share class meeting of the Company), the register of members of the Company will be closed from Friday, June 25, 2021 to Monday, July 5, 2021 (both days inclusive), during which period no transfer of shares will be registered. H Share Shareholders whose names appear on the H Share register of members of the Company on Monday, July 5, 2021 are entitled to the 2020 Profit Distribution Plan. In order to qualify for the proposed 2020 Profit Distribution Plan, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company’s H Share Registrars, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, June 24, 2021.

## GENERAL

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 AGM and the class meetings will be despatched to Shareholders on or before May 18, 2021.

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

Hong Kong, Thursday, April 29, 2021

*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, 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.*