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)

REVISION OF ANNUAL CAPS UNDER THE MEDICAL DEVICES ACCESSORIES PURCHASE AGREEMENT

REVISION OF ANNUAL CAPS UNDER THE MEDICAL DEVICES ACCESSORIES PURCHASE AGREEMENT

References are made to the Prospectus and the 2025 Annual Report of the Company, which contains the details of the Medical Devices Accessories Purchase Agreement entered into between the Company and Linstant on September 16, 2022 and renewed on January 1, 2025. As the actual transaction amount of the transactions contemplated under the Medical Devices Accessories Purchase Agreement may exceed the existing annual caps, on August 31, 2026, the Company entered into the Supplemental Agreement to the Medical Devices Accessories Purchase Agreement with Linstant to revise the annual caps in respect of the two years ending December 31, 2027 under the Medical Devices Accessories Purchase Agreement.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Linstant is owned as to 45.48% by Ningbo Linfeng, and Ningbo Linfeng is owned as to 65% by Shanghai Shidi, which is in turn wholly-owned by Ms. Li, one of the Substantial Shareholders of the Company. As such, Linstant is an associate of Ms. Li and hence, a connected person of the Company under Rule 14A.12(c) of the Listing Rules. Therefore, the transactions under the Supplemental Agreement to the Medical Devices Accessories Purchase Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

At the time of renewing the Medical Devices Accessories Purchase Agreement on January 1, 2025, each of the applicable percentage ratios calculated in accordance with Rule 14.07 of the Listing Rules was below 5%, and the annual transaction amount was less than HK$3 million. The transactions contemplated under the Medical Devices Accessories Purchase Agreement constituted fully exempt continuing connected transactions for the Company under Rule 14A.76(1) of the Listing Rules and were not subject to reporting, announcement and independent shareholders' approval requirements.

In respect of the Revised Medical Devices Accessories Purchase Caps, as calculated in accordance with Rule 14.07 of the Listing Rules, one or more of the applicable percentage ratios under the Listing Rules are below 25%, and the Revised Medical Devices Accessories Purchase Caps (calculated on an annual basis) are less than HK$10,000,000. As such, pursuant to Rule 14A.76(2) of the Listing Rules, the transactions contemplated under the Supplemental Agreement to the Medical Devices Accessories Purchase Agreement are only subject to the reporting, annual review and announcement requirements but are exempt from independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

BACKGROUND

References are made to the Prospectus and the 2025 Annual Report of the Company, which contains the details of the Medical Devices Accessories Purchase Agreement entered into between the Company and Linstant on September 16, 2022 and renewed on January 1, 2025. As the actual transaction amount of the transactions contemplated under the Medical Devices Accessories Purchase Agreement may exceed the existing annual caps, on August 31, 2026, the Company entered into the Supplemental Agreement to the Medical Devices Accessories Purchase Agreement with Linstant to revise the annual caps under the Medical Devices Accessories Purchase Agreement.

Medical Devices Accessories Purchase Agreement

The principal terms of the Medical Devices Accessories Purchase Agreement are set forth below:

Date of Agreement:	January 1, 2025
Parties:	(i). Linstant; and (ii). the Company (for and on behalf of the Company and its subsidiaries)
Terms:	from January 1, 2025 to December 31, 2027
Subject Matters:	Pursuant to the Medical Devices Accessories Purchase Agreement, the Company may purchase from Linstant the medical devices accessories.

Pricing Policy:	In order to ensure that the terms of transactions under the Medical Devices Accessories Purchase Agreement are fair and reasonable and in line with market practices, and that the terms of transactions will be no less favorable to the Company than the terms of transactions between the Company and independent third parties, the Company has adopted the following measures: (i) to have regular contact with the suppliers of the Group (including Linstant) to keep abreast of market developments and the price trend of products; and (ii) to assess, review and compare the quotations or proposals taking into account various factors including quality, payment, flexibility and after-sales services to ensure that the proposed transactions will be consistent with the general interest of our Group and our Shareholders as a whole. The fees will be charged at amounts no less favorable to the Company than rates at which the Company pays independent third parties for comparable transactions.

REVISION OF ANNUAL CAPS UNDER THE MEDICAL DEVICES ACCESSORIES PURCHASE AGREEMENT

Due to the increasing demand for the medical devices accessories used in the business operations, it is expected that the Original Medical Devices Accessories Purchase Caps for the year ending December 31, 2026 will be exceeded. Therefore, the Company proposes to revise the Original Medical Devices Accessories Purchase Caps in respect of the two years ending December 31, 2027.

Save for the revision in the annual caps as described below, the terms of the Medical Devices Accessories Purchase Agreement have not been changed or modified in any way. Further details of the Medical Devices Accessories Purchase Agreement were set out in the paragraphs headed "Connected Transactions – Exempt Continuing Connected Transactions – Medical Devices Accessories Purchase Agreement" in the Prospectus and the 2025 Annual Report of the Company.

Historical amounts

The table below sets out the historical amounts incurred by the Group under the Medical Devices Accessories Purchase Agreement during the periods indicated below:

	For the year ended December 31, 2022	For the year ended December 31, 2023	For the year ended December 31, 2024	For the year ended December 31, 2025	For the seven months ended July 31, 2026
Actual transaction amounts	RMB2,327,000	RMB4,335,000	RMB1,978,000	RMB2,275,000	RMB2,021,000

Original and Revised Medical Devices Accessories Purchase Caps

The Company proposes that the below Revised Medical Devices Accessories Purchase Caps be set for the transactions with Linstant under the Medical Devices Accessories Purchase Agreement in respect of the two years ending December 31, 2027:

	For the year ending December 31, 2026	For the year ending December 31, 2027
Original Medical Devices Accessories Purchase Caps	RMB2,338,000	RMB2,695,000
Revised Medical Devices Accessories Purchase Caps	RMB4,229,000	RMB4,907,000

The Company confirms that as at the date of this announcement, the actual transaction amounts under the Medical Devices Accessories Purchase Agreement have not exceeded the respective Original Medical Devices Accessories Purchase Caps for the year ending December 31, 2026.

Basis of determination of the Revised Medical Devices Accessories Purchase Caps

In determining the Revised Medical Devices Accessories Purchase Caps, the Directors have considered the following:

(i) the historical transaction amounts paid by the Group to Linstant for the medical devices accessories, which include the actual transaction amount of RMB2.021 million for the seven months ended July 31, 2026, representing approximately 86.4 % of the Original Medical Devices Accessories Purchase Caps for the year ending December 31, 2026;

(ii) the commercialization of the Group's structural heart disease interventional products is rapidly advancing worldwide, and the increased demand for the research and development of raw materials for the the Group's products pipeline under development; and

(iii) considering the quality, payments, flexibility and after-sales services of Linstant and other suppliers in the market and based on the current procurement arrangements of the Group.

Internal control measures

The Company has formulated a connected transaction management policy for the determination, management, reporting and disclosure of connected transactions, and has established internal review procedures to ensure that the continuing connected transactions under the Medical Devices Accessories Purchase Agreement are carried out in accordance with the terms of the agreement, the applicable pricing policy and the annual caps. The measures include but are not limited to:

(i) the Company has designated a relevant management team consisting of the business operation, legal and finance departments, alongside the management to oversee the continuing connected transactions under the Medical Devices Accessories Purchase Agreement. The team will continuously track and periodically monitor the conduct of such transactions and report to the Board of the Company;

(ii) the finance department of the Company will periodically collect and aggregate the actual transaction amounts under the Medical Devices Accessories Purchase Agreement, and verify such amounts against the applicable annual caps to monitor the utilization of the annual caps. The finance department of the Company will report the progress of the relevant continuing connected transactions and the utilization of the annual caps to the management on a regular basis and/or as and when needed;

(iii) if the Company anticipates that the transaction amounts for any year under the Medical Devices Accessories Purchase Agreement may exceed the applicable annual caps, the Company will promptly report to the management and take appropriate measures in accordance with the relevant requirements under Chapter 14A of the Listing Rules; and

(iv) the independent non-executive Directors will annually review the continuing connected transactions under the Medical Devices Accessories Purchase Agreement, and the Company's auditor will also conduct an annual review of the relevant continuing connected transactions in accordance with the relevant requirements under the Listing Rules.

Reasons for and benefits of the Revised Medical Devices Accessories Purchase Caps

With the commercialization of the Group and an increase in research and development activities, the procurement of relevant accessories has been increased. There are independent third parties who can provide identical or similar medical device accessories on similar terms in the PRC market, but such procurement from independent third parties would not be as efficient from a cost perspective and operation perspective as compared with the current purchase arrangements with Linstant, given the long standing relationship with Linstant, the stable quality and supply of Linstant's accessories. The Group believes Linstant will be able to satisfy its increasing business demand.

The Directors (including the independent non-executive Directors) considered that the transactions contemplated under the Supplemental Agreement to the Medical Devices Accessories Purchase Agreement were entered into in the ordinary and usual course of business of the Group on normal commercial terms, and that the Revised Medical Devices Accessories Purchase Caps are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION ABOUT THE COMPANY

The Company is a medical device company dedicated to developing interventional products for the treatment of structural heart disease, with a strong focus on international expansion. The Company has developed a series of treatment solutions targeting different types of structural heart diseases and other related conditions, actively advance and promote our R&D efforts and conversion of such efforts to the development of multiple new products to enrich the product portfolio, and meet diverse global clinical needs.

INFORMATION ABOUT LINSTANT

Linstant is a medical devices accessories company based in the PRC and principally engaged in the manufacturing of polymer accessories for medical devices. Linstant is owned as to 45.48% by Ningbo Linfeng, and Ningbo Linfeng is owned as to 65% by Shanghai Shidi, which is in turn wholly-owned by Ms. Li, one of the Substantial Shareholders of the Company. As such, Linstant is an associate of Ms. Li, and hence, a connected person of the Company under Rule 14A.12(c) of the Listing Rules.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Linstant is owned as to 45.48% by Ningbo Linfeng, and Ningbo Linfeng is owned as to 65% by Shanghai Shidi, which is in turn wholly-owned by Ms. Li, one of the Substantial Shareholders of the Company. As such, Linstant is an associate of Ms. Li and hence, a connected person of the Company under Rule 14A.12(c) of the Listing Rules. Therefore, the transactions under the Supplemental Agreement to the Medical Devices Accessories Purchase Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

In respect of the Revised Medical Devices Accessories Purchase Caps, as calculated in accordance with Rule 14.07 of the Listing Rules, one or more of the applicable percentage ratios under the Listing Rules are below 25%, and the Revised Medical Devices Accessories Purchase Caps (calculated on an annual basis) are less than HK$10,000,000. As such, pursuant to Rule 14A.76(2) of the Listing Rules, the transactions contemplated under the Supplemental Agreement to the Medical Devices Accessories Purchase Agreement are only subject to the reporting, annual review and announcement requirements but are exempt from independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Pursuant to a concert party agreement dated March 16, 2021, Mr. Lv, a non-executive Director and one of the Substantial Shareholders, and Ms. Li, one of the Substantial Shareholders, confirmed that they have been acting in concert in the management and operation of the Group since January 1, 2018. As at the date of this announcement, the Substantial Shareholders hold approximately 25.73% of the total issued shares of the Company. As Mr. Lv has a material interest in the Revised Medical Devices Accessories Purchase Caps through his concert party arrangement with Ms. Li, he has abstained from voting on the board resolutions of the Company in relation to the revision of annual caps.

As a Director nominated by Ningbo Linfeng, Ms. XIE Youpei, a non-executive Director, has a material interest in the Revised Medical Devices Accessories Purchase Caps. She has abstained from voting on the board resolutions of the Company in relation to the revision of annual caps.

DEFINITIONS

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

"2025 Annual Report"	the 2025 annual report of the Company dated April 28, 2026
“Board”	the board of Directors of the Company
“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, 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
“Concert Parties”	refer to Mr. Lv and Ms. Li and “Concert Party” means any one of them
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK$”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Linstant”	Ningbo Linstant Polymer Materials Co., Ltd. (寧波琳盛高分子材料有限公司), a limited company established in the PRC on April 15, 2014
“Medical Devices Accessories Purchase Agreement”	the medical devices accessories purchase agreement dated September 16, 2022, as renewed on January 1, 2025 (effective from January 1, 2025 for a term of three years), entered into by and between the Company and Linstant
“Mr. Lv”	Mr. LV Shiwen (吕世文), the chairman of the Board, a non-executive Director, and one of the Substantial Shareholders
“Ms. Li”	Ms. LI Hui (李輝), one of the Substantial Shareholders of the Company
“Ningbo Linfeng”	Ningbo Linfeng Biotechnology Co., Ltd. (寧波麟灃生物科技有限公司), a limited company established in the PRC on November 8, 2011

"Original Medical Devices Accessories Purchase Caps"	the original total amounts under the Medical Devices Accessories Purchase Agreement for the years ending December 31, 2026 and 2027 of RMB2,338,000 and RMB2,695,000, respectively
"PRC"	the People's Republic of China, for the purpose of this announcement, excluding the regions of Hong Kong, Macao Special Administrative Region of the PRC and Taiwan
"Prospectus"	the prospectus of the Company dated September 23, 2022
"Revised Medical Devices Accessories Purchase Caps"	the revised total amounts under the Supplemental Agreement to the Medical Devices Accessories Purchase Agreement for the years ending December 31, 2026 and 2027 of RMB4,229,000 and RMB4,907,000, respectively
"RMB"	Renminbi, the lawful currency of the PRC
"Shanghai Shidi"	Shanghai Shidi Industrial Development Co., Ltd. (上海仕地實業發展有限公司), formerly known as Shanghai Shidi Investment Management Co., Ltd. (上海仕地投資管理有限公司), a limited company established in the PRC on September 29, 2007
"Share(s)"	the shares of the Company
"Shareholder(s)"	holders of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Substantial Shareholders"	has the meaning ascribed to it under the Listing Rules and in this context, refer to the Concert Parties, Mr. Lv and Ms. Li
"Supplemental Agreement to the Medical Devices Accessories Purchase Agreement"	the supplemental agreement to the Medical Devices Accessories Purchase Agreement dated August 31, 2026 entered into by and between the Company and Linstant to amend and supplement the Medical Devices Accessories Purchase Agreement
"%"	per cent.

By Order of the Board
Jenscare Scientific Co., Ltd.
Mr. PAN Fei
Executive Director and Chief Executive Officer

Hong Kong, August 31, 2026

As at the date of this announcement, the executive Director of the Company is Mr. PAN Fei; the non-executive Directors are Mr. LV Shiwen, Mr. TAN Ching, Mr. ZHENG Jiaqi, Ms. XIE Youpei and Mr. CHEN Xinxing; and the independent non-executive Directors are Dr. LIN Shoukang, Ms. DU Jiliu and Dr. MEI Lehe.