



# 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)

### PROXY FORM

#### FOR THE FIRST EXTRAORDINARY GENERAL MEETING OF 2025 TO BE HELD ON THURSDAY, 23 JANUARY 2025 (OR AT ANY ADJOURNMENT THEREOF)

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of <sup>(Note 2)</sup> \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 3)</sup> \_\_\_\_\_ A shares / \_\_\_\_\_ H shares of RMB1.00 each in the share capital of the JOINN Laboratories (China) Co., Ltd. (the "Company"), hereby appoint the Chairman of the meeting <sup>(Notes 4 and 5)</sup> or \_\_\_\_\_ of (address) \_\_\_\_\_ to act as my/our proxy to attend and vote for me/us and on my/our behalf at the 2025 first Extraordinary General Meeting (the "EGM") of the Company to be held at 2:45 p.m., on Thursday, 23 January 2025 at Room 1904, T6, Hans Plaza, Beijing Economic-Technological Development Area, Beijing, the People's Republic of China (the "PRC"), 100176 and at any adjournment thereof and to exercise all rights conferred on proxies according to the following indications under laws, regulations and the articles of association of the Company in respect of the resolutions set out in the notice of the EGM as hereunder, or if no such indication is given, as my/our proxy thinks fit.

I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the meeting.

No.	RESOLUTIONS BY WAY OF NON-CUMULATIVE VOTING	FOR <sup>(Note 6)</sup>	AGAINST <sup>(Note 6)</sup>	ABSTAIN <sup>(Note 6)</sup>
	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			
No.	RESOLUTIONS BY CUMULATIVE VOTING	FOR <sup>(Note 6)</sup> (Please fill in the number of votes)	AGAINST <sup>(Note 6)</sup> (Please fill in the number of votes)	ABSTAIN <sup>(Note 6)</sup> (Please fill in the number of votes)
	Ordinary Resolutions			
3.	(i) To elect Ms. Luo Xi as an executive Director			
	(ii) To elect Mr. Gu Jingliang as an executive Director			
4.	(i) To elect Mr. Yang Fuquan as an independent non-executive Director			
	(ii) To elect Mr. Yang Changyun as an independent non-executive Director			
	(iii) To elect Mr. Ying Fangtian as an independent non-executive Director			

Signature <sup>(Note 7)</sup>: \_\_\_\_\_

Dated: \_\_\_\_\_ 2025

#### Notes:

- Please insert full name(s) in **BLOCK CAPITALS**.
- Please insert full address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all shares of the Company registered in your name(s).
- If you are a Shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to attend instead of you and to vote on your behalf. A proxy need not be a Shareholder of the Company, but must attend the meeting in person in order to represent you.
- If a proxy other than the Chairman of the meeting is preferred, cross out the words "the Chairman of the meeting" and insert the full name and address of the proxy (or proxies) desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. Any changes made to this proxy form must be initialed by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING, TICK THE APPROPRIATE BOX MARKED "ABSTAIN".** If you return this proxy form without indicating as to how your proxy is to vote on any particular matter, the person appointed as your proxy will exercise his/her discretion as to whether he/she votes and, if so, how and, unless instructed otherwise, he/she may also vote or abstain from voting as he/she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting. The shares abstained will be counted in the calculation of the required majority.
- 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.

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:

- 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 x 2 = 2 million shares).
- 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 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.
  - (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.
8. This proxy form must be signed and dated by the Shareholder or his/her attorney duly authorized in writing. If the Shareholder is a company, it should execute this proxy form under its common seal or by its directors or (a) person(s) duly authorised to sign on its behalf. In case of joint holders, only the person whose name stands first on the register of members may attend and vote at the EGM, either in person or by proxy.
  9. To be valid, this proxy form, together with the power of attorney or other authority, if any, under which it is signed, or a notarized copy of such power of attorney or authority, must be completed and deposited at the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H shares), or at the Company's headquarters in the PRC, at A5 Rongjing East Street, Beijing Economic-Technological Development Area, Beijing, the PRC (for holders of A shares), at least 24 hours before the time appointed for holding the meeting or any adjournment thereof.
  10. Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting in person if you so wish.
  11. Shareholders or their proxies attending the meeting shall produce their identity documents.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.