

JOINN Laboratories (China) Co., Ltd.

Terms of Reference of the Nomination Committee of the Board of Directors

CHAPTER I GENERAL PROVISIONS

Article 1 In order to standardize the selection of senior management of the Company, optimize the composition of the board (the “Board”) of directors (the “Directors”) and perfect the Company’s governance structure. The Company has set up a Nomination Committee of the Board and formulated these Terms of Reference pursuant to the Company Law of the People’s Republic of China, the Self-Regulatory Guidelines for Listed Companies of Shanghai Stock Exchange No. 1 – Standardized Operation (the “Self-Regulatory Guidelines”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) , the Corporate Governance Code in Appendix C1 to the Hong Kong Listing Rules, the Articles of Association of JOINN Laboratories (China) Co., Ltd. (hereinafter referred to as the “Articles of Association”) and other relevant regulations.

Article 2 The Nomination Committee of the Board is a specialized working body set up under the Board. It is mainly responsible for selecting and making recommendations on the candidates, selection criteria and procedures of the Company’s Directors and managers.

CHAPTER II COMPOSITION

Article 3 The Nomination Committee shall consist of three Directors, including two independent directors, the convener shall be independent directors.

Article 4 Members of the Nomination Committee shall be nominated by the chairman of the Board, or more than one-half of the independent directors or more than one-third of all the directors, and shall be elected by the Board.

Article 5 The Nomination Committee shall have one convener, who shall be acted by an independent director member, shall be responsible for presiding over the committee, and shall be determined by the Board.

Article 6 Members of the Nomination Committee shall be acted by the Directors of the Company, the term of office of which shall be in congruence with that of the Board, both of which shall be three years, and its members may be re-elected upon the expiry of the current term of office. But the consecutive tenure of an independent director as a committee member shall not exceed six years. If any member no longer maintains the position as a Director of the Company during his/her term of office, he/she shall automatically disqualify as a member, and the vacancy shall be filled by the Board in accordance with the provisions of this chapter.

Article 7 The secretary to the Board shall be responsible for the daily affairs of the Nomination Committee.

CHAPTER III DUTIES AND AUTHORITIES

Article 8 The Nomination Committee of the Company is responsible for formulating the criteria and procedures for the selection of directors and senior management personnel, selecting and reviewing the candidates for directors and senior management personnel and their qualifications, and making recommendations to the Board of Directors on the following matters:

- (1) appointing or removing of directors: reviewing the structure, size and composition (including skills, knowledge and experience) of the Board at least once a year and making recommendations to the Board on the size and composition of the Board based on the Company's operating activities, asset size and equity structure; when considering the composition of the members of the Board, ensuring the balance between executive and non-executive directors (including independent directors) and considering from multiple aspects of the diversity of the members of the Board, including but not limited to their gender, age, cultural and educational background and professional experience; and formulating and reviewing the Board diversity policy;
- (2) appointing or removing of senior executives;
- (3) studying the selection criteria and procedures for Directors and managers and making recommendations to the Board;
- (4) extensively identifying candidates who are qualified to act as Directors and managers, and selecting and nominating relevant persons to act as Directors or offering advice to the Board;
- (5) examining and making recommendations in relation to the candidates for the roles of Directors (including independent directors) and managers;
- (6) examining and making recommendations in relation to other senior management who shall be reported to the Board for appointment;
- (7) making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors (in particular, the chairman) and the general manager;
- (8) evaluating the independence of the independent directors;
- (9) other matters as authorized by the Board.

If the Board of Directors does not adopt, or does not fully adopt, the recommendations of the Nomination Committee, the opinion of the Nomination Committee and the specific reasons for not adopting the recommendations shall be recorded in the board resolutions and be disclosed.

Article 9 The Nomination Committee shall be accountable to the Board, and shall submit its proposals to the Board for consideration and decision.

CHAPTER IV DECISION-MAKING PROCEDURES

Article 10 In accordance with the provisions of relevant laws and regulations, listing rules of the stock exchange where the shares of our Company are listed and the Articles of Association, the Nomination Committee shall study conduct qualifications review of the nominated individuals, with reference to the Company's actual situation. Any resolution made in this regard shall be formed into clear opinion and submitted to the Board for approval and shall be implemented accordingly.

Article 11 The selection procedures for appointments of Directors and managers are as follows:

- (1) the Nomination Committee shall actively communicate with the Company's relevant departments, study the Company's requirements for new Directors and managers and produce written reports;
- (2) the Nomination Committee may search extensively for candidates for the roles of Directors and managers within the Company and its holding (associated) companies as well as on the human resources market;
- (3) collect all information about the occupation, academic qualifications, titles, detailed work experience, part-time work experience, and records of major dishonesty or adverse (if has) of the shortlisted candidates and produce written reports;
- (4) obtain consent from the nominees regarding the nomination; otherwise, they shall not be considered as candidates for the roles of Directors or managers;
- (5) convene a meeting of the Nomination Committee and conduct a qualification review on the shortlisted candidate(s) according to the employment requirements of Directors and managers;
- (6) one to two months prior to the election of new Directors and the appointment of new managers, submit proposals and relevant materials to the Board for candidates for the roles of Directors and managers;
- (7) carry out other follow-up work according to the decisions of and feedback of the Board.

CHAPTER V PROCEDURAL RULES

Article 12 The Nomination Committee shall notify all its members three days prior to the meeting. The meeting shall be chaired by the convener. Where the convener is unable to attend, he/she may authorize another member of committee (independent director) to preside over the meeting.

Article 13 Meetings of the Nomination Committee may only be convened with the presence of more than two-thirds of its members. Each member shall have one vote. Resolutions of the meeting shall be passed by more than one-half of all the members of the committee voting in favor.

Article 14 Votes at the meetings of the Nomination Committee shall be made by a show of hands or by poll. Meetings may be convened by communication in special circumstances.

Article 15 The Directors, supervisors and other management personnel of the Company may be invited to attend meetings of the Nomination Committee, where necessary.

Article 16 Where necessary, the Nomination Committee may engage intermediate agencies to provide professional advice for its decision-making at the expense of the Company. The expense incurred by the Nomination Committee in performing its duties shall be borne by the Company.

Article 17 The convening procedure of, and voting method and resolutions passed at, meetings of the Nomination Committee shall comply with the requirements of the relevant laws, regulations, the Articles of Association and these Terms of Reference.

Article 18 The Nomination Committee shall keep minutes for its meetings. The minutes should record in sufficient detail the matters considered by the committee and the resolutions passed, including any concerns raised or dissenting views expressed by members of the committee. Members of the committee present at such meetings shall sign the minutes. The minutes shall be kept by the secretary to the Board of the Company. Where a member has any comments or dissidence to the minutes, he/she may refuse to sign it, but shall deliver the aforesaid opinion in writing to the secretary to the Board within the specified time stated above. If the minutes are proved to contain errors or omissions, the secretary to the Board shall revise the minutes, and members of the committee shall sign the revised minutes.

Article 19 The resolutions passed and the poll results at the meeting of the Nomination Committee shall be reported in writing to the Board of the Company.

Article 20 Members present at the meeting shall be obliged to keep all matters discussed at such meeting confidential.

CHAPTER VI SUPPLEMENTARY PROVISIONS

Article 21 Upon approval by the Board, these Terms of Reference shall come into effect. The original Terms of Reference of the Nomination Committee of the Board of Directors shall lapse automatically once these Terms of Reference come into effect.

Article 22 Any matter not covered herein shall be subject to relevant laws and regulations of the PRC, listing rules of the stock exchange where the shares of our Company are listed and the Articles of Association; in case of any conflict between the Terms of Reference and relevant laws and regulations promulgated by the PRC in the future or these Articles of Association as amended by legal procedures, the relevant laws and regulations of the PRC, listing rules of the stock exchange where the shares of our Company are listed and the Articles of Association shall prevail, and amendments shall be made immediately.

Article 23 These Terms of Reference shall be interpreted by the Board of the Company.

**JOINN Laboratories (China) Co., Ltd.
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