



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)

**PROXY FORM FOR THE 2023 FIRST EXTRAORDINARY GENERAL MEETING
TO BE HELD ON MONDAY, MAY 15, 2023**

Number of shares to which this proxy form relates ^(Note 1)	Unlisted shares
	H shares

I/We^(Note 2) _____
 (name) of _____
 (address) being the registered holder(s) of _____
 Unlisted shares /H shares^(Note 3) in the issued share capital of Jenscare Scientific Co., Ltd. (the "Company") hereby appoint the chairman of the meeting^(Note 4)
 or _____
 (name) of _____
 (address) as my/our proxy(ies) to attend and vote for me/us and on my/our behalf at the 2023 first extraordinary general meeting of the Company 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 (Monday) May 15, 2023 at 2:00 p.m. (the "2023 First EGM") (and any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the 2023 First EGM and at the 2023 First EGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below^(Note 4).

SPECIAL RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
1.	To consider and approve the proposed issue of A shares (the "Issue of A Shares") as follows (each and every item as a separate resolution):			
	i. Class of new Shares to be issued			
	ii. Place of listing			
	iii. Nominal value of new Shares to be issued			
	iv. Issue size			
	v. Target subscribers			
	vi. Method of issuance			
	vii. Pricing methodology			
	viii. Strategic placing			
	ix. Method of underwriting			
	x. Schedule of issuance			
	xi. Use of proceeds			
	xii. Expenses in relation to the Issue of A Shares			
	xiii. Validity period of the resolutions			
2.	To consider and approve the authorization to the board of directors of the Company (the "Board of Directors") to fully handle matters in connection with the Issue of A Shares and the listing on the Science and Technology Innovation Board of the Shanghai Stock Exchange (the "STAR Market").			
3.	To consider and approve the investment projects to be funded by the proceeds raised from the Issue of A Shares and the feasibility analysis.			
4.	To consider and approve the proposal for accumulated profit distribution or the plan for undertaking unrecovered losses prior to the Issue of A Shares and the listing on the STAR Market.			
5.	To consider and approve the Company's three-year share price stabilization plan after the Company's initial public offering of A Shares and listing on the STAR Market.			
6.	To consider and approve the Company's three-year dividend return plan for Shareholders after the Company's initial public offering of A Shares and listing on the STAR Market.			
7.	To consider and approve the analysis on the impact of dilution on immediate return by the Company's initial public offering of A Shares and adoption of remedial measures.			

SPECIAL RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
8.	To consider and approve the undertakings and restraining measures relating to the Company's Issue of A Shares and listing on the STAR Market, and to authorize the Board to make appropriate undertakings for the purpose of the Issue of A Shares in accordance with the laws, regulations and regulatory documents of the PRC, the relevant regulations and policies of the securities regulatory departments, and combining the review for listing on the STAR Market in practice and the actual situation of the Company.			
9.	To consider and approve the proposed amendments to the articles of association of the Company (the "Articles") pursuant to the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the "Trial Measures").			
10.	To consider and approve the proposed amendments to the Articles ancillary to the Issue of A Shares.			
ORDINARY RESOLUTIONS				
11.	To consider and approve the appointment of professional parties in connection with the proposed issue of A shares as follows:			
	i. Huatai United Securities Co., Ltd. as the sponsor (lead underwriter)			
	ii. Commerce & Finance Law Offices as the legal advisers to the Company as to PRC law			
	iii. Ernst & Young as the auditors of the Company.			
12.	To consider and approve the amendments to or adoption of each of the following internal management policies ancillary to the Proposed Issue of A Shares as follows:			
	i. the "Rules of Procedures for the Meeting of Shareholders"			
	ii. the "Rules of Procedures for the Board of Directors"			
	iii. the "Rules of Procedures for the Supervisory Committee"			
	iv. the "Management Policies for Related/Connected Transactions"			
	v. the "Management Policies for External Guarantees"			
	vi. the "Management Policies for External Investment"			
	vii. the "Terms for Reference for the Independent Directors"			
	viii. the "Management Policies for Raised Proceeds"			
	ix. the "Management Policies for Financial Dealings with Related Parties"			
	x. the "Implementation Rules of Cumulative Voting System"			
13.	To consider and approve the amendments to each of the following internal management policies pursuant to the Trial Measures as follows:			
	i. the "Rules of Procedures for the Meeting of Shareholders"			
	ii. the "Rules of Procedures for the Board of Directors"			
	iii. the "Rules of Procedures for the Supervisory Committee"			
	iv. the "Management Policies for External Guarantees"			
	v. the "Management Policies for External Investment"			
14.	To consider and approve the status of major transactions with related parties during the three years ended December 31, 2020, 2021 and 2022.			
15.	To consider and approve the use of proceeds report of the Company for the year ended December 31, 2022.			

Date: _____ 2023

Signature(s)^(Note 6): _____

Notes:

- Please delete as appropriate and insert the number of shares of the Company registered in your name(s) to which this proxy form relates. If a number is inserted, this proxy form will be deemed to relate only to those shares. If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered shareholders should be stated.
- Please insert the number of shares registered in your name(s) and delete as appropriate.
- If any proxy other than the chairman of the 2023 First EGM is preferred, please strike out the words "the chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the 2023 First EGM is entitled to appoint a proxy or more than one proxy(ies) to attend the 2023 First EGM and vote on his/her behalf. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PUT A TICK ("✓") IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PUT A TICK ("✓") IN THE BOX MARKED "AGAINST". IF YOU WISH TO VOTE ABSTENTION ON A RESOLUTION, PLEASE PUT A TICK ("✓") IN THE BOX MARKED "ABSTAIN".** If no direction is given, your proxy may either vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the 2023 First EGM other than those referred to in the notice convening the 2023 First EGM.
- This proxy form must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either under its common seal or under the hand of a director or attorney duly authorised to sign the same. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- Any abstention vote or waiver of voting shall be deemed as "abstain". Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstain". The abstention vote shall be regarded as valid votes when the Company counts the votes in respect of the relevant matter.
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at (i) the Company's headquarters in the People's Republic of China ("PRC") at Block 5, B Area, No. 777 Binhai 4th Road, Hangzhou Bay New Area, Ningbo, Zhejiang Province, PRC (for holders of unlisted shares of the Company) 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 (for holders of H shares of the Company) not less than 24 hours before the time appointed for the 2023 First EGM.
- Completion and return of the proxy form will not preclude you from attending and voting at the 2023 First EGM or any adjourned meeting thereof (as the case may be) if you so wish. If you attend and vote at the 2023 First EGM in person, the authority of your proxy will be revoked.