

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



Jenscare Scientific Co., Ltd.
寧波健世科技股份有限公司
(the “Company”)

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

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
- (2) PROPOSED ADJUSTMENTS TO THE EMPLOYEE INCENTIVE PLANS OF THE COMPANY**
- (3) PROPOSED AUTHORIZATION TO THE BOARD AS DELEGATEE FOR HANDLING MATTERS RELATING TO THE EMPLOYEE INCENTIVE PLANS**

1. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing articles of association (the “**Articles**”) of the Company to update the names of certain shareholders of the Company (the “**Shareholders**”) set out in Article 3.5 of the Articles (the “**Proposed Amendments**”) in accordance with the applicable laws of the People’s Republic of China.

The Articles are written in both Chinese and English and the Chinese version shall prevail in case of discrepancy.

A summary of the Proposed Amendments is set out below:

	Name of the Shareholder before amendment	Name of the Shareholder after amendment
a)	Shanghai Shidi Investment Management Co., Ltd. (上海仕地投資管理有限公司)	Shanghai Shidi Industrial Development Co., Ltd. (上海仕地實業發展有限公司)
b)	Ningbo Mukang Investment Management Partnership (Limited Partnership) (寧波沐康投資管理合夥企業(有限合夥))	Ningbo Mukang Venture Capital Partnership (Limited Partnership) (寧波沐康創業投資合夥企業(有限合夥))
c)	Ningbo Maidu Enterprise Management L.P. (Limited Partnership) (寧波脈迪企業管理合夥企業(有限合夥))	Hainan Maidu Enterprise Management L.P. (Limited Partnership) (海南脈迪企業管理合夥企業(有限合夥))

2. PROPOSED ADJUSTMENTS TO THE EMPLOYEE INCENTIVE PLANS OF THE COMPANY

Reference is made to the prospectus of the Company dated September 23, 2022 regarding the employee incentive plans under (i) Hainan Hualing Investment L.P. (Limited Partnership) (海南華翎投資合夥企業(有限合夥)) (“**Hainan Hualing**”); and (ii) Hainan Maidu Enterprise Management L.P. (Limited Partnership) (海南脈迪企業管理合夥企業(有限合夥)) (formerly known as Ningbo Maidu Enterprise Management L.P. (Limited Partnership) (寧波脈迪企業管理合夥企業(有限合夥)) (“**Hainan Maidu**”) (collectively, the “**Employee Incentive Plans**”). In order to further establish and improve the Company’s long-term incentive mechanism, attract and retain talents, fully mobilize the enthusiasm of the Company’s employees, effectively link the interests of Shareholders, the Company and core personnel and their awareness of the Company’s long-term development, the Board proposes to make certain adjustments (the “**Proposed Adjustments**”) to the Employee Incentive Plans under Hainan Hualing and Hainan Maidu (collectively, the “**Employee Incentive Platforms**”).

Prior to and after the Proposed Adjustments, the Employee Incentive Plans were carried out through the Employee Incentive Platforms, which did not involve the Company directly issuing new Shares of the Company (“**Shares**”) or granting existing Shares to the Participants. After the Proposed Adjustments, the participants of the Employee Incentive Plans (the “**Participants**”) shall become direct/indirect limited partners of the Employee Incentive Platforms upon registration of their interests. In effect, the Participants do not have any voting rights in the Company, but they are beneficially interested in the Shares through their released partnership interests in the Employee Incentive Platforms, and the voting power of the Shares held by the Employee Incentive Platforms is exercisable by the respective general partners of the Employee Incentive Platforms, namely, Hainan Yize Medical Technology Co., Ltd. (海南一則醫療科技有限公司) and Ningbo Dixiang Venture Capital Co., Ltd. (寧波迪翔創業投資有限公司), which are owned as to 99% and 98% respectively by Mr. Pan Fei and Mr. Lv Shiwen, who are the executive directors of the Company.

A summary of the Proposed Adjustments is set out below:

- a) the determination of date of grant of partnership interests in the Employee Incentive Platforms;
- b) the release arrangements of the partnership interests in the Employee Incentive Platforms; and
- c) the rights and obligations of the participants of the Employee Incentive Plans after granting of partnership interests, including (i) the disposal of partnership interest after resignation and (ii) repurchase of partnership interest.

The Employee Incentive Plans do not constitute a share option scheme under Chapter 17 of the Hong Kong Listing Rules.

3. PROPOSED AUTHORIZATION TO THE BOARD AS DELEGATEE FOR HANDLING MATTERS RELATING TO THE EMPLOYEE INCENTIVE PLANS

In order to facilitate its role as the administrative body of the execution of the Employee Incentive Plans (including the Proposed Adjustments) and ensure the smooth implementation of the same, the Board proposed to authorize the Board as delegatee for handling matters relating to the Employee Incentive Plans within the scope of relevant laws and regulations of the People's Republic of China (the "**Proposed Authorization**").

The aforementioned authorization to the Board as the delegatee shall remain valid so long as the Employee Incentive Plans or the Proposed Authorization has not been terminated or modified in accordance with the laws, regulations, rules, relevant regulatory requirements of the place where the Company's shares are listed and/or by resolution of a shareholders' general meeting.

The Proposed Amendments is subject to the consideration and approval by the Shareholders by way of special resolutions at a Shareholders' general meeting of the Company. The Proposed Adjustments and the Proposed Authorization are subject to consideration and approval by the Shareholders by way of ordinary resolutions at a Shareholders' general meeting of the Company.

4. EGM

The forthcoming third extraordinary general meeting of the Company (the "**Third EGM**") will be convened to consider and, if thought fit, approve, among other things, the Proposed Amendments, the Proposed Adjustments and the Proposed Authorization.

Please refer to the announcement of the Company dated November 9, 2022 for the details of the book closure period of the Third EGM.

A circular containing, among other items, details of the Proposed Amendments, the Proposed Adjustments and the Proposed Authorization with a notice convening the Third EGM will be despatched to the Shareholders in due course.

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

Hong Kong, December 2, 2022

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