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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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.

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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.

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**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) 2022 REPORT OF THE BOARD OF DIRECTORS**
- (2) 2022 REPORT OF THE BOARD OF SUPERVISORS**
- (3) 2022 AUDITED FINANCIAL STATEMENTS**
- (4) 2022 ANNUAL REPORT**
- (5) 2022 FINANCIAL ACCOUNTS REPORT**
- (6) 2023 FINANCIAL BUDGET**
- (7) 2022 ANNUAL PROFIT DISTRIBUTION PLAN**
- (8) RE-APPOINTMENT OF AUDITOR**
- (9) REMUNERATION OF DIRECTORS**
- (10) REMUNERATION OF SUPERVISORS**
- (11) UNCOVERED DEFICIT OF THE COMPANY AMOUNTING TO ONE-THIRD OF THE TOTAL SHARE CAPITAL**
- AND**
- (12) NOTICE OF 2022 ANNUAL GENERAL MEETING**

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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 Wednesday, May 31, 2023 at 2:00 p.m. is set out on pages 9 to 11 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](http://www.hkexnews.hk)) and the website of the Company ([www.jenscare.com](http://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, 2023

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## DEFINITIONS

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

“AGM” or “Annual General Meeting”	the 2022 annual general meeting of the Company to be held on Wednesday, May 31, 2023 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), and where necessary, its predecessor Ningbo Jenscare Biotechnology Co., Ltd. (寧波健世生物科技有限公司), a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Stock Exchange (Stock code: 9877)
“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
“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

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Notice of the AGM”	the notice of AGM dated April 26, 2023, a copy of which is set out on pages 9 to 11 of this circular
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the Domestic 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

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## LETTER FROM THE BOARD

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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, 2023

*To the Shareholders:*

Dear Sir/Madam,

- (1) 2022 REPORT OF THE BOARD OF DIRECTORS
- (2) 2022 REPORT OF THE BOARD OF SUPERVISORS
- (3) 2022 AUDITED FINANCIAL STATEMENTS
- (4) 2022 ANNUAL REPORT
- (5) 2022 FINANCIAL ACCOUNTS REPORT
- (6) 2023 FINANCIAL BUDGET
- (7) 2022 ANNUAL PROFIT DISTRIBUTION PLAN
- (8) RE-APPOINTMENT OF AUDITOR
- (9) REMUNERATION OF DIRECTORS
- (10) REMUNERATION OF SUPERVISORS
- (11) UNCOVERED DEFICIT OF THE COMPANY AMOUNTING TO  
ONE-THIRD OF THE TOTAL SHARE CAPITAL  
AND
- (12) NOTICE OF 2022 ANNUAL GENERAL MEETING

#### I. INTRODUCTION

The purpose of this circular is to provide you with the notice of the 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.

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## LETTER FROM THE BOARD

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

- (1) the report of the Board of Directors for the year 2022 (the “**2022 Report of the Board of Directors**”);
- (2) the report of the Board of Supervisors for the year 2022 (the “**2022 Report of the Board of Supervisors**”);
- (3) the audited consolidated financial statements of the Company for the year 2022 (the “**2022 Audited Financial Statements**”);
- (4) the annual report of the Group for the year 2022 (the “**2022 Annual Report**”);
- (5) the financial accounts report of the Group for the year 2022 (the “**2022 Financial Accounts Report**”);
- (6) the financial budget of the Group for the year 2023 (the “**2023 Financial Budget**”);
- (7) the annual profit distribution plan of the Company for the year 2022 (the “**2022 Annual Profit Distribution Plan**”);
- (8) the re-appointment of auditor of the Company for the year 2023;
- (9) to determine the remuneration of the Directors;
- (10) to determine the remuneration of the Supervisors; and
- (11) the uncovered deficit of the Company amounting to one-third of the total share capital.

## II. DETAILS OF THE RESOLUTIONS

### ORDINARY RESOLUTIONS

#### (1) 2022 Report of the Board of Directors

An ordinary resolution will be proposed at the AGM to consider and approve the 2022 Report of the Board of Directors, the full text of which is set out in the 2022 Annual Report.

#### (2) 2022 Report of the Board of Supervisors

An ordinary resolution will be proposed at the AGM to consider and approve the 2022 Report of the Board of Supervisors, the full text of which is set out in the 2022 Annual Report.

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## LETTER FROM THE BOARD

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**(3) 2022 Audited Financial Statements**

An ordinary resolution will be proposed at the AGM to consider and approve the audited consolidated financial statements for 2022, the full text of which is set out in the 2022 Annual Report.

**(4) 2022 Annual Report**

An ordinary resolution will be proposed at the AGM to consider and approve the 2022 Annual Report. The 2022 Annual Report is set out and published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.jenscare.com](http://www.jenscare.com)).

**(5) 2022 Financial Accounts Report**

An ordinary resolution will be proposed at the AGM to consider and approve the 2022 Financial Accounts Report, the full text of which is set out in the 2022 Annual Report.

**(6) 2023 Financial Budget**

An ordinary resolution will be proposed at the AGM to consider and approve the following 2023 Financial Budget.

After comprehensively considering our operating and development situations, business objective for the year 2023, existing asset base, operating capacity, costs and expenses, industry conditions and development prospects, based on the 2022 Financial Accounts Report, the Company's 2023 Financial Budget will be mainly used for our product commercialization, clinical trials, research and development of our pipeline, capital expenditure and daily operations, etc.

**(7) 2022 Annual Profit Distribution Plan**

An ordinary resolution will be proposed at the AGM to consider and approve the 2022 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 2022.

**(8) Re-appointment of auditor for the year 2023**

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 2023 with a term commencing from the date of approval at the AGM until the conclusion of the 2023 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.

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## LETTER FROM THE BOARD

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### **(9) 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, 2023 formulated in accordance with the Company's internal policies and relevant regulatory requirements.

The 2023 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).

### **(10) 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, 2023 formulated in accordance with the Company's internal policies and relevant regulatory requirements.

The Company's 2023 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).

### **(11) Uncovered deficit of the Company amounting to one-third of the total share capital**

According to the audit of Ernst & Young, as at December 31, 2022, the accumulated loss of the Company was approximately RMB934 million. In accordance with the relevant provisions of the Company Law of the PRC, the uncovered deficit of the Company amount to one-third of the total share capital of the Company and will be considered at the AGM.

An ordinary resolution will be proposed at the AGM to consider and approve the uncovered deficit of the Company amounting to one-third of its total share capital.

## **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 Wednesday, May 31, 2023 at 2:00 p.m.. Notice convening the AGM is set out on pages 9 to 11 of this circular and published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the Company ([www.jenscare.com](http://www.jenscare.com)).



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## LETTER FROM THE BOARD

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### IV. CLOSURE OF REGISTER OF MEMBERS

The register of members will be closed from Friday, April 14, 2023 to Wednesday, May 31, 2023, 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 Wednesday, May 31, 2023.

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 Thursday, April 13, 2023.

### 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](http://www.hkexnews.hk)) and of the Company ([www.jenscare.com](http://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 8.18 of the Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be decided by shows of hands 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.

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## LETTER FROM THE BOARD

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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](http://www.hkexnews.hk)) and the website of the Company ([www.jenscare.com](http://www.jenscare.com)) after the conclusion of the AGM in accordance with the requirements of the Listing Rules.

### 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*

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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**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)**

## NOTICE OF 2022 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 2022 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 Wednesday, May 31, 2023 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 2022.
2. To consider and approve the resolution on the report of the Board of Supervisors of the Company for the year 2022.
3. To consider and approve the resolution on the audited consolidated financial statements of the Company for the year 2022.
4. To consider and approve the resolution on the annual report of the Group for the year 2022.
5. To consider and approve the resolution on the financial accounts report of the Group for the year 2022.
6. To consider and approve the resolution on the financial budget of the Group for the year 2023.
7. To consider and approve the resolution on the annual profit distribution plan of the Company for the year 2022.
8. To consider and approve the re-appointment of Ernst & Young as the auditor of the Company for 2023, for a term commencing from the date of approval at the AGM until the conclusion of the 2023 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.

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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9. To determine the remuneration of the Directors.
10. To determine the remuneration of the Supervisors.
11. To consider and approve the uncovered deficit of the Company amounting to one-third of the total share capital.

Details of the above resolutions are set out in the circular of the Company to be published on April 26, 2023 in relation to the AGM. Unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular.

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

April 26, 2023

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 Friday, April 14, 2023 to Wednesday, May 31, 2023 (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 Thursday, April 13, 2023.
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](http://www.jenscare.com) or the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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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.

*As at the date of this notice, the executive directors of the Company are Mr. LV Shiwen and Mr. PAN Fei; the non-executive directors are 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.*