
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) PROPOSED APPOINTMENT OF DIRECTORS;
(4) NOTICE OF THE FIRST
EXTRAORDINARY GENERAL MEETING OF 2025;
AND
(5) NOTICE OF THE FIRST H SHARE CLASS MEETING OF 2025**

The notice convening the Extraordinary General Meeting and the notice convening the H Share Class Meeting to be held at Room 1904, T6, Hans Plaza, Beijing Economic-Technological Development Area, Beijing, China on Thursday, 23 January 2025 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 Wednesday, 22 January 2025 (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.

6 January 2025

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
1. INTRODUCTION	4
2. PROPOSED CHANGE OF THE REGISTERED CAPITAL OF THE COMPANY	4
3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION .	4
4. PROPOSED APPOINTMENT OF DIRECTORS	7
5. EXTRAORDINARY GENERAL MEETING AND H SHARE CLASS MEETING	11
6. RECOMMENDATION	12
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2025	13
NOTICE OF THE FIRST H SHARE CLASS MEETING OF 2025	17

DEFINITIONS

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

“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 2025 to be held on Thursday, 23 January 2025
“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 Room 1904, T6, Hans Plaza, Beijing Economic-Technological Development Area, Beijing, China on Thursday, 23 January 2025 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 13 to 16 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 2025 to be held on Thursday, 23 January 2025 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 17 to 18 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
“Latest Practicable Date”	3 January 2025, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“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



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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. Gao Dapeng

Ms. Sun Yunxia

Independent Non-executive Directors:

Mr. Sun Mingcheng

Dr. Zhai Yonggong

Mr. Ou Xiaojie

Mr. Zhang Fan

Registered Office:

A5 Rongjing East Street
Beijing Economic-Technological
Development Area
Beijing, 100176, China

*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

6 January 2025

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) PROPOSED APPOINTMENT OF DIRECTORS;
(4) NOTICE OF THE FIRST
EXTRAORDINARY GENERAL MEETING OF 2025;
AND
(5) NOTICE OF THE FIRST H SHARE CLASS MEETING OF 2025**

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 Thursday, 23 January 2025, 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

By reason of factors including (i) the capitalisation of reserve; (ii) the repurchase and cancellation of restricted A Shares pursuant to the 2019 Restricted A Shares Incentive Scheme and 2021 Restricted A Shares Incentive Scheme; and (iii) the termination of the 2021 Restricted A Share Scheme, and the repurchase and cancellation of Restricted A Shares granted and yet unlocked thereunder, 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 has increased from 535,678,676 shares to 749,477,334 shares and the registered capital has increased from RMB535,678,676 to RMB749,477,334, both as at the Latest Practicable Date. As a result of the changes of the registered capital of the Company, the Board proposed to change the registered capital of the Company from RMB535,678,676 (divided into 535,678,676 shares) to RMB749,477,334 (divided into 749,477,334 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

According to the Company Law of the PRC, the Guidance for the Articles of Association of Listed Company, the Listing Rules of the Shanghai Stock Exchange, the Board proposes to make the following amendments to the Articles of Association:

Original Articles	Amended Articles
Article 6 The registered capital of the Company is RMB535,678,676.	Article 6 The registered capital of the Company is RMB749,477,334.
Article 8 The chairman of the Board of Directors shall be the legal representative of the Company.	Article 8 The legal representative of the Company shall be the chairman who executes the Company's affairs on behalf of the Company.

LETTER FROM THE BOARD

Original Articles	Amended Articles
<p>Article 11 Senior management under these Articles of Association shall refer to the general manager, the vice general manager, the secretary to the Board and the chief financial officer of the Company.</p>	<p>Article 11 Senior management under these Articles of Association shall refer to the general manager, the vice general manager, the secretary to the Board and the person in-charge of finance of the Company.</p>
<p>Article 22</p> <p>.....</p> <p>The shareholding of the Company is: 535,678,676 ordinary shares, including 450,682,100 shares held by shareholders of domestically listed domestic shares, accounting for approximately 84.13% of the total share capital of the Company; 84,996,576 shares held by shareholders of H Shares, accounting for approximately 15.87% of the total share capital of the Company.</p>	<p>Article 22</p> <p>.....</p> <p>The shareholding of the Company is: 749,477,334 ordinary shares, including 630,482,128 shares held by shareholders of domestically listed domestic shares, accounting for approximately 84.12% of the total share capital of the Company; 118,995,206 shares held by shareholders of H Shares, accounting for approximately 15.88% of the total share capital of the Company.</p>
<p>Article 65</p> <p>.....</p> <p>The chairman of the Board of Directors of the Company shall act as the first accountable person for the “freezing upon misappropriation” mechanism, whose relevant work shall be assisted by the chief financial officer and the secretary to the Board.</p>	<p>Article 65</p> <p>.....</p> <p>The chairman of the Board of Directors of the Company shall act as the first accountable person for the “freezing upon misappropriation” mechanism, whose relevant work shall be assisted by the person-in-charge of finance and the secretary to the Board.</p>

LETTER FROM THE BOARD

Original Articles	Amended Articles
<p>Article 153 The Board of Directors exercises the following powers:</p> <p>.....</p> <p>(X) based on the nomination of the chairman, appoint or dismiss the general manager of the Company and the secretary of the Board of Directors; based on the nomination of the general manager, appoint or dismiss senior management of the Company such as the vice manager, the chief financial officer, and determine their remuneration, rewards and punishment;</p> <p>.....</p>	<p>Article 153 The Board of Directors exercises the following powers:</p> <p>.....</p> <p>(X) based on the nomination of the chairman, appoint or dismiss the general manager of the Company and the secretary of the Board of Directors; based on the nomination of the general manager, appoint or dismiss senior management of the Company such as the vice manager, the person-in-charge of finance, and determine their remuneration, rewards and punishment;</p> <p>.....</p>
<p>Article 159 The chairman shall exercise the following functions and powers:</p> <p>.....</p> <p>(VI) to nominate the general manager and the chief financial officer;</p> <p>.....</p>	<p>Article 159 The chairman shall exercise the following functions and powers:</p> <p>.....</p> <p>(VI) to nominate the general manager and the person-in-charge of finance;</p> <p>.....</p>
<p>Article 181 The Company shall have one general manager, several vice general managers, one chief financial officer and one secretary of the Board of Directors and they shall be appointed or dismissed by the Board of Directors.</p>	<p>Article 181 The Company shall have one general manager, several vice general managers, one person-in-charge of finance and one secretary of the Board of Directors and they shall be appointed or dismissed by the Board of Directors.</p>

LETTER FROM THE BOARD

Original Articles	Amended Articles
<p>Article 185 The general manager is accountable to the Board of Directors and exercises the following powers:</p> <p>.....</p> <p>(VI) propose the appointment or dismissal of the Company's vice general manager and chief financial officer to the Board of Directors;</p> <p>.....</p>	<p>Article 185 The general manager is accountable to the Board of Directors and exercises the following powers:</p> <p>.....</p> <p>(VI) propose the appointment or dismissal of the Company's vice general manager and the person-in-charge of finance to the Board of Directors;</p> <p>.....</p>

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. PROPOSED APPOINTMENT OF DIRECTORS

On 30 October 2024, the Board resolved to propose that Ms. Luo Xi be appointed as an executive Director. On 20 December 2024, the Board further resolved to propose that Mr. Gu Jingliang be appointed as an executive Director; and that each of Mr. Yang Fuquan, Mr. Yang Changyun and Mr. Ying Fangtian be appointed as an independent non-executive Director.

LETTER FROM THE BOARD

The biographical details of each of the proposed Directors are set out below:

Executive Directors

Ms. Luo Xi (羅樺), aged 47, is a Ph.D. of Micrological and Biochemical Pharmacology. From July 2007 to April 2012, Ms. Luo served as an analyst and industry leader of the pharmaceutical industry in the securities research and development department of CSC Financial Co., Ltd.; from May 2012 to March 2015, she worked as an analyst of medical health industry in Zhong De Securities Company Limited (中德證券有限責任公司); from March 2015 to September 2021, she worked as an executive director and deputy head of healthcare group of global investment banking committee in CITIC Securities Co., Ltd. (中信証券股份有限公司); from September 2021 to November 2023, she served as the chief financial officer of CanSino Biologics Inc.; from December 2023 onwards, she served as the deputy general manager of the Company.

Mr. Gu Jingliang (顧靜良), aged 44, possesses a master's degree. He joined JOINN Laboratories (China) Co., Ltd. in April 2006 and has successively served as the head of pharmacodynamics/toxicology, the deputy director and director of drug metabolism laboratory, and the director of marketing and sales department. He is currently the deputy General Manager and Chief Brand Officer of the Company.

As at the Latest Practicable Date, Mr. Gu Jingliang held 269,801 A shares of the Company, representing 0.036% of the Company's total shares. Mr. Gu Jingliang's spouse is the granddaughter of the aunt of Ms. Feng Yuxia, a controlling shareholder and the Chairperson of the Company.

As at the Latest Practicable Date, save as disclosed above, each of Ms. Luo Xi and Mr. Gu Jingliang has confirmed that (i) she/he has no relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company; (ii) other than Mr. Gu Jingliang being the director and general manager of certain subsidiaries of the Group, she/he does not hold any other position with the Company or its subsidiaries; (iii) she/he did not hold any directorships in any other listed companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years; and (iv) she/he is not interested in nor is deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Each of Ms. Luo Xi and Mr. Gu Jingliang has confirmed that, as at the Latest Practicable Date, save as disclosed in this circular, there are no other matters relating to her/his appointment that need to be brought to the attention of the shareholders or the Stock Exchange or to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

LETTER FROM THE BOARD

Independent Non-Executive Directors

Mr. Yang Fuquan (楊福全), aged 59, possesses a doctoral degree. He graduated from Zhengzhou University in July 1987, majoring in analytical chemistry, and received a bachelor's degree in science. In December 1992, he graduated from the Lanzhou Institute of Chemical Physics, Chinese Academy of Sciences, majoring in analytical chemistry, and received a Ph. D degree in science. From December 1992 to June 1995, he engaged in postdoctoral research in the Department of Environmental Chemistry, National Institute of Environmental Research, Japan Environment Agency; from June 1995 to December 2000, he served as an associate researcher at the Beijing Institute of New Technology Applications; from December 2000 to June 2004, he served as a visiting scholar at the National Institutes of Health (NIH) and the National Heart, Lung, and Blood Institute (NHLBI). From July to August 2006, he served as a senior visiting scholar at the Scripps Research Institute in the United States; from June 2004 to the present, he has been a researcher at the Institute of Biophysics, Chinese Academy of Sciences, a director of the Proteomics Technology Laboratory of the Research Platform for Protein Sciences, a chief scientist of mass spectrometry and a doctoral supervisor; from October 2005 to the present, he has been a member of Chinese Proteomics Professional Committee and a committee member of the Mass Spectrometry Branch of the Chinese Physical Society; from October 2015 to the present, he has been a position professor at the University of Chinese Academy of Sciences and a doctoral supervisor; from October 2017 to the present, he has been a deputy director committee member of the Professional Committee on Extracellular Vesicle Research and Application, Chinese Society of Research Hospitals; from October 2023 to the present, he has been a deputy director member of the Academic Committee of the School of Life Sciences, Beijing University of Chinese Medicine and a member of the First Academic Committee of the National Key Laboratory of Nephrology, the General Hospital of Chinese People's Liberation Army.

Mr. Yang Changyun (陽昌雲), aged 54, possesses the qualification of certified public accountant and a Ph.D. degree in management (accounting). He graduated from Lanzhou Commercial College (now known as Lanzhou University of Finance and Economics) with a Bachelor's Degree in Accounting in June 1993, and obtained a Master's Degree in Accounting from the Institute of Fiscal Science, Ministry of Finance (now known as Chinese Academy of Financial Sciences) in September 1999, and a Ph.D. degree in management (accounting) from the Institute of Fiscal Science, Ministry of Finance (now known as Chinese Academy of Financial Sciences) in September 2011. From July 1993 to September 1999, he served as a lecturer in the Department of Accounting of Ningbo University; from May to November 2000, he served as a project manager of the Investment Banking Department of Guosen Securities Co., Ltd.; from February 2001 to March 2007, he served as manager of the Listed Company Department of Shanghai Stock Exchange; from April 2007 to August 2009, he served as an assistant to the chief executive of Industrial Securities Co., Ltd.; from September 2009 to January 2015, he served as the secretary of the board of directors and the chief financial officer of Hongyuan Securities Co., Ltd.; from January 2015 to December 2020, he served as the deputy general manager, the secretary to the board of directors and the chief financial officer of Shenwan

LETTER FROM THE BOARD

Hongyuan Group Co., Ltd.; from February 2021 to May 2023, he served as the business director of asset management of Guodu Securities Co., Ltd.; from September 2023 to date, he has been the chairman of Beijing Shenrun Private Equity Fund Management Co., Ltd.

Mr. Ying Fangtian (應放天), aged 54. He was elected as an academician of the European Academy of Engineering in May 2024 and appointed as the president of the National EcoIndustrial Design Institute (EIDI) in 2020. From July 2005 to August 2010, he served as a deputy director and associate professor of the Department of Industrial Design, the College of Computer Science and Technology, Zhejiang University; from July 2005 to date, he has been a director and professor of the Ministry of Education's Engineering Center for ComputerAided Product Innovation Design (計算機輔助產品創新設計教育部工程中心); from April 2010 to November 2023, he has been the general manager of Hangzhou Gaoyue Technology Co., Ltd. (杭州高越科技有限公司); from April 2007 to date, he has been the chairman and general manager of Hangzhou Yinao Intelligent Technology Co., Ltd. (杭州億腦智能科技有限公司); from May 2008 to date, he has been a deputy director and professor of Zhejiang Provincial Key Laboratory of Service Robotics; from October 2009 to August 2019, he served as executive director and general manager of Xuzhou Zhongkuang Anxin Science and Technology Co., Ltd. (徐州中礦安信科技有限公司); from February 2010 to date, he has been a executive vice president and professor of International Design Institute of Zhejiang University; from August 2014 to April 2024, he served as a executive director and general manager of Hangzhou Yinao Innovation Workshop Co., Ltd. (杭州億腦創新工場有限公司); from March 2015 to date, he has been the vice president and secretary-general of China Industrial Design Association; from August 2015 to June 2022, he served as a supervisor of Zhejiang Yiqu Culture Development Co., Ltd. (浙江逸趣文化發展有限公司); from August 2018 to present, he has been a supervisor of Hangzhou Yilian Industrial Design Co., Ltd. (杭州易鏈工業設計有限公司); from June 2018 to July 2024, he served as an independent director of Zhejiang Zhongyin Fashion Co., Ltd. (浙江中胤時尚股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300901.SZ).

As at the Latest Practicable Date, save as disclosed above, each of Mr. Yang Fuquan, Mr. Yang Changyun, and Mr. Ying Fangtian has confirmed that (i) he has no relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")) of the Company; (ii) he does not hold any other position with the Company or its subsidiaries; (iii) he did not hold any directorships in any other listed companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years; and (iv) he is not interested in nor is deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

LETTER FROM THE BOARD

In addition, each of Mr. Yang Fuquan, Mr. Yang Changyun, and Mr. Ying Fangtian have confirmed that, as at the Latest Practicable Date, save as disclosed in this circular, there are no other matters relating to his appointment that need to be brought to the attention of the shareholders or the Stock Exchange or to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Each of Mr. Yang Fuquan, Mr. Yang Changyun, and Mr. Ying Fangtian has also confirmed that, as at the Latest Practicable Date, (i) he meets the independence requirement in relation to each of the factors set out in Rules 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Subject to the approval of the appointment of each of Ms. Luo Xi, Mr. Gu Jingliang, Mr. Yang Fuquan, Mr. Yang Changyun, and Mr. Ying Fangtian at the EGM, the Company will enter into a service contract with Ms. Luo Xi, Mr. Gu Jingliang, Mr. Yang Fuquan, Mr. Yang Changyun, and Mr. Ying Fangtian for a term commencing from the date of the approval of the appointment of them at the EGM and ending on the expiry of the term of the fourth session of the Board, respectively. The remuneration of Ms. Luo Xi, Mr. Gu Jingliang, Mr. Yang Fuquan, Mr. Yang Changyun, and Mr. Ying Fangtian will be determined by the Board with reference to their respective duties and responsibilities of the Group.

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 13 to 18 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 Monday, 20 January 2025 to Thursday, 23 January 2025 (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 Friday, 17 January 2025. The Shareholders whose names appear on the register of members of the Company on Thursday, 23 January 2025 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 2025

NOTICE IS HEREBY GIVEN that the first Extraordinary General Meeting of 2025 (the “EGM”) of JOINN Laboratories (China) Co., Ltd. (the “**Company**”) will be held at 2:45 p.m. on Thursday, 23 January 2025 at Room 1904, T6, Hans Plaza, Beijing Economic-Technological Development Area, Beijing, China for the following purposes:

To consider and approve the resolutions by way of non-cumulative voting:

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.

To consider and approve the following resolutions by way of cumulative voting:

ORDINARY RESOLUTIONS

3. To elect the following candidates as executive Directors:
 - (i) Ms. Luo Xi;
 - (ii) Mr. Gu Jingliang;
4. To elect the following candidates as independent non-executive Directors:
 - (i) Mr. Yang Fuquan;
 - (ii) Mr. Yang Changyun;
 - (iii) Mr. Ying Fangtian.

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, 6 January 2025

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2025

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 6 January 2025.
2. For the purpose of holding the EGM, the register of members of the Company will be closed from Monday, 20 January 2025 to Thursday, 23 January 2025 (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 Friday, 17 January 2025 for registration. The Shareholders whose names appear on the register of members of the Company on Thursday, 23 January 2025 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 Wednesday, 22 January 2025 (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. Attention: According to the Articles of Association, cumulative voting system will be adopted in respect of the above resolutions no. 3 and 4, and other resolutions will be voted by one-share-one-vote system.

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2025

In this election of Directors, independent non-executive Directors and other Board members are elected separately. The number of executive Directors and independent non-executive Directors to be elected in the EGM will be two and three, respectively. To ensure that your voting rights is fully exercised, the following notes basing on resolution no. 3 as an example briefly explain matters that you should be aware of when completing the number of votes under the “cumulative voting system” (matters to be aware of in respect of resolution no. 4 is the same as for resolution no. 3). Please refer to the following explanation and fill in your votes for resolutions no. 3 and 4:

- (i) In respect of resolution no. 3, each share you hold has voting rights equal to the total number of executive Directors to be elected. For example, if you hold 1 million shares, and the total number of executive Directors to be elected is two, the total number of shares for which you have the voting rights under resolution no. 3 will be 2 million shares (i.e. 1 million shares \times 2 = 2 million shares).
- (ii) Please state the number of votes in the column “for” and/or “against” and/or “abstain” you give to each of the candidates for election as executive Director. Please note that you may give equal number of votes to each candidate, or give all your votes as represented by the shares you hold to one particular candidate as executive director, or a certain number of votes as represented by the shares you hold to certain candidates (one to two, similar hereinafter) as executive Director. For example, if you own 1 million shares of the Company, and two executive Directors should be elected in this election, the total number of shares for which you have the voting rights under resolution no. 3 is 2 million shares. Out of the 2 million shares, you can either share your voting rights equally to 2 candidates for election as executive Directors so that you may vote 1 million shares to each candidate (vote for or against); or, give all of the 2 million votes to one particular candidate as executive Director (either for or against), or, 0.5 million shares to candidate A (either for or against), 1.5 million shares to candidate B (either for or against) as executive Director, etc.
- (iii) After you have allocated all the voting rights represented by all of the shares held by you to a certain number of candidates for executive Directors, you do not have further voting rights in respect of other candidates for executive Director. That is, the sum of all the voting rights you voted for or against the two candidates for election as executive Director shall not exceed the total number of voting rights represented by the shares held by you.
- (iv) Please note with particular attention that, if the total number of votes you have exercised and allocated to a certain number of candidates for executive Director exceeds the total number of voting rights represented by the shares held by you, all your votes shall become void, and you will be deemed to be abstained from voting. If the total number of votes you have exercised and allocated to a certain number of candidates for executive Director is less than the total number of voting rights represented by the shares held by you, your votes are valid, and those votes not exercised will be deemed as being abstained from voting. For example, if you own 1 million shares, and two executive Directors should be elected in this election, the total number of votes as represented by your shares under resolution no. 3 will be 2 million: (a) if you have stated “2 million shares” in the column “for” (or “against”) in the cumulative voting system in favor of one particular candidate for executive Director, then your voting rights are fully utilized, and you do not have any further votes in relation to other candidates for executive Director. If you have stated the number of shares (other than 0 shares) in other corresponding columns under resolution no. 3, then all your votes in respect of resolution no. 3 will become void; or (b) if you have stated “0.5 million shares” in the column “for” (or “against”) in the cumulative voting system in favor of candidate A, and “0.5 million shares” in the column “for” (or “against”) in the cumulative voting system in favor of candidate B, then your votes as represented by such 1 million shares are valid, whilst the remaining 1 million shares which have not been allocated shall be deemed to have been abstained from voting.

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2025

- (v) Where the total number of votes in favor of a candidate for executive Director exceeds one-half of the total number of shares with voting rights represented by Shareholders attending the general meeting (based on the non-cumulative number of shares) and the “votes” for exceed the votes “against”, that candidate will be elected as an executive Director.
10. References to time and dates in this notice are to Hong Kong time and dates.
 11. 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 2025

NOTICE IS HEREBY GIVEN that the first H Share Class Meeting of 2025 (the “**H Share Class Meeting**”) of JOINN Laboratories (China) Co., Ltd. (the “**Company**”) will be held at Room 1904, T6, Hans Plaza, Beijing Economic-Technological Development Area, Beijing, China on Thursday, 23 January 2025 after the conclusion of the first Extraordinary General Meeting of 2025 and the first A Share Class Meeting of 2025 and any adjournments thereof, for the following purposes:

To consider and approve the resolutions by way of non-cumulative voting:

SPECIAL RESOLUTIONS

1. The proposed change of the registered capital of the Company; and
2. The proposed amendments to the Articles of Association of the Company.

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

Beijing, China, 6 January 2025

NOTICE OF THE FIRST H SHARE CLASS MEETING OF 2025

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 6 January 2025.
2. For the purpose of holding the H Share Class Meeting, the register of members of the Company will be closed from Monday, 20 January 2025 to Thursday, 23 January 2025 (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 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 Friday, 17 January 2025 for registration. The Shareholders whose names appear on the register of members of the Company on Thursday, 23 January 2025 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 Wednesday, 22 January 2025 (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).