JOINN Laboratories (China) Co., Ltd.
Terms of Reference of the Strategic Development Committee of the Board of Directors

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to meet the strategic development of the Company, strengthen the core competitiveness, determine development plans, improve investment decision-making procedures, make decisions in a more democratic and scientific way, improve the efficiency and quality of major investment decisions, and enhance the corporate governance structure, the Company set up the Strategic Development Committee under the Board of Directors and formulated these Terms of Reference in accordance with the Company Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules"), the Corporate Governance Code in Appendix 14 to the Hong Kong Listing Rules, the Articles of Association of JOINN Laboratories (China) Co., Ltd. (the "Articles of Association") and other relevant provisions.

Article 2 The Strategic Development Committee under the Board of Directors is a specific working body under the Board of Directors. Its main responsibilities are to study the

CHAPTER 3 DUTIES AND AUTHORITIES

Article 8 The major duties and authorities of the Strategic Development Committee shall include:

(I) To research and make recommendations on the long-term development strategic plans of the Company;

(II) To research and make recommendations on major investment and financing schemes which require the approval of the Board of Directors as stipulated in the Articles of Association or authorized at the general meeting;

(III) To research and make recommendations on major capital operations and asset operation projects which require the approval of the Board of Directors as stipulated in the Articles of Association or authorized at the general meeting;

(IV) To research and make recommendations on other major issues affecting the development of the Company;

(V) To check the implementation of the above matters;

(VI) To deal with other matters authorized by the Board of Directors.

Article 9 The Strategic Development Committee shall be accountable to the Board of Directors. The resolutions proposed by the committee shall be submitted to the Board of Directors for consideration and approval.

CHAPTER 4 DECISION-MAKING PROCEDURES

Article 10 The decision-making procedures of the Strategic Development Committee shall include:

(I) The Strategic Development Committee shall convene a meeting to discuss the proposals submitted by the Company. The results of the discussion shall be submitted to the Board of Directors.

(II) The investment review team shall be responsible for making preliminary preparations for the decision-making of the Strategic Development Committee and providing relevant information of the Company:

1. The relevant departments of the Company or the person in charge of the Company's subsidiaries or enterprises in which the Company has equity interests shall submit information about major investment and financing, capital operation, intentions of assets operation projects, preliminary feasibility reports and general information of the partners;

2. The investment review team shall carry out preliminary review and put forward a written opinion on the approval of the project, which shall be filed to the Strategic Development Committee;

3. The relevant departments of the Company or the Company's subsidiaries or enterprises in which the Company has equity interests shall hold discussions with external parties regarding the agreements, contracts, articles of association, feasibility study reports and other relevant issues and report to the investment review team;

4. The investment review team shall review and issue written opinions, and make a formal proposal to the Strategic Development Committee.

Article 11 The Strategic Development Committee shall convene a meeting to discuss the proposals submitted by the investment review team. The results of the discussion shall be submitted to the Board of Directors and shall feed back to the investment review team.

CHAPTER 5 RULES OF PROCEDURE

Article 12 For convening the meeting of the Strategic Development Committee, the convener shall give a notice of the meeting to all members three days prior to that meeting. The meeting shall be chaired by the chairperson. If the convener cannot attend the meeting, he/she may appoint another member to chair the meeting.

Article 13 A meeting of the Strategic Development Committee shall be convened only with the presence of more than two thirds of the members. Each member shall be entitled to one vote. Resolutions of a meeting must be adopted by the affirmative votes of more than half of all the members.

Article 14 Members shall vote by a show of hands or in written form at the meeting of the Strategic Development Committee. A meeting may be held by correspondence under particular circumstances.

Article 15 Members of the investment review team may attend the meeting of the Strategic Development Committee. The Strategic Development Committee may, if necessary, also invite directors, supervisors and other management personnel of the Company to attend the meeting.

Article 16 The Strategic Development Committee may, if necessary, engage an intermediary institution to provide professional advice on its decisions. The cost shall be borne by the Company. The cost incurred by the Strategic Development Committee in performing its duties shall be borne by the Company.

Article 17 The procedures for convening a meeting, the method of voting and the resolutions passed at a meeting of the Strategic Development Committee shall comply with the provisions of the relevant laws, regulations, the Articles of Association and these Terms of Reference.

Article 18 The Strategic Development Committee shall keep minutes of its meetings. Minutes of meetings of the Strategic Development Committee shall record in sufficient details the matters considered at the meetings and the decisions reached, including any concerns raised by members or dissenting views expressed. Members present at a meeting shall sign the minutes of the meeting which shall be kept by the secretary to the Board of Directors. Any member who has opinions on or objects to the minutes shall not be required to sign, but shall submit a written opinion to the secretary to the Board of Directors within the aforementioned period. If errors or omissions occur to the minutes, the secretary to the Board of Directors shall revise and the members shall sign after such revision.

Article 19 Any resolutions passed and the result of any polls taken at a meeting of the Strategic Development Committee shall be reported in written form to the Board of Directors.

Article 20 Members present at the meetings shall have an obligation to keep all matters discussed at such meetings confidential.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 21 These Terms of Reference shall come into effect on the date the resolution of the Board of Directors is approved and the date of listing and trading of the overseas listed foreign shares under the public issuance by the Company on The Stock Exchange of Hong Kong Limited. Since the effective date hereof, the original Terms of Reference for the Strategic Development Committee under the Board of Directors shall automatically become invalid and void.

Article 22 For matters not covered in these Terms of Reference, they shall be implemented subject to the provisions of the relevant laws and regulations of the state, the listing rules of the stock exchange in the place where the Company's shares are listed and the Articles of Association. In the event that these Terms of Reference contravene the relevant laws and regulations of the state, the listing rules of the stock exchange in the place where the Company's shares are listed and the Articles of Association amended pursuant to the legal procedures, it shall be implemented subject to the provisions of the relevant laws and regulations of the state, the listing rules of the stock exchange in the place where the Company's shares are listed and the Articles of Association and shall be amended promptly.

Article 23 The power of interpretation of these Terms of Reference shall be vested in the Board of Directors.

JOINN Laboratories (China) Co., Ltd.
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