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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 2024 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2024 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 Thursday, May 22, 2025 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 2024.
- 2. To consider and approve the resolution on the report of the Board of Supervisors of the Company for the year 2024.
- 3. To consider and approve the resolution on the audited consolidated financial statements of the Company for the year 2024.
- 4. To consider and approve the resolution on the annual report of the Group for the year 2024.
- 5. To consider and approve the resolution on the profit distribution plan of the Company for the year 2024.
- 6. To consider and approve the re-appointment of Ernst & Young as the auditor of the Company for 2025, for a term commencing from the date of approval at the AGM until the conclusion of the 2025 annual general meeting of the Company, and authorise the Board to determine the specific matters, including but not limited to their remunerations, in relation to such re-appointment.
- 7. To determine the remuneration of the Directors.
- 8. To determine the remuneration of the Supervisors.

9. To consider and approve the proposed change in the intended use of net proceeds from the global offering as proposed in the circular of the Company dated April 23, 2025.

SPECIAL RESOLUTION

10. To consider and if thought fit, pass with or without amendments, the following resolution regarding the proposed granting of general mandate to repurchase H Shares:

"THAT:

- a) Subject to the restrictions set forth in paragraph (b) and (c) below, the exercise by the Board during the Relevant Period (as defined below) of all the powers of the Company to repurchase the H shares of the Company (the "H Shares") listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), and to determine whether such repurchased H Shares shall be held as treasury shares by the Company or otherwise be cancelled, subject to and in accordance with all applicable laws, regulations and rules and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or any other governmental or regulatory body be and is hereby approved;
- b) The aggregate nominal amount of H Shares authorised to be repurchased by the Company pursuant to the approval mentioned above during the Relevant Period (as defined below) will represent approximately 10% of the Company's total number of H Shares (excluding any treasury shares) and approximately 7.44% of the Company's total issued share capital (excluding any treasury shares) as at the date of passing this resolution;
- c) The first approval mentioned above shall be conditional upon satisfaction of all the following conditions:
 - (i) the obtainment of an approval from all relevant regulatory authorities having jurisdiction over the Company (if applicable) as required by the laws, regulations and rules of the PRC; and
 - (ii) the Company not being required by any of its creditors to repay or to provide guarantees in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, at its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedures under the "Company Law of the People's Republic of China" and the articles of association of the Company (the "Articles of Association"). If the Company determines to repay any amount to any of its creditors, the Company will do so out of its internal funds.

- d) Subject to the approval of all relevant government authorities in the PRC for the repurchase of such shares of the Company being granted and subject to the abovementioned conditions, the Board be and is hereby authorised to:
 - (i) Formulate and implement the specific repurchase plans, including but not limited to repurchase price and number of repurchased H Shares, and determine the time and duration of repurchase, etc.;
 - (ii) Notify creditors and issue announcements in accordance with the requirements of the relevant laws, regulations, normative documents and the Articles of Association;
 - (iii) Open overseas share accounts and carry out the related changes of foreign exchange registration procedures;
 - (iv) Carry out the relevant approval and filing procedures as required by regulatory authorities and the stock exchanges in the place where the shares of the Company are listed;
 - (v) Carry out, execute and implement all such documents, do all such acts and things or take any steps as they consider desirable, necessary or expedient in connection with and to give effect to the repurchase of H Shares in accordance with the requirements of relevant laws and regulations and the listing rules of the stock exchanges in the place where the shares of the Company are listed;
 - (vi) Carry out the cancellation procedures for repurchased H Shares but not held as treasury shares, reduce the registered capital, and make amendments which it deems appropriate to the Articles of Association to reflect the relevant provisions such as the total share capital and shareholding structure of the Company, and carry out the relevant statutory registrations and filing procedures at home and abroad;
 - (vii) Execute and handle other documents and matters related to the repurchase of the H Shares; and
 - (viii) Agreeing that the Board authorises any one of the Directors and other authorised persons to handle the above specific matters within the scope of the above authorisation.

- e) For the purpose of this resolution, the "**Relevant Period**" means the period from the passing of the resolution at the AGM, until whichever is the earliest of:
 - (i) upon conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of a period of twelve months following the passing of this resolution at the AGM; or
 - (iii) the time at which the authorisation conferred by this resolution is revoked or varied by a special resolution of the Shareholders at a general meeting of the Company.

Details of the above resolutions are set out in the circular of the Company to be published on April 23, 2025 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. PAN Fei

Executive Director and Chief Executive Officer

Hong Kong, April 23, 2025

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 will be closed from Monday, May 19, 2025 to Thursday, May 22, 2025 (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 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 Friday, May 16, 2025.
- 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. For avoidance of doubt, holders of treasury shares, if any, shall abstain from voting at the AGM in connection to such treasury shares, as required under the Listing Rules.
- 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 registered office, headquarters and principal place of business 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 the Stock Exchange 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, 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 Director 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.