

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**NOTICE OF THE SECOND EXTRAORDINARY
GENERAL MEETING OF 2022**

NOTICE IS HEREBY GIVEN that the second Extraordinary General Meeting (the “**EGM**”) of 2022 of JOINN Laboratories (China) Co., Ltd. (the “**Company**”) will be held at A5 Rongjing East Street, Beijing Economic-Technological Development Area, Beijing, China on Thursday, November 17, 2022, at 2:30 p.m. for the following purposes of considering and, if deemed appropriate, approving the following resolutions:

SPECIAL RESOLUTIONS

To consider and approve:

1. The adoption of the 2022 Restricted A Share Incentive Scheme;
2. The adoption of the Assessment Administrative Measures on the Implementation of the 2022 Restricted A Share Incentive Scheme; and
3. To authorize the board of directors (the “**Director(s)**”) of the Company (the “**Board**”) to deal with matters in relation to the 2022 Restricted A Share Incentive Scheme.

ORDINARY RESOLUTIONS

To consider and approve:

4. The adoption of the 2022 A Share Employee Stock Ownership Plan;
5. The adoption of the Assessment Administrative Measures on the Implementation of the 2022 A Share Employee Stock Ownership Plan;
6. To authorize the Board to deal with matters in relation to the 2022 A Share Employee Stock Ownership Plan;

ORDINARY RESOLUTIONS EFFECTED BY CUMULATIVE VOTING PROCESS

7. The resolutions in respect of the proposed election of non-independent Directors of new session of the Board:
 - 7.01 The appointment of Ms. Feng Yuxia as an executive Director of the fourth session of the Board;
 - 7.02 The appointment of Mr. Zuo Conglin as an executive Director of the fourth session of the Board;
 - 7.03 The appointment of Mr. Gu Xiaolei as a non-executive Director of the fourth session of the Board;
 - 7.04 The appointment of Dr. Yao Dalin as an executive Director of the fourth session of the Board;
 - 7.05 The appointment of Ms. Sun Yunxia as an executive Director of the fourth session of the Board; and
 - 7.06 The appointment of Mr. Gao Dapeng as an executive Director of the fourth session of the Board;
8. The resolutions in respect of the proposed election of independent Directors of new session of the Board:
 - 8.01 The appointment of Dr. Zhai Yonggong as an independent non-executive Director of the fourth session of the Board;
 - 8.02 The appointment of Mr. Sun Mingcheng as an independent non-executive Director of the fourth session of the Board;
 - 8.03 The appointment of Mr. Ou Xiaojie as an independent non-executive Director of the fourth session of the Board; and
 - 8.04 The appointment of Mr. Zhang Fan as an independent non-executive Director of the fourth session of the Board;

9. The resolutions in respect of the proposed election of new session of the supervisory committee of the Company:

9.01 The appointment of Mr. Ho Yingjun as a non-employee representative supervisor of the fourth session of the supervisory committee of the Company;

9.02 The appointment of Ms. Zhao Wenjie as a non-employee representative supervisor of the fourth session of the supervisory committee of the Company.

The “cumulative voting process” will be adopted for the voting of all the sub-resolutions under resolutions No. 7.00, 8.00 and 9.00.

Please refer to Note (7) to this notice for details.

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

Hong Kong, October 31, 2022

Notes:

- (1) Unless the context otherwise stated, capitalized terms used in this notice shall have the meanings as those defined in the circular of the Company dated October 31, 2022.
- (2) The grant of Restricted Shares to each of the Connected Participants and the other independent Participants are interdependent and linked to each other to form the integral part of the 2022 Restricted A Share Incentive Scheme. As such, no separate resolutions in relation to the grant to each Connected Participants will be proposed in the EGM and the relevant Class Meetings. A Shareholder should note that if he/she/it votes for the 2022 Restricted A Share Incentive Scheme, the grant of Restricted Shares to each of the Connected Participants shall be deemed to be approved by him/her/it. A Shareholder is reminded to exercise his/her/its voting rights cautiously.
- (3) For the purpose of holding the EGM, the register of members of the Company will be closed from Monday, November 14, 2022 to Thursday, November 17, 2022 (both days inclusive), during which period no transfer of shares can be registered. In order for H Share Shareholders to be qualified to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Friday, November 11, 2022 for registration. The Shareholders whose names appear on the register of members of the Company on Thursday, November 17, 2022 are entitled to attend and vote at the EGM.
- (4) Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

- (5) The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same on its behalf.
- (6) In order to be valid, the proxy form must be deposited, for H Shareholders of the Company, to the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time for holding the EGM (i.e. not later than 2:30 p.m. on Wednesday, November 16, 2022 (Hong Kong time)) or the adjourned meeting (as the case may be). If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meetings should they so wish.
- (7) The cumulative voting process will be adopted for the voting of all the sub-resolutions under resolutions No. 7.00, 8.00 and 9.00. Each Share represents the voting rights equivalent to the number of Directors or Supervisors to be elected under a particular resolution. If a Shareholder holds 100 Shares, 10 Directors should be elected at such general meeting out of 12 Director candidates, then the Shareholder shall have 1,000 votes for the election of Directors under a particular resolution. Voting of a Shareholder shall be confined to the number of votes to which he/she/it is entitled to in respect of each resolution. Each Shareholder may cast his/her/its votes at his/her/its own discretion by casting his/her/its vote on one candidate or on different candidates in any combination. Upon completion of the voting, the votes will be counted cumulatively in respect of each of the resolutions.
- (8) Shareholders shall produce their identity documents and supporting documents in respect of the shares of the Company held when attending the EGM. If corporate Shareholders appoint authorised representative to attend the EGM, the authorized representative shall produce his/her identity documents and a notarially certified copy of the relevant authorization instrument signed by the Board of Directors or other authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the EGM.
- (9) Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.
- (10) All resolution(s) at the EGM will be taken by poll (except where the chairman decides to allow a resolution in relation to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Hong Kong Stock Exchange and the Company in accordance with the Listing Rules.
- (11) References to time and dates in this notice are to Hong Kong time and dates.
- (12) For any matter in relation to the EGM, please contact Mr. Jia Fengsong (via email: jiafengsong@joinn-lab.com or telephone: +86 010 6786 9582).

As at the date of this announcement, the Board of the Company 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.