

JOINN Laboratories (China) Co., Ltd.
Terms of Reference of the Remuneration and Evaluation Committee of the
Board of Directors

CHAPTER I GENERAL PROVISIONS

Article 1 The Remuneration and Evaluation Committee (the "Committee") shall be established by the Board of Directors (the "Board") of JOINN Laboratories (China) Co., Ltd. (the "Company") in accordance with the provisions of the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Listing Rules of the Shanghai Stock Exchange, the Listing Rules of the Hong Kong Stock Exchange, the Rules Governing the Listing of Securities of the Hong Kong Stock Exchange, and the Articles of Association of the Company. The Committee shall be composed of three (3) independent non-executive directors, of whom at least two (2) shall be independent non-executive directors who are not related to the Company.

Article 2 The Remuneration and Evaluation Committee shall be responsible for reviewing and recommending to the Board the remuneration and evaluation policies and performance evaluation criteria for the senior management of the Company, and for reviewing and recommending to the Board the remuneration and evaluation reports of the senior management of the Company.

Article 3 The Board shall have the final decision-making power on the remuneration and evaluation policies and performance evaluation criteria of the senior management of the Company, and shall have the final decision-making power on the remuneration and evaluation reports of the senior management of the Company.

CHAPTER II COMPOSITION

Article 4 The Remuneration and Evaluation Committee shall be composed of three (3) independent non-executive directors.

Article 5 The Board shall have the final decision-making power on the appointment and removal of the members of the Remuneration and Evaluation Committee.

Article 6 The Remuneration and Evaluation Committee shall have the final decision-making power on the appointment and removal of the members of the Remuneration and Evaluation Committee.

Article 7 The Remuneration and Evaluation Committee shall have the final decision-making power on the appointment and removal of the members of the Remuneration and Evaluation Committee.

(11) The Board shall have the authority to suspend or terminate the membership of any member of the Board who is in violation of the Code of Ethics; and

(12) The Board shall have the authority to suspend or terminate the membership of any member of the Board who is in violation of the Code of Ethics.

Article 10 The Board shall have the authority to suspend or terminate the membership of any member of the Board who is in violation of the Code of Ethics.

Article 11 The Board shall have the authority to suspend or terminate the membership of any member of the Board who is in violation of the Code of Ethics. The Board shall have the authority to suspend or terminate the membership of any member of the Board who is in violation of the Code of Ethics.

CHAPTER IV DECISION-MAKING PROCEDURES

Article 12 The Board shall have the authority to suspend or terminate the membership of any member of the Board who is in violation of the Code of Ethics. The Board shall have the authority to suspend or terminate the membership of any member of the Board who is in violation of the Code of Ethics.

(1) The Board shall have the authority to suspend or terminate the membership of any member of the Board who is in violation of the Code of Ethics.

(2) The Board shall have the authority to suspend or terminate the membership of any member of the Board who is in violation of the Code of Ethics.

(3) The Board shall have the authority to suspend or terminate the membership of any member of the Board who is in violation of the Code of Ethics.

(4) The Board shall have the authority to suspend or terminate the membership of any member of the Board who is in violation of the Code of Ethics.

(5) The Board shall have the authority to suspend or terminate the membership of any member of the Board who is in violation of the Code of Ethics.

Article 13 The Board shall have the authority to suspend or terminate the membership of any member of the Board who is in violation of the Code of Ethics.

(1) The Board shall have the authority to suspend or terminate the membership of any member of the Board who is in violation of the Code of Ethics.

(2) The Board shall have the authority to suspend or terminate the membership of any member of the Board who is in violation of the Code of Ethics.

(3) The Board shall have the authority to suspend or terminate the membership of any member of the Board who is in violation of the Code of Ethics.

(4) B... D... R... E... C... D... I... B... D...

CHAPTER V PROCEDURAL RULES

Article 14 T... R... E... C... T...

Article 15 M... R... E... C... w... E... R...

Article 16 V... R... E... C... w... M...

Article 17 T... D... R... E... C... w...

Article 18 R... E... C... T... R... E... C... C...

Article 19 R... E... C...

Article 20 T... R... E... C... w... C... A... A... T... R...

Article 21 T... R... E... C... T... w... M... B... C... w... B... I... B...

Article 22 T... R... E... C... w... B... C...

Article 23 M

CHAPTER VI SUPPLEMENTARY PROVISIONS

Article 24 A

PRC, C S R C H
K L R A A I T R
R C H K L R A A
K L R A A

Article 25 T R B C

Article 26 U B T R

S E T T R E C
B D T R

JOINN Laboratories (China) Co., Ltd.
February 2021