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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)**

**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 fourthfourthse.212a(non-i

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 candid4.7wercandidC(candugsBTX3.1(of)-2esol9f)-2es