

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 Stocks on the Shanghai Stock Exchange (the "SSE Listing Rules"), 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 (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 long-term development strategies and major investment decisions of the Company and make recommendations.

CHAPTER 2 COMPOSITION

Article 3 The Strategic Development Committee shall comprise four directors and at least one of whom shall be an independent director.

Article 4 Members of the Strategic Development Committee shall be nominated by the chairperson, more than half of the number of independent directors or more than one third of all directors, and shall be elected by the Board of Directors.

Article 5 The Strategic Development Committee shall have one chairman (convener) who shall be the chairperson of the Company, and shall be responsible for taking charge of the work of the committee.

Article 6 Members of the Strategic Development Committee shall be the directors of the Company and the term of office shall be in congruence with that of the Board of Directors, both of which shall be three years, and its members may be re-elected upon the expiry of the current term of office. For independent directors serving as committee members, their consecutive tenure should 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 Board of Directors shall fill the vacancy in accordance with the provisions of this chapter.

Article 7 The Strategic Development Committee shall set up an investment review team with the general manager of the Company as the head of the investment review team. The team shall have one to two deputy heads.

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 Strategic Development 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 Meetings of the Strategic Development Committee may be held in the form of on-site meetings depending on the circumstances, or alternatively, may adopt other communication methods such as video, telephone, fax, email, etc. Members shall vote by a show of hands or in written form at the meeting of the Strategic Development Committee. Where a member is unable to attend for any reason, he/she may authorize other member(s) in writing to attend meetings and vote on his/her behalf. The power of attorney shall specify the names of the principal and the proxy, the scope, authority and validity period of authorizations, instructions on voting intentions for proposals, and other matters.

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, 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 for its meetings. The minutes of meetings should be true, accurate and complete, and fully reflect the opinions of attendees on the matters considered. Members of the committee present at such meetings shall sign the minutes. The minutes of meetings and other relevant meeting materials shall be kept by the company secretary, for a retention period of not less than ten years.

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 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 Shanghai Stock Exchange 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 Shanghai Stock Exchange 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 22 For the purposes of these Terms of Reference, the terms "above" and "within" shall include the figure itself; the terms "over", "other than", "below" and "more than" shall exclude the figure itself.

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

Article 24 These Terms of Reference shall come into effect on the date the resolution of the Board of Directors is approved.

JOINN Laboratories (China) Co., Ltd.
October 2025