
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in JOINN Laboratories (China) Co., Ltd., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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;
(3) TERMINATION OF IMPLEMENTATION OF THE 2021 RESTRICTED A
SHARES INCENTIVE SCHEME AND REPURCHASE AND CANCELLATION OF
RESTRICTED SHARES GRANTED BUT NOT YET UNLOCKED;
(4) NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024;
AND
(5) NOTICE OF THE FIRST H SHARE CLASS MEETING OF 2024**
-

The notice convening the Extraordinary General Meeting and the notice convening the H Share Class Meeting to be held at A5 Rongjing East Street, Beijing Economic-Technological Development Area, Beijing, China on Tuesday, 27 February 2024 at 2:45 p.m. are set out in this circular.

Whether or not you are able to attend the Extraordinary General Meeting and/or the H Share Class Meeting, please complete and sign the enclosed form of proxy for use at the Extraordinary General Meeting and/or the H Share Class Meeting in accordance with the instructions printed thereon and return it to the H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for the Extraordinary General Meeting and/or the H Share Class Meeting (i.e. not later than 2:45 p.m. on Monday, 26 February 2024 (Hong Kong time) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Extraordinary General Meeting and/or the H Share Class Meeting if they so wish.

For joint shareholders of any Shares, only the joint shareholder whose name appears first in the register of members is entitled to accept the certificate for the relevant shares from the Company, and receive notices or other documents of the Company. Any notice delivered to the aforesaid shareholder shall be deemed to have been delivered to all the joint shareholders of the relevant shares. Any joint shareholder may sign the proxy form, provided that if more than one joint shareholders who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholders. In this regard, the priority of shareholders shall be determined by the ranking of joint holders in the Company's register of members in relation to the relevant shares.

This circular together with the form of proxy are also published on the websites of Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.joinnlabs.com>).

References to time and dates in this circular are to Hong Kong time and dates.

5 February 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2021 Restricted A Share Incentive Scheme”	the restricted A Shares incentive scheme adopted and approved by the Company on 19 January 2022
“A Share(s)”	ordinary share(s) of the Company with a nominal value of RMB1.00 each listed on the Shanghai Stock Exchange
“A Share Class Meeting”	the first A Share class meeting of the Company of 2024 to be held on Tuesday, 27 February 2024
“A Shareholder(s)”	holder(s) of A Shares
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board” or “Board of Directors”	the board of Directors
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Company”	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, the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange
“Company Law”	the Company Law of the People’s Republic of China, as amended from time to time
“Director(s)”	the director(s) of the Company
“Extraordinary General Meeting” or “EGM”	the first general meeting of the Company to be held at A5 Rongjing East Street, Beijing Economic-Technological Development Area, Beijing, China on Tuesday, 27 February 2024 at 2:45 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 11 to 12 of this circular, or any adjournment thereof
“Group” or “our Group”	the Company and its subsidiaries

DEFINITIONS

“H Share(s)”	overseas-listed foreign share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, listed on the Main Board of the Hong Kong Stock Exchange
“H Share Class Meeting”	the first H Share class meeting of the Company of 2024 to be held on Tuesday, 27 February 2024 after the conclusion of the Extraordinary General Meeting and the A Share Class Meeting to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 13 to 14 of this circular, or any adjournment thereof
“H Share Registrar”	Tricor Investor Services Limited, the H Share registrar of the Company
“H Shareholder(s)”	holder(s) of H Shares
“HK\$” or “HK dollars”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) in the issued share capital of the Company, with a nominal value of RMB1.00 each, including both A Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of Share(s)
“SSE”	The Shanghai Stock Exchange, a stock exchange based in the city of Shanghai, China



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)

Executive Directors:

Ms. Feng Yuxia (*Chairperson*)

Mr. Zuo Conglin

Mr. Gao Dapeng

Ms. Sun Yunxia

Dr. Yao Dalin

Registered Office:

A5 Rongjing East Street

Beijing Economic-Technological

Development Area

Beijing, 100176, China

Independent Non-executive Directors:

Mr. Sun Mingcheng

Dr. Zhai Yonggong

Mr. Ou Xiaojie

Mr. Zhang Fan

Headquarters and Principal Place of

Business in the PRC:

A5 Rongjing East Street

Beijing Economic-Technological

Development Area

Beijing, 100176, China

Principal Place of Business in

Hong Kong:

17/F, Far East Finance Centre

16 Harcourt Road

Hong Kong

5 February 2024

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED CHANGE OF THE REGISTERED CAPITAL OF THE COMPANY;**
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(3) TERMINATION OF IMPLEMENTATION OF THE 2021 RESTRICTED A
SHARE INCENTIVE SCHEME AND REPURCHASE AND CANCELLATION OF
RESTRICTED SHARES GRANTED BUT NOT YET UNLOCKED;
(4) NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024;
AND
(5) NOTICE OF THE FIRST H SHARE CLASS MEETING OF 2024

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Extraordinary General Meeting and the H Share Class Meeting to be held on Tuesday, 27 February 2024, to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the Extraordinary General Meeting and the H Share Class Meeting. For the details of the proposed resolutions at the Extraordinary General Meeting and the H Share Class Meeting, please also refer to the notices of the Extraordinary General Meeting and the H Share Class Meeting enclosed with this circular.

2. PROPOSED CHANGE OF THE REGISTERED CAPITAL OF THE COMPANY

Subsequent to the completion of the repurchase and cancellation of certain restricted shares under the share option and restricted share award schemes (adopted and approved by the Company on 27 February 2018 and 15 August 2019) on 25 July 2022, 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. The total number of shares of the Company will change from 381,642,192 shares to 381,565,307 shares and the registered capital will change from RMB381,642,192 to RMB381,565,307. 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 RMB381,642,192 (divided into 381,642,192 shares) to RMB381,565,307 (divided into 381,565,307 shares).

The proposed change of the registered capital of the Company is subject to approval of the special resolution by the Shareholders at the Extraordinary General Meeting, A Share Class Meeting and H Share Class Meeting.

3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to (i) reflect the proposed change of the registered capital of the Company; and (ii) reflect the change in the total number of shares of the Company, the Board proposes to make certain amendments to the Articles of Association.

Original Articles	Amended Articles
Article 6 The registered capital of the Company is RMB381,642,192.	Article 6 The registered capital of the Company is <u>RMB381,565,307</u> .
Article 22 The shareholding of the Company is: 381,642,192 ordinary shares, including 320,930,352 shares held by shareholders of domestically listed domestic shares, accounting for approximately 84.09% of the total share capital of the Company; 60,711,840 shares held by shareholders of H Shares, accounting for approximately 15.91% of the total share capital of the Company.	Article 22 The shareholding of the Company is: <u>381,565,307</u> ordinary shares, including <u>320,853,467</u> shares held by shareholders of domestically listed domestic shares, accounting for approximately 84.09% of the total share capital of the Company; 60,711,840 shares held by shareholders of H Shares, accounting for approximately 15.91% of the total share capital of the Company.

LETTER FROM THE BOARD

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.

Each of the legal advisers to the Company as to Hong Kong laws and the PRC laws have respectively confirmed that the proposed amendments comply with the applicable requirements of Appendix A1 to the Listing Rules and are not inconsistent with the laws of the PRC, respectively. The Company also confirms that there is nothing unusual in the proposed amendments from the perspective of a PRC company listed on the Hong Kong Stock Exchange.

The proposed amendments to the Articles of Association are subject to the approval of the special resolution by the Shareholders at the Extraordinary General Meeting, the A Share Class Meeting and the H Share Class Meeting. The Board has resolved to propose a resolution at the Extraordinary General Meeting 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.

4. TERMINATION OF IMPLEMENTATION OF THE 2021 RESTRICTED A SHARES INCENTIVE SCHEME AND REPURCHASE AND CANCELLATION OF RESTRICTED SHARES GRANTED BUT NOT YET UNLOCKED

References are made to (i) the announcement of the Company dated 21 September 2021 in relation to the proposed adoption of the 2021 Restricted A Shares Incentive Scheme; (ii) the circular of the Company dated 30 December 2021, in relation to, among others, the proposed adoption of the 2021 Restricted A Share Incentive Scheme; (iii) the announcement of the Company dated 19 January 2022 in relation to the poll results of the extraordinary general meeting, A Share class meeting and H Share class meeting passing the resolutions on the 2021 Restricted A Share Incentive Scheme; and (iv) the announcement of the Company dated 28 January 2022 in relation to the grant of Restricted A Shares to participants under the 2021 Restricted A Shares Incentive Scheme.

The Company convened the 5th meeting of the fourth session of the Board and 5th meeting of the fourth session of the supervisory committee on 30 October 2023, at which the termination of the implementation of the 2021 Restricted A Share Incentive Scheme and repurchase and cancellation of the restricted A Shares which have been granted but not yet unlocked were considered and approved.

LETTER FROM THE BOARD

I. Reasons for the Termination of the Implementation of the Incentive Scheme and the Repurchase and Cancellation of the Restricted Shares

In view of the continuous changes in the domestic and overseas macro-economic and market environment, it would be difficult to achieve the designated incentive purpose and effect if the 2021 Restricted A Share Incentive Scheme continues to be implemented. In order to better safeguard the interests of the Company, its shareholders and staff and to effectively mobilise the motivation of its core staff, after careful consideration and taking into account the actual situation of the Company, and in accordance with the relevant provisions of the “Measures for the Administration of Equity Incentives of Listed Companies”, the Company has decided to terminate the 2021 Restricted A Share Incentive Scheme and to repurchase and cancel the restricted shares granted but not yet released from sales restrictions. Documents such as the “Measures for the Evaluation and Management of the Implementation of the 2021 A Share Restricted Share Incentive Scheme”, which were implemented in conjunction with the 2021 Restricted A Share Incentive Scheme, will also be terminated.

II. Relevant Matters on Repurchase and Cancellation of Restricted Shares

(1) *Number of Restricted Shares to be repurchased and cancelled and the price*

The total number of restricted A Shares subject to the repurchase and cancellation would be 411,365 A Shares, accounting for 0.05% of the current total share capital of the Company, of which, 8 incentive objects had vacated their position and the number of restricted A Shares to be repurchased and cancelled in that regard would be 19,992 A Shares. As the Company has carried out the implementation plan for the annual A Share dividend distribution for 2022, the Company has correspondingly adjusted the repurchase price from RMB59.72 per Share to RMB42.37 per Share.

(2) *Source of funding for the repurchase and cancellation of Restricted Shares*

The amount of the repurchase price payable by the Company for the repurchase of the restricted A Shares is approximately RMB17.43 million in aggregate, all of which are from the Company’s self-owned funds.

LETTER FROM THE BOARD

III. Changes in Share Capital Structure of the Company upon the Repurchase and Cancellation of Restricted A Shares

Nature of Shares	Before the current change		Increase/ decrease (+,-) in the current change	After the current change	
	Number of Shares	Percentage		Number of Shares	Percentage
A Shares:	630,893,493	84.13%	-411,365	630,482,128	84.12%
I. Shares subject to sales restrictions	411,365	0.05%	-411,365	0	0.00%
II. Shares not subject to sales restrictions	630,482,128	84.08%		630,482,128	84.12%
H Shares:	<u>118,995,206</u>	<u>15.87%</u>		<u>118,995,206</u>	<u>15.88%</u>
Total	<u><u>749,888,699</u></u>	<u><u>100.00%</u></u>	<u><u>-411,365</u></u>	<u><u>749,477,334</u></u>	<u><u>100.00%</u></u>

IV. Impact of Termination of the 2021 Restricted A Share Incentive Scheme on the Company

The Company's repurchase and cancellation of restricted A Shares as a result of the termination of the 2021 Restricted A Share Incentive Scheme will lead to a decrease in the total share capital of the Company. The accounting treatment for terminating the incentive plan will be carried out in accordance with the relevant provisions of the Accounting Standards for Business Enterprises. The termination of the 2021 Restricted A Share Incentive Scheme and the repurchase and cancellation of the corresponding restricted A Shares will not have a significant impact on the Company's financial position, and will not affect the interests of the Shareholders. Accelerating the payment of share-based payment will affect the net profit of the Company, and the final impact of which will be subjected to the audit report issued by the accounting firm.

The Company's repurchase and cancellation of the restricted A Shares will not have a substantial impact on the Company's financial position and operating results, nor will it affect the diligence and responsibilities of the Company's management team. The Company's management team will continue to fulfill their duties diligently to create value for the Shareholders.

After the termination of the 2021 Restricted A Share Incentive Scheme, the Company will fully motivate its management and staff, as well as to promote the sustainable and healthy development of the listed company through optimizing our compensation system, improving our performance evaluation system, implementing other incentive schemes or by way of other means in due course in accordance with relevant laws and regulations after taking into full consideration the industry, market and actual situation of the Company. According to the

LETTER FROM THE BOARD

provisions of the “Management Measures for Share Incentives of Listed Companies”, the proposed termination of the 2021 Restricted A Share Incentive Scheme and the repurchase and cancellation of the related restricted A Shares are subject to the consideration and approval at the Company’s general meeting, A Share Class Meeting and H Share Class Meeting. The Company commits that no further review and disclosure of the draft equity incentive plan will be made within 3 months from the date of the announcement of the resolutions of the said Company’s general meeting, A Share Class Meeting, and H Share Class Meeting.

V. Description of Special Opinions

(1) *Opinion of the Supervisory Committee*

The procedure of the Company’s current termination of the 2021 Restricted A Share Incentive Scheme and the repurchase and cancellation of the restricted A Shares which have been granted but not yet released from sales restriction is in compliance with the relevant regulations, and the Supervisory Committee agrees with the termination of implementation of the 2021 Restricted A Share Incentive Scheme and repurchase and cancellation of 411,365 restricted A Shares which have been granted but not yet released from sales restriction by the Company, and that the documents such as the “Measures for the Evaluation and Management of the Implementation of the 2021 Restricted A Share Incentive Scheme”, which were implemented in conjunction with such scheme, will also be terminated.

(2) *Opinion of Independent Non-executive Directors*

The termination of the implementation of the 2021 Restricted A Share Incentive Scheme and the repurchase and cancellation of all restricted A Shares granted but not yet released from sales restriction are in compliance with the relevant provisions of the Company’s incentive scheme and relevant laws, regulations and regulatory documents, the number of shares to be repurchased, the repurchase price and the procedure for the termination are lawful and compliant, which would not materially affect the Company’s financial position and operation results, and there are no circumstances that would be detrimental to the interests of the Company and all Shareholders as a whole.

As such, the independent non-executive Directors concur with the Board to terminate the 2021 Restricted A Share Incentive Scheme, to repurchase and cancel the restricted A Shares granted but not yet released from sales restrictions, and to terminate the “Measures for the Evaluation and Management of the Implementation of the 2021 Restricted A Share Incentive Scheme” and other documents implemented in conjunction with it.

LETTER FROM THE BOARD

(3) Summary of the Legal Opinion

Beijing Kangda Law Firm believes that the Company has obtained the necessary approvals and authorizations for the termination and the repurchase and cancellation, which are still subject to the review and approval by the Company's general meeting. The reasons for the termination and the repurchase, and cancellation, and the quantities, prices, and sources of funds for repurchase are in compliance with the relevant provisions of the Company Law, Securities Law, Administrative Measures, and the 2021 Incentive Scheme (Draft). The termination and the repurchase, and cancellation do not harm the interests of the Company and all Shareholders. The Company still needs to fulfill the relevant approval and information disclosure obligations, complete the relevant procedures for the repurchase and cancellation of the restricted A Shares and capital reduction in a timely manner in accordance with the provisions of the Company Law, Administrative Measures, the 2021 Incentive Scheme (Draft), and other laws, regulations, and normative documents.

5. EXTRAORDINARY GENERAL MEETING AND H SHARE CLASS MEETING

The notices of the Extraordinary General Meeting and the H Share Class Meeting are set out on pages 11 to 14 of this circular.

The proxy forms for the Extraordinary General Meeting and the H Share Class Meeting are also enclosed herein and published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.joinnlabs.com). Shareholders who intend to appoint proxy/proxies to attend and vote at the Extraordinary General Meeting and H Share Class Meeting on his behalf shall complete, sign and return the proxy forms in accordance with the instructions printed thereon.

For H Shareholders, the proxy form, and if the proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the H Share Registrar, 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 Extraordinary General Meeting or H Share Class Meeting in order for such documents to be valid. For A Shareholders, the proxy form, and if the proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the headquarters of the Company in the PRC at A5 Rongjing East Street, Beijing Economic-Technological Development Area, Beijing, China not less than 24 hours before the time for holding the Extraordinary General Meeting or A Share Class Meeting in order for such documents to be valid.

LETTER FROM THE BOARD

Pursuant to the Articles of Association, for the purpose of holding the Extraordinary General Meeting or H Share Class Meeting, the register of members of H Shares will be closed from Thursday, 22 February 2024 to Tuesday, 27 February 2024 (both days inclusive), during this period no transfer of H Shares will be registered. In order to be eligible to attend and vote at the Extraordinary General Meeting and the H Share Class Meeting, non-registered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 21 February 2024. The Shareholders whose names appear on the register of members of the Company on Tuesday, 27 February 2024 are entitled to attend and vote at the Extraordinary General Meeting and the H Share Class Meeting. For information about A Shareholders' attendance at the Extraordinary General Meeting or A Share Class Meeting, please see the A Share announcement published by the Company on the website of the SSE.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairperson, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the resolutions proposed at the Extraordinary General Meeting and the H Share Class Meeting will be voted by poll.

6. RECOMMENDATION

The Directors consider that all resolutions set out in this circular are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all resolutions to be proposed at the Extraordinary General Meeting and the H Share Class Meeting.

Yours faithfully,
For and on behalf of the Board
JOINN Laboratories (China) Co., Ltd.
Feng Yuxia
Chairperson



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 FIRST EXTRAORDINARY GENERAL MEETING OF 2024

NOTICE IS HEREBY GIVEN that the First Extraordinary General Meeting of 2024 (the “EGM”) of JOINN Laboratories (China) Co., Ltd. (the “**Company**”) will be held at 2:45 p.m. on Tuesday, 27 February 2024 at A5 Rongjing East Street, Beijing Economic-Technological Development Area, Beijing, China for the following purposes of considering and, if deemed appropriate, approving the following resolutions.

SPECIAL RESOLUTIONS

1. The proposed change of the registered capital of the Company;
2. The proposed amendments to the Articles of Association of the Company;
3. The proposed termination of the 2021 Restricted A Shares Incentive Scheme and repurchase and cancellation of the restricted A Shares granted but not yet unlocked.

Details of the above resolutions proposed at the EGM are contained in the Circular, which is available on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.joinnlabs.com).

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

Beijing, China, 5 February 2024

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024

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 5 February 2024.
2. For the purpose of holding the EGM, the register of members of the Company will be closed from Thursday, 22 February 2024 to Tuesday, 27 February 2024 (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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Wednesday, 21 February 2024 for registration. The Shareholders whose names appear on the register of members of the Company on Tuesday, 27 February 2024 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time for holding the EGM or the adjourned meeting (as the case may be) (i.e. not later than 2:45 p.m. on Monday, 26 February 2024 (Hong Kong time)). 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 resolutions at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating 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 relating to the Extraordinary General Meeting, please contact Mr. Jia Fengsong (via email: jjafengsong@joinn-lab.com or telephone: +86 010 6786 9582).



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 FIRST H SHARE CLASS MEETING OF 2024

NOTICE IS HEREBY GIVEN that the first H Share Class Meeting of 2024 (the “**H Share Class Meeting**”) of JOINN Laboratories (China) Co., Ltd. (the “**Company**”) will be held at A5 Rongjing East Street, Beijing Economic-Technological Development Area, Beijing, China on Tuesday, 27 February 2024 after the conclusion of the first Extraordinary General Meeting of 2024 and the first A Share Class Meeting of 2024 and any adjournments thereof, for the following purposes of considering and, if deemed appropriate, approving the following resolutions.

SPECIAL RESOLUTIONS

To consider and approve:

1. The proposed change of the registered capital of the Company;
2. The proposed amendments to the Articles of Association of the Company; and
3. The proposed termination of the 2021 Restricted A Shares Incentive Scheme and repurchase and cancellation of the restricted A Shares granted but not yet unlocked.

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

Beijing, China, 5 February 2024

NOTICE OF THE FIRST H SHARE CLASS MEETING OF 2024

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 5 February 2024.
2. For the purpose of holding the H Share Class Meeting, the register of members of the Company will be closed from Thursday, 22 February 2024 to Tuesday, 27 February 2024 (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 H Share Class Meeting, 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 Wednesday, 21 February 2024 for registration. The Shareholders whose names appear on the register of members of the Company on Tuesday, 27 February 2024 are entitled to attend and vote at the H Share Class Meeting.
3. Shareholders who are entitled to attend and vote at the H Share Class Meeting 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time for holding the H Share Class Meeting or the adjourned meeting (as the case may be) (i.e. not later than 2:45 p.m. on Monday, 26 February 2024 (Hong Kong time)). 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 H Share Class Meeting 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 H Share Class Meeting. If corporate Shareholders appoint authorised representative to attend the H Share Class Meeting, 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 H Share Class Meeting.
7. Shareholders attending the H Share Class Meeting shall be responsible for their own travel and accommodation expenses.
8. All resolution(s) at the H Share Class Meeting will be taken by poll (except where the chairman decides to allow a resolution relating 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 relating to the H Share Class Meeting, please contact Mr. Jia Fengsong (via email: jiafengsong@joinn-lab.com or telephone: +86 010 6786 9582).