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TYK Medicines, Inc

浙江同源康醫藥股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2410)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by TYK Medicines, Inc (浙江同源康醫藥股份有限公司) (the "**Company**") pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in relation to the proposed amendments to the articles of association of the Company (the "Articles of Association").

The board of directors (the "**Board**") of the Company hereby proposes to make certain amendments to the Articles of Association (the "**Proposed Amendments to the Articles**") (i) in view of the Company's business needs; and (ii) reflecting the current Company Law of the People's Republic of China (《中華人民共和國公司法》) which took effect on July 1, 2024. The Proposed Amendments to the Articles are as follows:

Original Articles	Revised Articles
CONTENTS	CONTENTS
CHAPTER VI CHIEF EXECUTIVE	CHAPTER VI CHIEF EXECUTIVE
OFFICER AND OTHER SENIOR	OFFICER AND OTHER SENIOR
MANAGEMENT	MANAGEMENT
Article 2	Article 2
The Company is a joint stock limited company	The Company is a joint stock limited company
established in accordance with the Company	established in accordance with the Company
Law and other relevant provisions.	Law and other relevant provisions.
The Company is a joint stock limited company	The Company is a joint stock limited company
sponsored by Tetranov Pharmaceutical	sponsored by Tetranov Pharmaceutical
(Zhengzhou) Co., Ltd. and Pivot Pharma	(Zhengzhou) Co., Ltd. and Pivot Pharma
Tech (Shanghai) Co., Ltd. in accordance with	Tech (Shanghai) Co., Ltd. in accordance with
the law. The Company has been registered	the law. The Company has been registered
with Huzhou Administration for Market	with <u>Huzhouthe</u> Administration for Market
Regulation and obtained the Business	Regulation <u>of Zhejiang Province</u> and obtained
License, with the unified social credit code of	the Business License, with the unified social
91330500MA2B3D0G3Q.	credit code of 91330500MA2B3D0G3Q.

Original Articles	Revised Articles
Article 8 The legal representative of the Company is the chairperson of the Board of Directors. If the chairperson of the Board of Directors resigns, he shall be deemed to have resigned as the legal representative at the same time. If the legal representative resigns, the company shall determine a new legal representative within 30 days from the date of the legal representative's resignation.	Article 8 The legal representative of the Company is the chairperson of the Board of Directors shall be the director who executes corporate affairs. If the director who acts as the legal representativechairperson of the Board of Directors resigns, he shall be deemed to have resigned as the legal representative at the same time. If the legal representative resigns, the company shall determine a new legal representative within 30 days from the date of the legal representative's resignation. The director who executes corporate affairs is subject to election by the Board.
Article 10 Since the effective date, the Articles of Association shall constitute legally binding documents that regulate the organization and activities of the Company, the rights and obligations between the Company and its shareholders and between shareholders inter se, and shall be legally binding on the Company, its shareholders, Directors, supervisors and senior management. Pursuant to the Articles of Association, shareholders may sue shareholders; shareholders may sue Directors, supervisors, chief executive officer and other senior management of the Company; shareholders may sue the Company; and the Company may sue shareholders, Directors, supervisors, chief executive officer and other senior management.	Article 10 Since the effective date, the Articles of Association shall constitute legally binding documents that regulate the organization and activities of the Company, the rights and obligations between the Company and its shareholders and between shareholders inter se, and shall be legally binding on the Company, its shareholders, Directors, supervisors and senior management. Pursuant to the Articles of Association, shareholders may sue shareholders; shareholders may sue Directors, supervisors, chief executive officer the manager (referred to as chief executive officer of the Company, the same hereinafter) and other senior management of the Company; shareholders may sue the Company; and the Company may sue shareholders, Directors, supervisors, chief executive officerthe manager and other senior management.
Article 11 Other senior management, as referred to herein, shall be the chief executive officer, vice president, secretary to the Board of Directors, financial officer of the Company, and such other senior management as determined by the Board of Directors of the Company. Chief executive officer, as referred to herein, shall be the manager referred to in the Company Law.	Article 11 Other senior management, as referred to herein, shall be the chief executive officer, vice president, secretary to the Board of Directors, financial officer of the Company, and such other senior management as determined by the Board of Directors of the Company. Chief executive officer, as referred to herein, shall be the manager referred to in the Company Law.

Original Articles	Revised Articles
Article 14 Registered in accordance with the law, the Company's business scope is as follows: technology development, transfer and service of new drugs, medical devices, health products and intermediates of drugs (except for the content of special administrative measures for the entry of foreign investment) (for items subject to approval according to law, approvals from the relevant authorities must be obtained prior to the commencement of operation).	Article 14 Registered in accordance with the law, the Company's business scope is as follows: technology development, transfer and service of new drugs, medical devices, health products and intermediates of drugs, <u>commissioning of pharmaceutical products</u> , <u>production of pharmaceutical products</u> , medical <u>research and experimental development</u> , <u>information and consulting services</u> (except for the content of special administrative measures for the entry of foreign investment) (for items subject to approval according to law, approvals from the relevant authorities must be obtained prior to the commencement of operation).
Article 69 All Directors, supervisors and secretary of the Board shall attend shareholders' general meetings of the Company, and the chief executive officer and other senior management shall be present at the meetings.	Article 69 All Directors, supervisors and secretary of the Board shall attend shareholders' general meetings of the Company, and the chief executive officer and other senior management shall be present at the meetings.
Article 70 The shareholders' general meeting shall be presided over by the chairperson of the Board of Directors. When the chairperson of the Board of Directors is unable or fails to perform his/her duty, a Director jointly elected by more than half of the Directors shall preside over the meeting.	Article 70 The shareholders' general meeting shall be presided over by the chairperson of the Board of Directors. When the chairperson of the Board of Directors is unable or fails to perform his/her duty, a Director jointly elected by more than halfa simple majority of the Directors shall preside over the meeting.
At a shareholders' general meeting convened by the Supervisory Committee, the chairperson of Supervisory Committee shall preside over the meeting. When the chairperson of the Supervisory Committee is unable or fails to perform his/her duty, a supervisor jointly elected by more than half of the supervisors shall preside over the meeting.	At a shareholders' general meeting convened by the Supervisory Committee, the chairperson of Supervisory Committee shall preside over the meeting. When the chairperson of the Supervisory Committee is unable or fails to perform his/her duty, a supervisor jointly elected by more than half <u>a</u> simple majority of the supervisors shall preside over the meeting.
If a shareholders' general meeting is convened by shareholders, the convener shall elect a representative to preside over the meeting.	If a shareholders' general meeting is convened by shareholders, the convener shall elect a representative to preside over the meeting.
When a shareholders' general meeting is held, if the chairperson of the meeting violates the rules of procedure, making continuance of the meeting impossible, with the consent of the shareholders holding more than half of the voting rights present at the meeting, the meeting may elect a person to serve as the chairperson of the meeting and the meeting shall continue.	When a shareholders' general meeting is held, if the chairperson of the meeting violates the rules of procedure, making continuance of the meeting impossible, with the consent of the shareholders holding more than half of the voting rights present at the meeting, the meeting may elect a person to serve as the chairperson of the meeting and the meeting shall continue.

Original Articles	Revised Articles
Article 75 The shareholders' general meeting	Article 75 The shareholders' general meeting
shall have meeting minutes, and secretary to	shall have meeting minutes, and secretary to
the Board of Directors shall be responsible	the Board of Directors shall be responsible
for the meeting minutes. The meeting minutes	for the meeting minutes. The meeting minutes
shall contain the following contents:	shall contain the following contents:
(I) the time, venue of, and the agenda for,	(I) the time, venue of, and the agenda for,
the meeting, and the name or title of the	the meeting, and the name or title of the
convener;	convener;
 (II) names of the chairperson of the meeting	 (II) names of the chairperson of the meeting
and the Directors, supervisors, chief	and the Directors, supervisors, chief
executive officer and other senior	executive officer and other senior
management officers attending the meeting	management officers attending the meeting
or attending the meeting as non-voting	or attending the meeting as non-voting
attendee;	attendee;
(III) the number of shareholders and proxies	(III) the number of shareholders and proxies
present at the meeting, the total number	present at the meeting, the total number
of voting shares held and their respective	of voting shares held and their respective
proportions in the total number of shares	proportions in the total number of shares
of the Company;	of the Company;
(IV) the consideration process, summaries	(IV) the consideration process, summaries
of speeches and voting result for each	of speeches and voting result for each
proposal;	proposal;
 (V) the inquiries or suggestions of the	(V) the inquiries or suggestions of the
shareholders and the corresponding	shareholders and the corresponding
answers or explanations;	answers or explanations;
(VI) names of the legal counsel (if any),	(VI) names of the legal counsel (if any),
counting officer and monitoring officer;	counting officer and monitoring officer;
(VII) other contents that should be included in	(VII) other contents that should be included in
the meeting minutes as required by the	the meeting minutes as required by the
Articles of Association.	Articles of Association.
Article 84 Unless the Company is in a crisis	Article 84 Unless the Company is in a crisis
or under other special circumstances, the	or under other special circumstances, the
Company shall not, without the approval by	Company shall not, without the approval by
special resolutions at a shareholders' general	special resolutions at a shareholders' general
meeting, enter into contracts with persons other	meeting, enter into contracts with persons other
than Directors, the chief executive officer and	than Directors, the chief executive officer and
other senior management officers granting that	other senior management officers granting that
person responsibility for the management of all	person responsibility for the management of all
or part of the Company's material business.	or part of the Company's material business.

Original Articles	Revised Articles
Article 99 ······	Article 99
Any Director (including a Director who is chief executive officer or other executive Directors) can be removed before the expiry of his/her term of office by an ordinary resolution passed at a shareholders' general meeting, subject to compliance with the relevant laws and administrative regulations and the regulations of the stock exchange on which the Company's shares are listed. Such removal shall not affect the rights of such Director to make any claim for damages under any contract.	Any Director (including a Director who isthe chief executive officer or other executive Directors) can be removed before the expiry of his/her term of office by an ordinary resolution passed at a shareholders' general meeting, subject to compliance with the relevant laws and administrative regulations and the regulations of the stock exchange on which the Company's shares are listed. Such removal shall not affect the rights of such Director to make any claim for damages under any contract.
Chief executive officer or other senior	Chief executive officer or other senior
management may serve as the Director	management may serve as the Director
concurrently, provided that the Directors who	concurrently, provided that the Directors who
act as chief executive officer or other senior	act as chief executive officer or other senior
management concurrently shall not exceed one	management concurrently shall not exceed one
half of the total Directors of the Company.	half of the total Directors of the Company.
Article 103 A Director may request to	Article 103 A Director may request to
resign before expiry of his term of office.	resign before expiry of his term of office.
The Director to resign shall submit to the	The Director to resign shall submit to the
Board of Directors a written report in relation	Board of Directors a written report in relation
to his resignation. The Board of Directors	to his resignation. The Board of Directors
shall disclose the relevant information within	shall disclose the relevant information within
the period stipulated in relevant laws and	the period stipulated in relevant laws and
administrative regulations and the securities	administrative regulations and the securities
regulatory rules in the place where the	regulatory rules in the place where the
Company's shares are listed.	Company's shares are listed.
In the event that the resignation of any	In the event that the resignation of any
Director results in the number of members	Director results in the number of members
of the Board of Directors falling below the	of the Board of Directors falling below the
quorum, the existing Director shall continue to	quorum, the existing Director shall continue to
perform his duties in accordance with the laws,	perform his duties in accordance with the laws,
administrative regulations, departmental rules,	administrative regulations, departmental rules,
the securities regulatory rules in the place	the securities regulatory rules in the place
where the Company's shares are listed and the	where the Company's shares are listed and the
provisions of the Articles of Association until	provisions of the Articles of Association until
the re-elected Director assumes office.	the re-elected Director assumes office.
Other than the circumstances referred to	Other than the circumstances referred to
in the preceding paragraph, the resignation	in the preceding paragraph, the resignation
of a Director shall become effective upon	of a Director shall become effective upon
submission of his resignation report to the	submission of his resignation report to the
Board of Directors.	Board of Directors.

Original Articles	Revised Articles
Article 110 The Board of Directors exercises the following powers:	Article 110 The Board of Directors exercises the following powers:
(10) to decide on the appointment or dismissal of the Company's chief executive officer, secretary to the Board of Directors and senior management, and decide on matters of remuneration, rewards and punishments; to decide on appointment or dismissal of the Company's vice president, financial officer and other senior management based on nomination by the chief executive officer, and to decide on their remuneration, rewards and punishments;	(10) to decide on the appointment or dismissal of the Company's chief executive officer, secretary to the Board of Directors and senior management, and decide on matters of remuneration, rewards and punishments; to decide on appointment or dismissal of the Company's vice president, financial officer and other senior management based on nomination by the chief executive officer, and to decide on their remuneration, rewards and punishments;
(15) to listen to the work report of the chief executive officer of the Company and inspect the work of the chief executive officer;	(15) to listen to the work report of the chief executive officer of the Company and inspect the work of the chief executive officer;
	·····

	Original Articles	Revised Articles
1	cle 115 The chairperson of the Board of ctors exercises the following powers:	Article 115 The chairperson of the Board of Directors exercises the following powers:
(1)	to preside over shareholders' general meetings and convene and preside over meetings of the Board of Directors;	 to preside over shareholders' general meetings and convene and preside over meetings of the Board of Directors;
(2)	to supervise and inspect the implementation of resolutions of the Board of Directors;	(2) to supervise and inspect the implementation of resolutions of the Board of Directors;
(3)	to sign important documents of the Board of Directors;	(3) to sign important documents of the Board of Directors;
(4)	to exercise the power of authorized representative;	(4) to exercise the power of authorized representative;
(5)	to exercise the power to handle corporate affairs in accordance with the law and in the interest of the Company in cases of emergency caused by major natural disasters or other force majeure, and report to the Board of Directors and the shareholders' general meeting thereafter;	(54) to exercise the power to handle corporate affairs in accordance with the law and in the interest of the Company in cases of emergency caused by major natural disasters or other force majeure, and report to the Board of Directors and the shareholders' general meeting thereafter;
(6)	other powers authorized by the Board of Directors.	(65) other powers authorized by the Board of Directors.
to o nom	cle 116 Where the chairperson is unable r does not perform his duties, a Director inated by more than half of the Directors I perform his duties.	Article 116 Where the chairperson is unable to or does not perform his duties, a Director nominated by more than half <u>a simple majority</u> of the Directors shall perform his duties.

Original Articles	Revised Articles
Article 120 A notice of the Board meeting shall at least include the following details:	Article 120 A notice of the Board meeting shall at least include the following details:
(1) date and venue of the meeting;	(1) date and venue of the meeting;
(2) duration of the meeting;	(2) duration of the meeting;
(3) purpose and matters to be discussed;	(3) purpose and matters to be discussed;
(4) date of issue of the notice.	(4) date of issue of the notice.
Board meetings shall be convened on-site in principle. On the basis of fully safeguarding the rights of Directors to be informed and to express their opinions, and with the consent of the convener and proposer, the meeting may also be convened and resolutions may be passed by voting through video, telephone, written transmission of signatures, e-mail, etc., and signed by the participating Directors.	Board meetings shall be convened on-site in principle. On the basis of fully safeguarding the rights of Directors to be informed and to express their opinions, and with the consent of the convener and proposer, the meeting may also be convened and resolutions may be passed by voting through video, telephone, written transmission of signatures, e-mail, etc., and signed by the participating Directors.
Article 122 Where a Director, supervisor, chief executive officer and other senior management of the Company is in any way, directly or indirectly, materially interested in an executed or proposed contract, transaction or arrangement with the Company (other than the service contract of such Director, supervisor, chief executive officer and other senior management with the Company), he/ she shall declare the nature and extent of his/ her interests to the Board of Directors as soon as possible, regardless of whether or not such matters are generally subject to the approval of the Board of Directors.	Article 122 Where a Director, supervisor, chief executive officer and other senior management of the Company is in any way, directly or indirectly, materially interested in an executed or proposed contract, transaction or arrangement with the Company (other than the service contract of such Director, supervisor, chief executive officer and other senior management with the Company), he/ she shall declare the nature and extent of his/ her interests to the Board of Directors as soon as possible, regardless of whether or not such matters are generally subject to the approval of the Board of Directors.

Original Articles	Revised Articles
CHAPTER VI CHIEF EXECUTIVE OFFICER AND OTHER SENIOR MANAGEMENT	CHAPTER VI CHIEF EXECUTIVE OFFICER AND OTHER SENIOR MANAGEMENT
Article 128 The Company shall have a chief executive officer, who shall be appointed or dismissed by the Board of Directors.	Article 128 The Company shall have a chief executive officer, who shall be appointed or dismissed by the Board of Directors.
The Company shall have a number of vice presidents and a financial officer, all of whom shall be appointed or dismissed by the Board of Directors.	The Company shall have a number of <u>four</u> vice presidents and a financial officer, all of whom shall be appointed or dismissed by the Board of Directors.
The chief executive officer, vice president, financial officer and secretary to the Board of Directors of the Company are the senior management of the Company.	The chief executive officer, vice president, financial officer and secretary to the Board of Directors of the Company are the senior management of the Company.
Article 131 The chief executive officer shall be appointed for a term of 3 years and shall be eligible for reappointment upon expiry of the term.	Article 131 The chief executive officer shall be appointed for a term of 3 years and shall be eligible for reappointment upon expiry of the term.
Article 132 The chief executive officer shall be accountable to the Board of Directors and exercise the following functions and powers:	Article 132 The chief executive officer shall be accountable to the Board of Directors and exercise the following functions and powers:
 (6) to propose to the Board of Directors the appointment or dismissal of the chief executive officer, vice president, financial officer and other senior management of the Company; 	 (6) to propose to the Board of Directors the appointment or dismissal of the chief executive officer, vice president, financial officer and other senior management of the Company;
The chief executive officer shall attend Board meetings.	The chief executive officer shall attend Board meetings.
Article 133 The chief executive officer shall formulate working rules of the chief executive officer which shall be implemented after being approved by the Board of Directors.	Article 133 The chief executive officer shall formulate working rules of the chief executive officer which shall be implemented after being approved by the Board of Directors.

	Original Articles	Revised Articles
	134 The working rules of the chief ve officer shall include:	Article 134 The working rules of the chief executive officer shall include:
	e conditions, procedure and participants the chief executive officer's meeting;	(1) the conditions, procedure and participants of the chief executive officer's meeting;
of	ecific responsibilities and work allocation the chief executive officer and other nior management;	(2) specific responsibilities and work allocation of the chief executive officer and other senior management;
sco ma reg	e of funds and assets of the Company, ope of authorization to enter into aterial contracts and reporting policies garding the Board of Directors and the pervisory Committee;	 use of funds and assets of the Company, scope of authorization to enter into material contracts and reporting policies regarding the Board of Directors and the Supervisory Committee;
	her matters which the Board of rectors deems necessary.	(4) other matters which the Board of Directors deems necessary.
resign p office. T regardin officer contract	135 The chief executive officer may prior to the expiry of his/her term of The specific procedures and methods ag the resignation of the chief executive shall be stated in the employment to between the chief executive officer Company.	Article 135 The chief executive officer may resign prior to the expiry of his/her term of office. The specific procedures and methods regarding the resignation of the chief executive officer shall be stated in the employment contract between the chief executive officer and the Company.
Article 9	e 138 The circumstances of ification of Directors prescribed in 98 of the Articles of Association shall cable to supervisors.	Article 138 The circumstances of disqualification of Directors prescribed in Article 98 of the Articles of Association shall be applicable to supervisors.
	rs, chief executive officer and other management may not also serve as a sor.	Directors, chief executive officer and other senior management may not also serve as a supervisor.

Original Articles	Revised Articles
Article 145 The Company shall have a	Article 145 The Company shall have a
Supervisory Committee. The Supervisory	Supervisory Committee. The Supervisory
Committee shall consist of 3 supervisors and	Committee shall consist of 3 supervisors and
have 1 chairperson. The chairperson of the	have 1 chairperson. The chairperson of the
Supervisory Committee shall be elected by	Supervisory Committee shall be elected by
votes representing more than half of all the	votes representing more than half of all the
supervisors. The chairperson of the Supervisory	supervisors. The chairperson of the Supervisory
Committee shall convene and preside over the	Committee shall convene and preside over the
meetings of the Supervisory Committee. Where	meetings of the Supervisory Committee. Where
the chairperson of the Supervisory Committee	the chairperson of the Supervisory Committee
is unable to or does not perform his/her	is unable to or does not perform his/her
functions and duties, a supervisor jointly	functions and duties, a supervisor jointly
elected by more than half of all the supervisors	elected by more than half <u>a simple majority</u> of
shall convene and preside over the meeting.	all the supervisors shall convene and preside
The Supervisory Committee shall comprise	over the meeting.
supervisors who represent the shareholders and a proper proportion of supervisors who represent the employees, and the proportion of the latter shall be 1/3 or more. The employee representatives of the Supervisory Committee shall be elected by employees of the Company at the employee representatives' meeting, employee meeting or otherwise democratically.	The Supervisory Committee shall comprise supervisors who represent the shareholders and a proper proportion of supervisors who represent the employees, and the proportion of the latter shall be $\pm 2/3$ or more. The employee representatives of the Supervisory Committee shall be elected by employees of the Company at the employee representatives' meeting, employee meeting or otherwise democratically.
Article 147 The Supervisory Committee shall	Article 147 The Supervisory Committee shall
meet at least once every 6 months. A supervisor	meet at least once every 6 months. A supervisor
may propose to convene an extraordinary	may propose to convene an extraordinary
meeting of Supervisory Committee.	meeting of Supervisory Committee.
Resolutions of the Supervisory Committee	Resolutions of the Supervisory Committee shall
shall be adopted by more than half of the	be adopted by more than half <u>a simple majority</u>
supervisors.	of the supervisors.
Article 197 The Articles of Association shall be effective and come into force from the date on which the overseas listed foreign shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited. When amended, it shall take effect upon approval by a special resolution at a shareholders' general meeting.	Article 197 The Articles of Association shall be effective and come into force from the date on which the overseas listed foreign shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited of its adoption at the extraordinary shareholders' general meetings of the Company. When amended, it shall take effect upon approval by a special resolution at a shareholders' general meeting.

Save as disclosed above, the contents of the other articles of the Articles of Association remain unchanged. The Proposed Amendments to the Articles are subject to the consideration and approval of the shareholders of the Company (the "**Shareholders**") by way of a special resolution at the forthcoming extraordinary general meeting (the "**EGM**") of the Company. A circular containing, among others, details in respect of the Proposed Amendments to the Articles, together with the notice of the EGM and the related proxy form, will be sent to the Shareholders in the manner as they elect to receive corporate communications in due course.

> By Order of the Board **TYK Medicines, Inc** (浙江同源康醫藥股份有限公司) **Dr. WU Yusheng** Chairman, Executive Director and Chief Executive Officer

Hong Kong December 13, 2024

As at the date of this announcement, the Board comprises Dr. WU Yusheng and Dr. JIANG Mingyu as executive directors, Dr. LI Jun, Dr. GU Eric Hong, Dr. MENG Xiaoying, Mr. HE Chao and Dr. DING Zhao as non-executive directors, and Mr. ZHANG Senquan, Dr. LENG Yuting, Dr. XU Wenqing and Dr. SHEN Xiuhua as independent non-executive directors.