
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about this circular, you should consult your stockbroker, other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Jenscare Scientific Co., Ltd., you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular appears for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



Jenscare
健世科技

Jenscare Scientific Co., Ltd.
寧波健世科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 9877)

- (1) 2023 REPORT OF THE BOARD OF DIRECTORS**
- (2) 2023 REPORT OF THE BOARD OF SUPERVISORS**
- (3) 2023 AUDITED FINANCIAL STATEMENTS**
- (4) 2023 ANNUAL REPORT**
- (5) 2023 FINANCIAL ACCOUNTS REPORT**
- (6) 2024 FINANCIAL BUDGET**
- (7) 2023 ANNUAL PROFIT DISTRIBUTION PLAN**
- (8) RE-APPOINTMENT OF AUDITOR**
- (9) PROPOSED RE-ELECTION OF DIRECTORS OF
THE SECOND SESSION OF THE BOARD**
- (10) PROPOSED RE-ELECTION OF SUPERVISORS OF
THE SECOND SESSION OF THE BOARD OF SUPERVISORS**
- (11) REMUNERATION OF DIRECTORS**
- (12) REMUNERATION OF SUPERVISORS**
- AND**
- (13) NOTICE OF 2023 ANNUAL GENERAL MEETING**

A notice convening the AGM of Jenscare Scientific Co., Ltd. to be held at Meeting Room, 3/F, Block 5, B Area, No. 777 Binhai 4th Road, Hangzhou Bay New Area, Ningbo, Zhejiang Province, PRC on Friday, May 31, 2024 at 2:00 p.m. is set out on pages 19 to 21 in this circular.

A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Company (www.jenscare.com). If you are not able to attend the AGM, please complete and return the form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof, and deposit it together with the notarized power of attorney or other document of authorization to (i) the Company's headquarters in the PRC at Block 5, B Area, No. 777 Binhai 4th Road, Hangzhou Bay New Area, Ningbo, Zhejiang Province, PRC (for holders of Unlisted Shares); or (ii) the H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares).

Completion and return of the form of proxy will not preclude you from attending and voting at the AGM should you so wish and in such event, the proxy shall be deemed to be revoked.

April 26, 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I — BIOGRAPHICAL DETAILS OF DIRECTORS AND SUPERVISORS PROPOSED FOR RE-ELECTION	12
NOTICE OF 2023 ANNUAL GENERAL MEETING	19

DEFINITIONS

In this circular, the following expressions shall have the meanings set out below unless the context requires otherwise:

“AGM” or “Annual General Meeting”	the 2023 annual general meeting of the Company to be held on Friday, May 31, 2024 at 2:00 p.m., or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board of Directors” or “Board”	the board of Directors of the Company
“Board of Supervisors”	the board of Supervisors of the Company
“China” or the “PRC”	the People’s Republic of China, for the purpose of this circular, excluding the regions of Hong Kong, Macao Special Administrative Region of the People’s Republic of China and Taiwan, China
“Company”	Jenscare Scientific Co., Ltd. (寧波健世科技股份有限公司), a joint stock company incorporated in the PRC with limited liability on March 23, 2021, whose H Shares are listed on the main board of the Stock Exchange (Stock code: 9877) or, where the context requires (as the case may be), its predecessor Ningbo Jenscare Biotechnology Co., Ltd (寧波健世生物科技有限公司), a limited liability company established in the PRC on November 8, 2011
“Director(s)”	the director(s) of the Company
“Domestic Shares”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB and are unlisted shares which are currently not listed or traded on any stock exchange
“Group”	the Company and its subsidiaries, or any one of them as the context may require or, where the context refers to any time prior to its incorporation, the business which its predecessors or the predecessors of its present subsidiaries, or any one of them as the context may require, were or was engaged in and which were subsequently assumed by it

DEFINITIONS

“H Share(s)”	overseas listed foreign ordinary share(s) in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are listed and traded on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	April 23, 2024, being the latest practicable date prior to the publication of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Notice of AGM”	the notice of AGM dated April 26, 2024, a copy of which is set out on pages 19 to 21 of this circular
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the Unlisted Shares and H Shares
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Unlisted Foreign Share(s)”	ordinary share(s) issued by our Company, with a nominal value of RMB1.00 each, which are subscribed for and paid for in currency other than RMB by foreign investors and are not listed on any stock exchange
“Unlisted Share(s)”	Domestic Shares and Unlisted Foreign Shares
“%”	per cent

LETTER FROM THE BOARD



Jenscare
健世科技

Jenscare Scientific Co., Ltd.
寧波健世科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 9877)

Executive Directors:

Mr. LV Shiwen

Mr. PAN Fei

Non-executive Directors:

Mr. TAN Ching

Mr. ZHENG Jiaqi

Ms. XIE Youpei

Mr. CHEN Xinxing

Independent Non-executive Directors:

Dr. LIN Shoukang

Ms. DU Jiliu

Dr. MEI Lehe

*Registered office, headquarters and
principal place of business in the PRC:*

Block 5, B Area

No. 777 Binhai 4th Road

Hangzhou Bay New Area

Ningbo, Zhejiang Province

PRC

*Principal Place of Business in
Hong Kong:*

40/F, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

April 26, 2024

To the Shareholders:

Dear Sir/Madam,

- (1) 2023 REPORT OF THE BOARD OF DIRECTORS**
- (2) 2023 REPORT OF THE BOARD OF SUPERVISORS**
- (3) 2023 AUDITED FINANCIAL STATEMENTS**
- (4) 2023 ANNUAL REPORT**
- (5) 2023 FINANCIAL ACCOUNTS REPORT**
- (6) 2024 FINANCIAL BUDGET**
- (7) 2023 ANNUAL PROFIT DISTRIBUTION PLAN**
- (8) RE-APPOINTMENT OF AUDITOR**
- (9) PROPOSED RE-ELECTION OF DIRECTORS OF
THE SECOND SESSION OF THE BOARD**
- (10) PROPOSED RE-ELECTION OF SUPERVISORS OF
THE SECOND SESSION OF THE BOARD OF SUPERVISORS**
- (11) REMUNERATION OF DIRECTORS**
- (12) REMUNERATION OF SUPERVISORS**
- AND**
- (13) NOTICE OF 2023 ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

I. INTRODUCTION

The purpose of this circular is to provide you with the Notice of AGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

At the AGM, ordinary resolutions will be proposed to consider, and if thought fit approve the following:

- (1) the report of the Board of Directors for the year 2023 (the “**2023 Report of the Board of Directors**”);
- (2) the report of the Board of Supervisors for the year 2023 (the “**2023 Report of the Board of Supervisors**”);
- (3) the audited consolidated financial statements of the Company for the year 2023 (the “**2023 Audited Financial Statements**”);
- (4) the annual report of the Group for the year 2023 (the “**2023 Annual Report**”);
- (5) the financial accounts report of the Group for the year 2023 (the “**2023 Financial Accounts Report**”);
- (6) the financial budget of the Group for the year 2024 (the “**2024 Financial Budget**”);
- (7) the annual profit distribution plan of the Company for the year 2023 (the “**2023 Annual Profit Distribution Plan**”);
- (8) the re-appointment of auditor of the Company for the year 2024;
- (9) the re-election of Directors of the second session of the Board;
- (10) the re-election of Supervisors of the second session of the Board of Supervisors;
- (11) to determine the remuneration of Directors; and
- (12) to determine the remuneration of Supervisors.

LETTER FROM THE BOARD

II. DETAILS OF THE RESOLUTIONS

ORDINARY RESOLUTIONS

(1) 2023 Report of the Board of Directors

An ordinary resolution will be proposed at the AGM to consider and approve the 2023 Report of the Board of Directors, the full text of which is set out in the 2023 Annual Report.

(2) 2023 Report of the Board of Supervisors

An ordinary resolution will be proposed at the AGM to consider and approve the 2023 Report of the Board of Supervisors, the full text of which is set out in the 2023 Annual Report.

(3) 2023 Audited Financial Statements

An ordinary resolution will be proposed at the AGM to consider and approve the audited consolidated financial statements for 2023, the full text of which is set out in the 2023 Annual Report.

(4) 2023 Annual Report

An ordinary resolution will be proposed at the AGM to consider and approve the 2023 Annual Report. The 2023 Annual Report is set out and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.jenscare.com).

(5) 2023 Financial Accounts Report

An ordinary resolution will be proposed at the AGM to consider and approve the 2023 Financial Accounts Report, the full text of which is set out in the 2023 Annual Report.

(6) 2024 Financial Budget

An ordinary resolution will be proposed at the AGM to consider and approve the following 2024 Financial Budget.

After comprehensively considering our operating and development situations, business objective for the year 2024, existing asset base, operating capacity, costs and expenses, industry conditions and development prospects, based on the 2023 Financial Accounts Report, the Company's 2024 Financial Budget will be mainly used for our product commercialization, clinical trials, research and development of our pipeline, capital expenditure and daily operations, etc.

LETTER FROM THE BOARD

(7) 2023 Annual Profit Distribution Plan

An ordinary resolution will be proposed at the AGM to consider and approve the 2023 Annual Profit Distribution Plan. According to the financial status and the operation and development status of the Company, the Company did not have any profit available for distribution so far. The Company has decided not to make profit distribution or convert the capital reserve to increase the registered capital in 2023.

(8) Re-appointment of auditor for the year 2024

In line with the requirements of the Articles of Association and the auditing tasks of the Company, the Company proposes to re-appoint Ernst & Young to be the auditor of the Company for 2024 with a term commencing from the date of approval at the AGM until the conclusion of the 2024 annual general meeting of the Company, and authorize the Board to determine the specific matters, including but not limited to their remunerations, in relation to such re-appointment.

(9) Proposed re-election of Directors of the second session of the Board

In accordance with the relevant laws and regulations and the Articles of Association, the terms of office of members of the first session of the Board will be three years and they are eligible for re-election subject to the approval of the Shareholders at a general meeting upon expiry of their terms of office.

The terms of office of members of the first session of the Board has expired in March 2024. According to the requirements of the relevant laws and regulations and the Articles of Association, all members of the first session of the Board will continue to perform their duties as the Directors before the completion of change of session of the Board.

The Board resolved at the Board meeting held on March 27, 2024 to propose to re-elect Mr. LV Shiwen and Mr. PAN Fei as executive Directors, to re-elect Mr. TAN Ching, Mr. ZHENG Jiaqi, Ms. XIE Youpei and Mr. CHEN Xinxing as non-executive Directors, and to re-elect Dr. LIN Shoukang, Ms. DU Jiliu and Dr. MEI Lehe as independent non-executive Directors, of the second session of the Board.

In accordance with Article 42 of the Articles of Association, the above proposed re-election of Directors is subject to the approval by the Shareholders at the general meeting of the Company. The relevant proposals will be put forward at the AGM for Shareholders' consideration and approval by way of ordinary resolutions.

Upon the above proposed re-election of Directors of the second session of the Board being approved by the Shareholders at the AGM, the Company will enter into a service contract with each of them. The term of office of each of them as a Director of the second session of the Board is for a period commencing from the date of the AGM to the date of the annual general meeting to be convened in 2027.

LETTER FROM THE BOARD

When proposing the re-election of independent non-executive Directors, the Board has taken into account a number of factors pursuant to the diversity policy of the Board, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and industry and regional experience, to achieve the diversity of the Board members. The Board believes that the educational background, professional experience and cultural background of the independent non-executive Directors proposed to be re-elected contribute to the diversity of the Board.

Dr. LIN Shoukang, Ms. DU Jiliu and Dr. MEI Lehe have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Company considers they are independent in accordance with the independence guidelines as set out in the Listing Rules and they should be re-elected as the independent non-executive Directors of the second session of the Board.

The biographical details of the Directors who are proposed to be re-elected as Directors of the second session of the Board are set out in Appendix I to this circular.

As at the Latest Practicable Date, save as disclosed in Appendix I, each of the proposed Directors confirmed that (i) they had no relationship with any other Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company; (ii) they do not hold any other positions within the Company or other members of the Company and its subsidiaries; (iii) they did not hold any directorship of any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) they had no interest or deemed interest in any Shares or underlying Shares of the Company or its associated corporations with the meaning of Part XV of the SFO. Save as disclosed in this circular, as far as the Board is aware, as at the Latest Practicable Date, there is no other matter in relation to the above proposed re-election of the Directors of the second session of the Board that needs to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

(10) Proposed re-election of Supervisors of the second session of the Board of Supervisors

In accordance with the relevant laws and regulations and the Articles of Association, the terms of office of members of the first session of the Board of Supervisors will be three years and they are eligible for re-election subject to the approval of the Shareholders at a general meeting upon expiry of their terms of office.

The terms of office of members of the first session of the Board of Supervisors has expired in March 2024. According to the requirements of the relevant laws and regulations and the Articles of Association, all members of the first session of the Board of Supervisors will continue to perform their duties as the Supervisors before the completion of change of session of the Board of Supervisors.

LETTER FROM THE BOARD

The Board of Supervisors resolved at a meeting held on March 27, 2024 to propose to re-elect Ms. XU Jing and Mr. TANG Hao as the shareholders' representative Supervisors of the second session of the Board of Supervisors. Mr. HU Bo was elected as the employees' representative Supervisor of the second session of the Board of Supervisors at the employee representatives assembly of the Company held on March 18, 2024. The re-election of Mr. HU Bo is not subject to the approval by the Shareholders and shall come into effect from the convening date of the AGM until the date of the annual general meeting to be convened in 2027.

In accordance with Article 42 of the Articles of Association, the above proposed re-election of the shareholders' representative Supervisors is subject to the approval by the Shareholders at the general meeting of the Company. The relevant proposals will be put forward at the AGM for Shareholders' consideration and approval by way of ordinary resolutions.

Upon the above proposed re-election of the shareholders' representative Supervisors of the second session of the Board of Supervisors being approved by the Shareholders at the AGM, the Company will enter into a service contract with each of them. The term of office of each of them as a Supervisor of the second session of the Board of Supervisors is for a period commencing from the date of the AGM to the date of the annual general meeting to be convened in 2027.

The biographical details of the Supervisors who are proposed to be re-elected as Supervisors of the second session of the Board of Supervisors are set out in Appendix I to this circular.

As at the Latest Practicable Date, save as disclosed in Appendix I, each of the proposed Supervisors confirmed that (i) they had no relationship with any other Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company; (ii) they do not hold any other positions within the Company or other members of the Company and its subsidiaries; (iii) they did not hold any directorship of any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) they had no interest or deemed interest in any Shares or underlying Shares of the Company or its associated corporations with the meaning of Part XV of the SFO. Save as disclosed in this circular, as far as the Board is aware, as at the Latest Practicable Date, there is no other matter in relation to the above proposed re-election of the Supervisors of the second session of the Board of Supervisors that needs to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

LETTER FROM THE BOARD

(11) The remuneration of the Directors

An ordinary resolution will be proposed at the AGM to consider and approve the remuneration plan for the Directors for the year ending December 31, 2024 formulated in accordance with the Company's internal policies and relevant regulatory requirements.

The 2024 annual remuneration of independent non-executive Directors of the Company shall not exceed RMB200,000 per person before tax. The executive Directors and non-executive Directors shall not be entitled to any Directors' remuneration for their roles as Directors, but shall be entitled to remuneration based on their other employment in the Company in accordance with the Company's relevant policies (if applicable).

(12) The remuneration of the Supervisors

An ordinary resolution will be proposed at the AGM to consider and approve the remuneration plan for the Supervisors for the year ending December 31, 2024 formulated in accordance with the Company's internal policies and relevant regulatory requirements.

The Company's 2024 remuneration plan for the Supervisors continues to be consistent with that of the previous year. The Company's Supervisors shall not be entitled to any Supervisors' remuneration for their roles as Supervisors, but shall be entitled to remuneration based on their other employment in the Company in accordance with the Company's relevant policies (if applicable).

III. THE AGM

The AGM will be held at Meeting Room, 3/F, Block 5, B Area, No. 777 Binhai 4th Road, Hangzhou Bay New Area, Ningbo, Zhejiang Province, PRC on Friday, May 31, 2024 at 2:00 p.m.. Notice convening the AGM is set out on pages 19 to 21 of this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and of the Company (www.jenscare.com).

IV. CLOSURE OF REGISTER OF MEMBERS

The register of members will be closed from Tuesday, May 28, 2024 to Friday, May 31, 2024, both days inclusive, during which period no share transfers will be registered, in order to determine the identity of the shareholders of the Company who are entitled to attend and vote at the forthcoming AGM to be held on Friday, May 31, 2024.

To be eligible to attend and vote at the AGM, all properly completed transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, May 27, 2024.

LETTER FROM THE BOARD

V. FORM OF PROXY

The form of proxy of the AGM is enclosed and published on the websites of the Stock Exchange (www.hkexnews.hk) and of the Company (www.jenscare.com).

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. If you are not able to attend the AGM, please complete and return the form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof, and deposit it together with the notarized power of attorney or other document of authorization to (i) the Company's headquarters in the PRC at Block 5, B Area, No. 777 Binhai 4th Road, Hangzhou Bay New Area, Ningbo, Zhejiang Province, PRC (for holders of Unlisted Shares); or (ii) the H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares).

Completion and return of the form of proxy will not preclude you from attending and voting at the AGM should you so wish and in such event, the proxy shall be deemed to be revoked.

VI. VOTING BY WAY OF POLL

Pursuant to Article 79 of the Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be made by disclosed ballot unless a poll is demanded by law, administrative regulations or the listing rules of the exchange where the Company's Shares are listed. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As the proposed resolutions do not relate purely to a procedural or administrative matter, accordingly, each of the resolutions set out in the Notice of AGM will be taken by way of poll.

On a poll, every shareholder present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. A shareholder entitled to more than one vote is under no obligation to cast all his votes in the same way.

To the best of the Directors' knowledge, information and belief, none of the Shareholders are required to abstain from voting at the AGM.

The announcement of the poll results of the AGM will be published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.jenscare.com) after the conclusion of the AGM in accordance with the requirements of the Listing Rules.

LETTER FROM THE BOARD

VII. RECOMMENDATION

The Board considers that all the resolutions proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of these proposed resolutions.

VIII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
By order of the Board
Jenscare Scientific Co., Ltd.
Mr. LV Shiwen
Chairman and Executive Director

Biographical details of the Directors and Supervisors proposed for re-election are set out as follows:

NOMINEES FOR DIRECTORS

Executive Directors

Mr. LV Shiwen, aged 55, joined our Group as our chief technology officer since January 2013 and has been our Director since April 2018. He was appointed as the Chairman of the Board, chief executive officer of our Company in August 2020, and was re-designated as our executive Director in May 2021. Mr. Lv is responsible for the overall management of business operation, strategy and corporate development of our Group.

Mr. Lv has over 20 years' of experience in the medical devices industry, especially in research and development and production. Mr. Lv led and/or participated in the invention of around 100 types of medical devices, covering cardiovascular products, minimally invasive spine products and endoscopic products, etc. He also participated in the process of development for over 200 registered patents. Mr. Lv was also one of the key research team members in a project for the research and development and application of controllable aortic arch type stent entrusted by the Ministry of Science and Technology of the PRC under the National High-tech R&D Program (863 Program) (國家高技術研究發展計劃(863計劃)). Mr. Lv currently is a member of Zhejiang Pharmaceutical Society Medical Device Expert Committee (浙江省藥學會醫療器械專業委員會) and served as an expert member of the implementation and preparation team in Ningbo 13th Five-year Plan on Technology and Innovation Implementation Plan (寧波市「十三五」科技創新重大專項生物醫藥專項實施方案). He is also a mentor of the Center for China Cardiovascular Innovations (中國心血管醫生創新學院(CCI)).

Prior to joining our Group, Mr. Lv served as a manager of quality control department and production department of MicroPort Medical (Shanghai) Co., Ltd. (微創醫療器械(上海)有限公司), a wholly-owned subsidiary of MicroPort Scientific Corporation (a company listed on the Main Board of the Stock Exchange, stock code: 0853) from May 2000 to November 2001, and he was primarily responsible for quality control and daily management of the production department. He then served as the vice general manager of LifeTech Scientific (Shenzhen) Co., Ltd. (先健科技(深圳)有限公司), a wholly-owned subsidiary of LifeTech Scientific Corporation (a company listed on the Main Board of the Stock Exchange, stock code: 1302) from January 2003 to February 2009. His main responsibilities were research and development, quality control and production management. From March 2009 to December 2011, Mr. Lv served as the general manager of Beijing Puhui Biomedical Engineering Co., Ltd. (北京市普惠生物醫學工程有限公司), a company principally engaged in the development, manufacturing and sales of biological valves, and he was responsible for its daily operations. Mr. Lv has been appointed as a director of Cryofocus Medtech (Shanghai) Co., Ltd. (“Cryofocus”) since July 2014 and has been re-designated as a non-executive director of Cryofocus since December 2021. Cryofocus is a company listed on the Main Board of the Stock Exchange since 30 December 2022.

Mr. Lv obtained his bachelor's degree in machinery manufacture and equipment (機械製造工藝與設備) from Harbin Shipbuilding Engineering Institute (哈爾濱船舶工程學院) (currently known as Harbin Engineering University (哈爾濱工程大學)) in July 1993.

Subject to approval by way of an ordinary resolution at the AGM, the Company will enter into a service contract with Mr. Lv. The term of office will be for a period commencing from the date of the AGM to the date of the annual general meeting to be convened in 2027. Mr. Lv will not be entitled to any remuneration for his role as an executive Director.

As at the Latest Practicable Date, pursuant to Part XV of the SFO, Mr. Lv is interested or deemed to be interested in an aggregate of 44,383,788 Domestic Shares and 150,112,393 H Shares, which consists of interest held by Mr. Lv as a beneficial owner, interest of corporations controlled by Mr. Lv, and interests held jointly with another person.

Mr. PAN Fei, aged 39, joined our Group in January 2021 and has been our vice president and chief financial officer since then. He was appointed as the Director of our Company in March 2021 and was re-designated as our executive Director in May 2021, being responsible for the overall financial management, legal, investment management, human resources management, business development and financing activities of our Group. Mr. Pan has also been serving as the general manager, legal representative and executive director of Jenscare Hainan since January 2021.

Prior to joining our Group, Mr. Pan successively served as an executive director of asset management department and investment banking department of China International Capital Corporation Limited (a company listed on the Main Board of the Stock Exchange (stock code: 3908) and the Shanghai Stock Exchange (stock code: 601995)) ("CICC") from October 2010 to January 2021. During his time at CICC, Mr. Pan worked on a wide range of mergers and acquisitions and other equity investment transactions, and accumulated extensive investment experience and industry insights. Mr. Pan received his license as an investment principal (投資主辦人) of the Securities Association of China in March 2015, being responsible for the investment management of various collective investment funds. From July 2016 to December 2018, as one of its founders, Mr. Pan served as a member of the investment management committee of CICC (Shenzhen) Investment Management Centre (Limited Partnership) (金建(深圳)投資管理中心(有限合夥)), an investment management platform focused on investment in biotechnology industry and asset allocation formed by CICC and CCB Trust Co., Ltd. (建信信託有限責任公司). He has been a director of Starway Medical Technology, Inc. (北京華醫聖傑科技有限公司) from May 2021 to December 2023.

Mr. Pan obtained his bachelor's degree in accounting and finance from Lancaster University in July 2008 and obtained his master's degrees in finance from the University of Warwick in November 2009 and in real estate finance research from the University of Cambridge in October 2010 respectively.

Subject to approval by way of an ordinary resolution at the AGM, the Company will enter into a service contract with Mr. Pan. The term of office will be for a period commencing from the date of the AGM to the date of the annual general meeting to be convened in 2027. Mr. Pan will not be entitled to any remuneration for his role as an executive Director.

As at the Latest Practicable Date, pursuant to Part XV of the SFO, Mr. Pan is interested or deemed to be interested in an aggregate of 16,363,620 Domestic Shares and 31,119,679 H Shares, which consists of interest held by Mr. Pan as a beneficial owner and interest of corporations controlled by Mr. Pan.

Non-executive Directors

Mr. TAN Ching, aged 59, has been a Director since March 2019, and was re-designated as a non-executive Director in May 2021.

Mr. Tan has extensive experience in corporate governance and investment. He has been the executive director and general manager of Shanghai Jiachen Investment Co., Ltd. (上海甲辰投資有限公司) since November 2012. Since October 2018, he has been a director of BMC Medical Co., Ltd. (北京怡和嘉業醫療科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 301367).

Mr. Tan obtained his bachelor's degree in biomedical electronic engineering (生物醫學電子工程) from Xi'an Jiaotong University (西安交通大學) in 1985 and master of science degree in engineering from the Johns Hopkins University in May 1995. He received an MBA degree from The University of Chicago in March 2000.

Subject to approval by way of an ordinary resolution at the AGM, the Company will enter into a service contract with Mr. Tan. The term of office will be for a period commencing from the date of the AGM to the date of the annual general meeting to be convened in 2027. Mr. Tan will not be entitled to any remuneration for his role as a non-executive Director.

As at the Latest Practicable Date, Mr. Tan did not have any interest in Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. ZHENG Jiaqi, aged 40, has been a Director since October 2020, and was re-designated as a non-executive Director in May 2021.

Prior to joining our Group, Mr. Zheng served as an associate of CICC from June 2007 to August 2010. He joined Primavera Capital Group (春華資本集團) as a founding member of the firm in 2010, and became a managing director in 2015, and subsequently a partner. Mr. Zheng has been serving as the director of Lbx Pharmacy Chain Joint Stock Company (老百姓大藥房連鎖股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 603883) since January 2020.

Mr. Zheng obtained his bachelor's of arts degree in economics from the University of Manchester in July 2005 and his master's of science degree in finance from the University of Lancaster in November 2006.

Subject to approval by way of an ordinary resolution at the AGM, the Company will enter into a service contract with Mr. Zheng. The term of office will be for a period commencing from the date of the AGM to the date of the annual general meeting to be convened in 2027. Mr. Zheng will not be entitled to any remuneration for his role as a non-executive Director.

As at the Latest Practicable Date, Mr. Zheng did not have any interest in Shares or underlying Shares within the meaning of Part XV of the SFO.

Ms. XIE Youpei, aged 54, has been a Director since November 2011, and was re-designated as a non-executive Director in May 2021. Ms. Xie has been our Director since our establishment and she has a thorough understanding of the affairs of our Group. As such and given her experience in financial management, in addition to participating in decision-making in respect of major matters such as corporate and business strategies as with other non-executive Directors, Ms. Xie also provides invaluable supervision and guidance to our Group on financial matters.

Ms. Xie has over 20 years of experience in financial management. She has served as the manager of the financial department of Romon Co., Ltd. (羅蒙集團股份有限公司) since May 2000.

Ms. Xie obtained her bachelor's degree in accounting and finance from Zhoushan Commerce Institute (舟山商業學校) (currently known as Zhejiang Ocean University (浙江海洋大學)) in July 1991 and college diploma in accounting from Zhejiang Institute of Finance & Economics (浙江財經學院) (currently known as Zhejiang University of Finance & Economics (浙江財經大學)) (a long distance learning course) in October 1995. Ms. Xie was qualified as intermediate accountant accredited by the MOF in May 1999.

Subject to approval by way of an ordinary resolution at the AGM, the Company will enter into a service contract with Ms. Xie. The term of office will be for a period commencing from the date of the AGM to the date of the annual general meeting to be convened in 2027. Ms. Xie will not be entitled to any remuneration for her role as a non-executive Director.

As at the Latest Practicable Date, Ms. Xie did not have any interest in Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. CHEN Xinxing, aged 38, has been a Director since April 2021, and was re-designated as a non-executive Director in May 2021.

Prior to joining our Group, Mr. Chen joined Boston Consulting Group as a consultant from September 2007 to August 2010. He then worked at Morgan Stanley as a manager of the China healthcare team of the investment banking department from August 2012 to April 2014. Mr. Chen served as a director of the China healthcare team of Actis Capital, LLP from April 2014 to May 2018. From September 2018 to March 2020, Mr. Chen served as an executive director of Huaxing Healthcare Fund (華興醫療產業基金). In July 2020, he joined Hillhouse Investment and currently serves as a managing director of

Hillhouse Investment. From April 2021 to present, he has served as a director of Hillhouse Investment. Since December 2023, Mr. Chen has been a non-executive director of Shanghai MicroPort MedBot (Group) Co., Ltd. (上海微創醫療機器人(集團)股份有限公司), a company listed on the Stock Exchange (stock code: 2252).

Mr. Chen obtained his bachelor's degree in finance from the Peking University (北京大學) in July 2007 and received the MBA degree from the Columbia University in May 2012. Mr. Chen is currently qualified as a CFA.

Subject to approval by way of an ordinary resolution at the AGM, the Company will enter into a service contract with Mr. Chen. The term of office will be for a period commencing from the date of the AGM to the date of the annual general meeting to be convened in 2027. Mr. Chen will not be entitled to any remuneration for his role as a non-executive Director.

As at the Latest Practicable Date, Mr. Chen did not have any interest in Shares or underlying Shares within the meaning of Part XV of the SFO.

Independent Non-executive Directors

Dr. LIN Shoukang, aged 60, as an independent non-executive Director, is responsible for supervising and providing independent judgment and strategic advice to our Board.

Dr. Lin joined Deutsche Bank and served as the head of economic research of the Greater China from January 1998 to May 1999. He served as the deputy director of China Cinda Asset Management Co., Ltd. (中國信達資產管理股份有限公司) (a company listed on Main Board of the Stock Exchange, stock code: 1359) from May 1999 to October 2000. From November 2000 to November 2018, Dr. Lin served as the head of capital markets department, chief operating officer, head of investment management business, interim CEO, and chairman of management committee respectively during his time in CICC.

Dr. Lin obtained his bachelor's degree in mathematics from the Xiamen University in July 1983, master's degree in economics in July 1987 and doctoral degree in monetary economics in May 1990 from Brown University. Dr. Lin obtained the qualification of bond market executive (債券市場高管資質) accredited by the National Association of Financial Market Institutional Investors (中國銀行間市場交易商協會) in May 2015.

Subject to approval by way of an ordinary resolution at the AGM, the Company will enter into a letter of appointment with Dr. Lin. The term of office will be for a period commencing from the date of the AGM to the date of the annual general meeting to be convened in 2027. Dr. Lin is entitled to an annual remuneration of not exceeding RMB200,000 before tax for his role as an independent non-executive Director.

As at the Latest Practicable Date, Dr. Lin did not have any interest in Shares or underlying Shares within the meaning of Part XV of the SFO.

Ms. DU Jiliu, aged 54, as an independent non-executive Director, is responsible for supervising and providing independent judgment and strategic advice to our Board.

Ms. Du has extensive experience in accounting and finance. Ms. Du served in CICC from April 2000 to February 2014 as an executive director and successively as the head of finance, during which she has had the experience in preparing, reviewing and analysing financial statements of listed companies and listing applicants. She then joined CICC Fund Management Limited as an executive director and later a vice general manager from September 2015 to September 2017, and has been its advisor from October 2017 to December 2021. Ms. Du has also been the director of Zhong Xin Tong Ren Capital Ltd. (中鑫同人資本管理有限公司) since October 2018.

Ms. Du obtained her bachelor's degree in economics from Central Institute of Finance and Banking (中央財政金融學院) (now known as the Central University of Finance and Economics (中央財經大學)) in June 1992. She received her EMBA degree from Shanghai Advanced Institute of Finance of Shanghai Jiao Tong University (上海交通大學上海高級金融學院) in December 2018. She was admitted as a member of China Institute of Internal Audit (中國內部審計師協會) in November 2002 and a fellow of Association of Chartered Certified Accountants in October 2004 and a member of the Chinese Institute of Certified Public Accountant (中國註冊會計師協會) in 1995. Ms. Du obtained a practising qualification in funds (基金從業資格) in November 2014 accredited by Asset Management Association of China (中國證券投資基金業協會).

Subject to approval by way of an ordinary resolution at the AGM, the Company will enter into a letter of appointment with Ms. Du. The term of office will be for a period commencing from the date of the AGM to the date of the annual general meeting to be convened in 2027. Ms. Du is entitled to an annual remuneration of not exceeding RMB200,000 before tax for her role as an independent non-executive Director.

As at the Latest Practicable Date, pursuant to Part XV of the SFO, Ms. Du is interested in 10,600 H Shares.

Dr. MEI Lehe, aged 59, as an independent non-executive Director, is responsible for supervising and providing independent judgment and strategic advice to our Board.

Dr. Mei has joined the department of chemistry of the Zhejiang University (浙江大學) since August 1988. Since March 2009, Dr. Mei successively served as the dean of the school of biological and chemical engineering, director of scientific research division (科研處處長), vice principal (副院長) and currently serves as a professor of the Ningbo Institute of Technology, Zhejiang University (浙江大學寧波理工學院).

Dr. Mei obtained his bachelor's degree in chemistry in 1985, master's degree in chemical engineering in July 1988 and doctoral degree in biochemicals (生物化工) in June 2000 from the Zhejiang University.

Subject to approval by way of an ordinary resolution at the AGM, the Company will enter into a letter of appointment with Dr. Mei. The term of office will be for a period commencing from the date of the AGM to the date of the annual general meeting to be convened in 2027. Dr. Mei is entitled to an annual remuneration of not exceeding RMB200,000 before tax for his role as an independent non-executive Director.

As at the Latest Practicable Date, Dr. Mei did not have any interest in Shares or underlying Shares within the meaning of Part XV of the SFO.

NOMINEES FOR SUPERVISORS

Ms. XU Jing (徐婧), aged 35, joined in our Group in March 2021 and has been our Supervisor and the chairwoman of Board of Supervisors since then.

Prior to joining our Group, Ms. Xu has been the general manager of Ningbo Lide Medical Technology Co., Ltd. (寧波理得醫療科技有限公司) since December 2018.

Ms. Xu obtained her bachelor's degree in aircraft manufacturing engineering (飛行器製造工程) from Northwestern Polytechnical University (西北工業大學) in July 2010, and her master's and doctoral degree in mechatronics from Université de Technologie de Compiègne in Compiègne, France in July 2012 and October 2016 respectively.

Subject to approval by way of an ordinary resolution at the AGM, the Company will enter into a letter of appointment with Ms. Xu. The term of office will be for a period commencing from the date of the AGM to the date of the annual general meeting to be convened in 2027. Ms. Xu will not be entitled to any remuneration for her role as a Supervisor.

As at the Latest Practicable Date, Ms. Xu did not have any interest in Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. TANG Hao (唐皓), aged 39, joined our Group in October 2020 and has been our Supervisor since then.

Prior to joining our Group, Mr. Tang served as a project manager of BDO China Li Xin Da Hua Certified Public Accountants Co., Ltd. (立信大華會計師事務所有限公司) (now known as Da Hua CPAs (Special General Partnership), Shenzhen office (大華會計師事務所(特殊普通合伙)深圳分所)). He also served as an investment manager of Shenzhen Extra Investment Co., Ltd. (深圳市鼎泓乘方投資有限公司). He has been the assistant to the general manager of Ningbo Linfeng since June 2014, and the director and chief finance officer of Ningbo Pharmaceuticals Co., Ltd. (寧波藥材股份有限公司) since June 2016.

Mr. Tang obtained his bachelor's degree in finance management (財務管理) from Huazhong University of Science and Technology (華中科技大學) in June 2007.

Subject to the approval by way of an ordinary resolution at the AGM, Mr. Tang will enter into a letter of appointment with the Company. The term of office will be for a period commencing from the date of the AGM to the date of the annual general meeting to be convened in 2027. Mr. Tang will not be entitled to any remuneration for his role as a Supervisor.

As at the Latest Practicable Date, Mr. Tang did not have any interest in Shares or underlying Shares within the meaning of Part XV of the SFO.

NOTICE OF 2023 ANNUAL GENERAL MEETING



Jenscare Scientific Co., Ltd. 寧波健世科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 9877)

NOTICE OF 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2023 annual general meeting (the “AGM”) of Jenscare Scientific Co., Ltd. (the “Company”) will be held at Meeting Room, 3/F, Block 5, B Area, No. 777 Binhai 4th Road, Hangzhou Bay New Area, Ningbo, Zhejiang Province, PRC on Friday, May 31, 2024 at 2:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the resolution on the report of the Board of Directors of the Company for the year 2023.
2. To consider and approve the resolution on the report of the Board of Supervisors of the Company for the year 2023.
3. To consider and approve the resolution on the audited consolidated financial statements of the Company for the year 2023.
4. To consider and approve the resolution on the annual report of the Group for the year 2023.
5. To consider and approve the resolution on the financial accounts report of the Group for the year 2023.
6. To consider and approve the resolution on the financial budget of the Group for the year 2024.
7. To consider and approve the resolution on the annual profit distribution plan of the Company for the year 2023.
8. To consider and approve the re-appointment of Ernst & Young as the auditor of the Company for 2024, for a term commencing from the date of approval at the AGM until the conclusion of the 2024 annual general meeting of the Company, and authorize the Board to determine the specific matters, including but not limited to their remunerations, in relation to such re-appointment.

NOTICE OF 2023 ANNUAL GENERAL MEETING

9. To consider and approve the proposed re-election of the following retiring Directors of the second session of the Board:
 - (i) Mr. Lv Shiwen as an executive Director;
 - (ii) Mr. Pan Fei as an executive Director;
 - (iii) Mr. Tan Ching as a non-executive Director;
 - (iv) Mr. Zheng Jiaqi as a non-executive Director;
 - (v) Ms. Xie Youpei as a non-executive Director;
 - (vi) Mr. Chen Xinxing as a non-executive Director;
 - (vii) Dr. Lin Shoukang as an independent non-executive Director;
 - (viii) Ms. Du Jiliu as an independent non-executive Director; and
 - (ix) Dr. Mei Lehe as an independent non-executive Director.
10. To consider and approve the proposed re-election of Supervisors of the second session of the Board of Supervisors:
 - (i) Ms. Xu Jing as a shareholders' representative Supervisor; and
 - (ii) Mr. Tang Hao as a shareholders' representative Supervisor.
11. To determine the remuneration of Directors.
12. To determine the remuneration of Supervisors.

By order of the Board
Jenscare Scientific Co., Ltd.
Mr. LV Shiwen
Chairman and Executive Director

April 26, 2024

Hong Kong

Notes:

1. The register of members of the Company will be closed for the following period:

The holders of the Company's H shares are reminded that pursuant to the Articles of Association and for determining the right of shareholders to attend and vote at the AGM, the register of members of H shares of the Company will be closed from Tuesday, May 28, 2024 to Friday, May 31, 2024 (both days inclusive), during which period, no transfer of shares will be registered. In order to be qualified for attending and voting at the AGM, all the share transfer documents should be lodged for registration with Computershare Hong Kong Investor Services Limited, the Company's H share registrar and transfer office in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, May 27, 2024.

NOTICE OF 2023 ANNUAL GENERAL MEETING

2. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy needs not be a shareholder of the Company. Where a shareholder of the Company appoints more than one proxy, his/her/its proxies can only vote in a poll.
3. To be valid, the proxy form enclosed with this circular (“**Proxy Form**”) shall be used by shareholders of the Company wishing to appoint a proxy and, if such Proxy Form is signed by a person authorized by a shareholder pursuant to a power of attorney or other authority, a notarized copy of that power of attorney or other authority must be delivered together with the Proxy Form to (i) the Company’s headquarters in the PRC at Block 5, B Area, No. 777 Binhai 4th Road, Hangzhou Bay New Area, Ningbo, Zhejiang Province, PRC (for holders of Unlisted Shares); or (ii) the Company’s H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time designated for the commencement of the AGM or any adjournment thereof. The Proxy Form can also be downloaded from the Company’s website at www.jenscare.com or the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.
4. A shareholder or his/her/its proxy shall produce proof of identity when attending the AGM. If a corporate shareholder appoints its representative to attend the meeting, such representative shall produce proof of identity and a copy of the resolution of the board of directors or governing body of such shareholder.
5. In accordance with the articles of association of the Company, where there are joint registered shareholders, only the first named shareholder in the register of members is entitled to receive this notice, attend the AGM and exercise voting rights.
6. The AGM is expected to last for about half a day. Shareholders of the Company or their proxies attending the AGM shall be responsible for their own transportation, food and lodging.