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昭衍
JOINN

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)

2022

that the first 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 Wednesday, January 19, 2022, at 2:00 p.m. for the following purposes of considering and, if deemed appropriate, approving the following resolutions:

D A

To consider and approve:

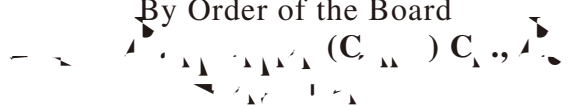
1. The adoption of the 2021 A Share Employee Stock Ownership Plan;
2. The proposed adoption of the Administrative Measures on the 2021 A Share Employee Stock Ownership Plan;
3. The proposed authorization to the Board to deal with matters in relation to the 2021 A Share Employee Stock Ownership Plan;
4. The connected transaction in relation to purchase of Series B+ Preferred Shares in JOINN Biologics;
5. The proposed capital increase in relevant wholly-owned domestic subsidiaries by the Company;
6. The proposed capital increase in the wholly-owned subsidiary, JOINN Laboratories, CA Inc., by the Company;
7. The proposed establishment of a wholly-owned subsidiary, Biomere-Joinn (CA), Inc., by the Company;
8. The proposed investment in Jiangsu Sinotau Molecular Imaging Technology Co., Ltd. by the Company;
9. The proposed establishment of a subsidiary, Wuxi JOINN Molecular Imaging Technology Co., Ltd., by the Company.

To consider and approve:

1. The adoption of the 2021 Restricted A Share Incentive Scheme including the issuance of Restricted A Shares under specific mandate;
2. The adoption of the Assessment Administrative Measures on the Implementation of the 2021 Restricted A Share Incentive Scheme;
3. To authorize the Board of Directors to deal with matters in relation to the 2021 Restricted A Share Incentive Scheme;
4. To authorize the Board to repurchase A Shares and H Shares of the Company:
 - (a) Subject to paragraphs (b) and (c) below, to approve the Board to exercise all powers of the Company to repurchase the issued and SSE listed A Shares and/or the Hong Kong Stock Exchange listed H Shares of the Company during the Relevant Period, in accordance with all applicable laws, regulations and/or requirements of the securities administrative authorities or regulatory bodies in the PRC, the Hong Kong Stock Exchange, SSE or any other governmental or regulatory authorities.
 - (b) Pursuant to the above approval and during the Relevant Period, the Company is authorised to repurchase A Shares and/or H Shares of the Company with an aggregate nominal value not exceeding 10% of the number of issued A Shares and/or H Shares of the Company as of the date of consideration and approval of this proposal by the general meeting and the A Share Class Meeting and H Share Class Meeting respectively.
 - (c) The implementation of the matters as set out in (a) above shall be subject to the satisfaction of all of the following conditions:
 - (1) the passing of a special resolution with substantially the same content as the terms of this proposal at both the H Share Class Meeting and the A Share Class Meeting of shareholders of the Company;
 - (2) the obtaining of all approvals from the competent regulatory authorities (if applicable) in accordance with the laws and regulations of the PRC; and

- (3) in accordance with the notification procedures set out in the Company Law and the Articles of Association, the Company has, in its sole discretion, made repayments or provided security for any amounts owed to creditors by the Company if no creditor of the Company has requested the Company to do so, or if any creditor of the Company has requested the Company to make repayments or provide security, the Company has made repayments or provided security for such amounts. If the company decides to repay any amount to any creditor, it will use its internal funds to repay such amount.
- (d) Upon the approval of all relevant governmental authorities in the PRC for the repurchase of the relevant shares of the Company and the fulfillment of the above conditions, the Board is authorized to:
- (1) formulate and implement a specific repurchase plan, including but not limited to the repurchase price, the number of shares to be repurchased, etc., and to determine the timing of the repurchase and the repurchase period, etc.;
 - (2) notify creditors and make announcements in accordance with the provisions of the Company Law and other relevant laws, regulations and regulatory documents and the Articles of Association;
 - (3) open overseas stock account and complete the corresponding foreign exchange registration procedures;
 - (4) fulfill the relevant approval and filing procedures in accordance with the requirements of the regulatory authorities and the stock exchange where the company's shares are listed;
 - (5) conduct, sign and take all documents, actions, matters or steps they deemed appropriate, necessary or proper in connection with and giving effect to the proposed share repurchase in accordance with the requirements of relevant laws and regulations and the listing rules of the stock exchange where the shares of the company are listed;
 - (6) conduct the cancellation of the repurchased shares, reduce the registered capital, make amendments to the Articles of Association in relation to the total share capital, shareholding structure and other relevant contents, and comply with the relevant statutory registration and filing procedures within and outside the PRC;

- (7) sign and handle other documents and matters in relation to the share repurchase; and
- (8) For the purpose of this proposal, the “Relevant Period” means the period commencing from the date of the approval of this proposal at the general meeting of the Company and the consideration and approval of the proposals with the same content as this proposal at the A Share Class Meeting and H Share Class Meeting respectively, to the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of twelve months from the date of the approval of this proposal at the general meeting of the Company and the consideration and approval of the proposals identical to the contents of this proposal at the A Share Class Meeting and H Share Class Meeting respectively; and
 - (iii) upon the passing of a special resolution by the shareholders of the Company at any general meeting or a special resolution by the H Shareholders and A Shareholders at their respective Class Meetings to revoke or amend the mandate in respect of this proposal.

By Order of the Board

Chairperson

Hong Kong, December 30, 2021

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 December 30, 2021.
2. For the purpose of holding the EGM, the register of members of the Company will be closed from Friday, January 14, 2022 to Wednesday, January 19, 2022 (both days inclusive), during which period no transfer of shares can be registered. In order for H 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Thursday, January 13, 2022 for registration. The Shareholders whose names appear on the register of members of the Company on Wednesday, January 19, 2022 are entitled to attend and vote at the EGM.
3. 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.
4. 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.
5. 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the time for holding the EGM (i.e. not later than 2:00 p.m. on Tuesday, January 18, 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.
6. 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.
7. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.
8. 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.
9. References to time and dates in this notice are to Hong Kong time and dates.
10. For any matter in relation to the EGM, please contact Mr. Jia Fengsong (via email: jiafengsong@joynn-lab.com or telephone: +86 010 6786 9582).

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.