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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)

**(1) PROPOSED GRANTING OF REPURCHASE
MANDATE TO REPURCHASE H SHARES;
(2) PROPOSED ADOPTION OF
THE H SHARE AWARD AND TRUST SCHEME;
(3) PROPOSED AUTHORIZATION TO THE BOARD AND/OR
THE DELEGATEE(S) TO HANDLE MATTERS PERTAINING
TO THE H SHARE AWARD AND
TRUST SCHEME; AND
(4) THE 2023 SECOND EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The Board has resolved at a meeting of the Board held on November 28, 2023 to propose (i) the granting of the Repurchase Mandate; (ii) the adoption of the H Share Scheme; and (iii) the authorization to the Board and/or the Delegatee(s) to handle matters pertaining to the H Share Scheme. The Repurchase Mandate and the H Share Scheme remain subject to the consideration and approval by the Shareholders at the EGM.

Pursuant to the Repurchase Mandate, the aggregate number of H Shares to be repurchased by the Company on the Stock Exchange shall not exceed 10% of the total number of issued H Shares of the Company as of the date of the passing of the proposed resolution at the EGM.

The H Share Scheme Limit shall be the maximum number of H Shares that will be acquired by the Trustee through on-market transactions from time to time at the prevailing market price, and in any case not more than 13,159,063 H Shares, representing approximately 3.15% of the Company's total number of issued Shares as of the date of this announcement.

IMPLICATIONS UNDER THE LISTING RULES

The H Share Scheme

The H Share Scheme involves no issue of new shares or granting of options for any new securities of the Company. Thus, it does not constitute a share scheme involving issue of new shares as defined and regulated under Chapter 17 of the Listing Rules. The H Share Scheme constitutes a share scheme funded by existing shares under Chapter 17 of the Listing Rules and shall therefore be subject to the applicable requirements under Rule 17.12 of the Listing Rules.

Any grant of an Award to any connected person of the Company will be subject to compliance with Chapter 14A of the Listing Rules unless otherwise exempted under the Listing Rules.

EGM

The EGM will be convened to consider and, if thought fit, approve, among other things, (i) the proposed granting of the Repurchase Mandate; (ii) the proposed adoption of the H Share Scheme; and (iii) the proposed authorization to the Board and/or the Delegatee(s) to handle matters pertaining to the H Share Scheme.

A circular of the Company containing, among other things, (i) further details with respect to the grant of the Repurchase Mandate; (ii) an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate; (iii) further details of the H Share Scheme; (iv) the proposed authorization to the Board and/or the Delegatee(s) to handle matters pertaining to the H Share Scheme; and (v) a notice convening the EGM is expected to be despatched to the Shareholders in due course.

I. PROPOSED GRANTING OF REPURCHASE MANDATE TO REPURCHASE H SHARES

In order to give the Company the flexibility to repurchase Shares if and when appropriate, a special resolution will be proposed at the EGM to approve the granting of the Repurchase Mandate to the Directors to repurchase H Shares on the Stock Exchange of not exceeding 10% of the total number of issued H Shares of the Company as of the date of passing of the proposed special resolution at the EGM. The Repurchase Mandate shall be subject to the consideration and approval by the Shareholders at the EGM.

II. PROPOSED ADOPTION OF THE H SHARE AWARD AND TRUST SCHEME

The Board has resolved at a meeting of the Board held on November 28, 2023 to propose the adoption of the H Share Scheme. The H Share Scheme shall be subject to the consideration and approval by the Shareholders at the EGM. The principal terms of the H Share Scheme are set out below.

Purposes of the H Share Scheme

The purposes of the H Share Scheme are:

- (i) to attract, motivate and retain skilled and experienced personnel to strive for the future development and expansion of the Group by providing them with the opportunity to own equity interests in the Company;
- (ii) to deepen the reform on the Company's remuneration system and to develop and constantly improve the interests balance mechanism among the Shareholders, the operational and executive management; and
- (iii) to (a) recognize the contributions of the leadership of the Company including the Directors; (b) encourage, motivate and retain the leadership of the Company whose contributions are beneficial to the continual operation, development and long-term growth of the Group; and (c) provide additional incentive for the leadership of the Company and long standing employee by aligning their interests to those of the Shareholders and the Group as a whole.

Duration of the H Share Scheme

Subject to any early termination of the H Share Scheme pursuant to the H Share Scheme Rules, the H Share Scheme shall be valid and effective for five years commencing from the date on which the H Share Scheme is approved by the Shareholders at the EGM (after which no further Awards under the H Share Scheme shall be granted), and thereafter for so long as there are any non-vested Award Shares granted under the H Share Scheme prior to the expiration of the H Share Scheme, in order to give effect to the vesting of such Award Shares or otherwise as may be required in accordance with the H Share Scheme Rules.

Source of Funds

The source of funds for funding the H Share Scheme is the internal funds of the Company other than the proceeds raised from the Global Offering.

Source of Award Shares and Acquisition of H Shares by the Trustee

The source of the Award Shares under the H Share Scheme shall be H Shares to be acquired by the Trustee through on-market transactions at the prevailing market price in accordance with the instructions of the Company and the relevant provisions of the H Share Scheme Rules. The Board may specify in the instructions given to the Trustee with respect to the acquisition of H Shares any conditions or terms, including without limitation, the specified price or range of prices for the acquisition, the maximum amount of funds to be used for the acquisition, and/or the maximum number of H Shares to be acquired.

The Company shall as soon as reasonably practicable, for the purposes of satisfying the grant of Awards, transfer to the Trust the necessary funds and instruct the Trustee to acquire H Shares through on-market transactions at the prevailing market price. The Trustee shall as soon as reasonably practicable thereafter proceed to acquire such number of H Shares as instructed by the Company on-market at the prevailing market price.

The Company shall instruct the Trustee whether or not to apply any Returned Shares to satisfy any grant of Awards made, and if the Returned Shares, as specified by the Company, are not sufficient to satisfy the Awards granted, the Company shall, as soon as reasonably practicable, for purposes of satisfying the Awards granted, transfer to the Trust the necessary funds and instruct the Trustee to acquire further H Shares through on-market transactions at the prevailing market price.

H Share Scheme Limit

Subject to the H Share Scheme Rules, the H Share Scheme Limit shall be the maximum number of H Shares that will be acquired by the Trustee through on-market transactions from time to time at the prevailing market price, and in any case not more than 13,159,063 H Shares. The Company proposed to set the H Share Scheme Limit in terms of the number of H Shares which can be so acquired by the Trustee in order to (i) regulate the costs of the Company in setting up the H Share Scheme; and (ii) provide Shareholders with clarity on the financial outlay on the H Share Scheme.

The maximum number of H Shares that can be purchased for the purpose of the H Share Scheme constitute 10% of the total number of issued H Shares as of the date the proposed special resolution is passed at the EGM and approximately 3.15% of the Company's total number of issued Shares as of the date of this announcement. The ultimate number of H Shares underlying the H Share Scheme will depend on the actual implementation of the acquisition of H Shares by the Trustee but in any case being not more than 13,159,063 H Shares.

The Company shall not make any further grant of Award which will result in the aggregate number of H Shares underlying all grants made pursuant to the H Share Scheme (excluding Award Shares that have been forfeited in accordance with the H Share Scheme) to exceed the H Share Scheme Limit without Shareholders' prior approval. The H Share Scheme Limit shall not be subject to any refreshment.

Administration of the H Share Scheme

The H Share Scheme shall be subject to the administration of the following administrative bodies:

- (a) the general meeting of the Shareholders, as the institution vested with the supreme authority of the Company, is responsible for the consideration and approval of the adoption of the H Share Scheme. The general meeting of the Shareholders may authorize the Board and/or the Delegatee(s) to deal with all matters relating to the H Share Scheme to the extent of its authority;

- (b) the Board is the institution in charge of the administration of the H Share Scheme in accordance with the H Share Scheme Rules and where applicable, the Trust Deed. A decision of the Board and/or the Delegatee(s) shall be final and binding on all persons affected. The chairman of the Board shall be responsible for drafting and revising the H Share Scheme and submitting the same to the Board for consideration. Upon consideration and approval of the H Share Scheme, the Board will submit the H Share Scheme to the general meeting of the Shareholders for consideration. The Board and/or the Delegatee(s) may handle all matters relating to the H Share Scheme within the authorization granted at the general meeting of the Shareholders;
- (c) the independent non-executive Directors are the supervisory institution of the H Share Scheme and shall express their views on whether the H Share Scheme facilitates the sustainable development of the Company and whether the H Share Scheme impairs the interests of the Company and the Shareholders as a whole. The independent non-executive Directors shall supervise whether the implementation of the H Share Scheme complies with relevant laws, regulations, regulatory documents, the relevant provisions of the Articles of Association and the Listing Rules, and is responsible for reviewing the list of Selected Participants; and
- (d) the Trust will be constituted to service the H Share Scheme whereby the Trustee shall, subject to the relevant provisions of the Trust Deed and upon the instruction of the Company, acquire not more than 13,159,063 H Shares through on-market transactions with funds to be transferred by the Company to the Trust.

Pursuant to the H Share Scheme Rules, the authority to administer the H Share Scheme may be delegated by the Board to the Delegatee(s) as deemed appropriate at the sole and absolute discretion of the Board. Upon the approval and adoption of the H Share Scheme by the Shareholders at the EGM, the Board and/or the Delegatee(s) will have the authority to administer the H Share Scheme, including the power to grant an Award under the H Share Scheme.

Selected Participants of the H Share Scheme

Eligible Participants who may participate in the H Share Scheme include any full-time PRC or non-PRC employee of any member of the Group, who is a Director, senior management, key operating team member or employee of the Group.

The Board and/or the Delegatee(s) may, from time to time, select any Eligible Participant to be a Selected Participant in accordance with the H Share Scheme Rules.

The Selected Participants are determined in accordance with the Company Law of the PRC, the Securities Law of the PRC and other applicable laws, regulations and regulatory documents and the relevant provisions of the Articles of Association, together with the Company's actual circumstances and matters including the present and expected contribution of the relevant Selected Participant to the Group.

No one should be considered as a Selected Participant of the H Share Scheme if he/she:

- (a) has been publicly reprimanded or deemed as an inappropriate candidate for similar award schemes or share incentive plans of a listed company by any securities regulatory bodies with authority in the last 12 months;
- (b) has been imposed with penalties or is banned from trading securities by securities regulatory bodies due to material non-compliance with laws or regulations in the last 12 months;
- (c) is in breach of relevant national laws and regulations or the Articles of Association;
or
- (d) has caused losses to the Company during his/her term of service due to soliciting bribes, corruption and theft, disclosure of the operation and technology secrets of the Company, infringement of company interest through connected transactions and any acts which cause damage to the reputation and image of the Company, which can be proven with sufficient evidence by the Company.

The Selected Participant shall undertake that if any of the above provisions occur during the implementation of the H Share Scheme which would prevent him/her from being considered as a Selected Participant, he/she shall give up his/her rights to participate in the H Share Scheme and shall not be given any compensation.

Grant of Awards

The Board and/or the Delegatee(s) may grant Awards to Selected Participants during the Award Period conditional upon fulfillment of terms and conditions of the Awards and performance targets as the Board and/or the Delegatee(s) determines from time to time. Each grant of an Award to any connected person of the Group shall be subject to the Listing Rules and any applicable laws and regulations.

No grant of any Award Shares to any Selected Participant may be made and no directions or recommendations shall be given to the Trustee with respect to a grant of an Award under certain circumstances including:

- (i) where the requisite approval from any applicable regulatory authorities or Shareholders has not been granted;
- (ii) where any member of the Group will be required under applicable securities laws, rules or regulations to issue a prospectus or other offer documents in respect of such Award or the H Share Scheme;
- (iii) where such Award would result in a breach by any member of the Group or its directors of any applicable securities laws, rules or regulations in any jurisdiction;
- (iv) where such grant of Award would result in a breach of the H Share Scheme Limit;

- (v) after the expiry of the Award Period or after the earlier termination of the H Share Scheme;
- (vi) where any Director is in possession of unpublished inside information (as defined under Part XIVA of the SFO) in relation to the Company or where any Director reasonably believes there is inside information which must be disclosed pursuant to Rule 13.09(2)(a) of the Listing Rules and Part XIVA of the SFO or where dealings by Directors are prohibited under any code or requirement of the Listing Rules or any applicable laws, rules or regulations;
- (vii) during the period of 60 days immediately preceding the publication date of the annual results of the Group or, if shorter, the period from the end of the relevant financial year up to the publication date of such results; and
- (viii) during the period of 30 days immediately preceding the publication date of the quarterly or half-year results of the Group or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of such results.

Vesting of the Awards

The Board and/or the Delegatee(s) may determine the vesting criteria and conditions or periods for the Awards to be vested.

Vesting Schedule

Subject to the vesting criteria and conditions set out in the H Share Scheme Rules, the vesting period for all Awards under the H Share Scheme shall be determined by the Board and/or the Delegatee(s). The specific commencement and duration of each Vesting Period and the actual vesting amount of the Award granted to a Selected Participant for the respective Vesting Periods shall be specified in the Award Letter approved by the Board and/or the Delegatee(s).

The Vesting Periods of the Awards granted under the H Share Scheme or the Awards to be satisfied by the application of any Returned Shares shall be determined by the Board and/or the Delegatee(s) in its sole and absolute discretion, and shall in any event not extend beyond the then remaining term of the Award Period at the time of grant.

Vesting Conditions

Vesting of the Awards granted under the H Share Scheme is subject to the conditions of the performance indicators of the Company and any other applicable vesting criteria and conditions as set out in the Award Letter.

The details of the performance indicators of the Company shall be determined by the Board and/or the Delegatee(s) from time to time with reference to the business performance and financial condition of the Company and the then market conditions and shall be set out in the Award Letter.

If the Selected Participant fails to fulfill the vesting criteria and conditions applicable to the relevant Awards, all the Award Shares underlying the relevant Awards which may otherwise be vested during the respective Vesting Periods shall not be vested and become immediately lapsed or forfeited with respect to such Selected Participant.

Interest in the Award Shares

Any Award granted hereunder but not yet vested shall be personal to the Selected Participant to whom it is made and shall not be assignable or transferable and no Selected Participant shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favor of any other person over or in relation to any Award, or enter any agreement to do so.

Neither the Selected Participant nor the Trustee may exercise any voting rights attached to any H Shares held by the Trustee under the Trust (including any Award Shares that have not yet vested).

Any dividend underlying the non-vested Award Shares shall be retained by the Trustee, and transferred to the Selected Participant together with the Award Shares upon vesting. In the event that the Award Shares are to be forfeited, such underlying dividend shall be transferred back to the Company.

Alteration or Termination of the H Share Scheme

Alteration of the H Share Scheme

Subject to the H Share Scheme Limit, the H Share Scheme may be altered or supplemented in any respect by a resolution of the Board provided that no such alteration shall operate to affect materially and adversely any subsisting rights of any Selected Participant.

Termination of the H Share Scheme

The H Share Scheme shall terminate on the earlier of (i) the end of the Award Period except in respect of any non-vested Award Shares granted hereunder prior to the expiration of the H Share Scheme, for the purpose of giving effect to the vesting of such Award Shares or otherwise as may be required in accordance with the provisions of the H Share Scheme; or (ii) such date of early termination as determined by the Board provided that such termination shall not affect any subsisting rights of any Selected Participant under the H Share Scheme.

Reasons for and Benefits of the Adoption of the H Share Scheme

Please refer to the section headed “II. Proposed Adoption of the H Share Award and Trust Scheme — Purposes of the H Share Scheme” in this announcement. The Directors are of the view that the adoption of the H Share Scheme will realize the aforesaid goals, and that the terms and conditions of the H Share Scheme are on normal commercial terms, and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Implications Under the Listing Rules

The H Share Scheme involves no issue of new shares or granting of options for any new securities of the Company. Thus, it does not constitute a share scheme involving issue of new shares as defined and regulated under Chapter 17 of the Listing Rules. The H Share Scheme constitutes a share scheme funded by existing shares under Chapter 17 of the Listing Rules and shall therefore be subject to the applicable requirements under Rule 17.12 of the Listing Rules.

Any grant of an Award to any connected person of the Company will be subject to compliance with Chapter 14A of the Listing Rules unless otherwise exempted under the Listing Rules.

III. PROPOSED AUTHORIZATION TO THE BOARD AND/OR THE DELEGATEE(S) TO HANDLE MATTERS PERTAINING TO THE H SHARE AWARD AND TRUST SCHEME

In order to ensure the successful implementation of the H Share Scheme, a special resolution will be proposed at the EGM that the Shareholders also grant an authorization to the Board and/or the Delegatee(s) to deal with matters in relation to the H Share Scheme with full authority, including but not limited to:

- (i) to authorize the Board to consider and appoint its chief executive officer and/or chief financial officer as its Delegatee(s) for the purpose of the H Share Scheme;
- (ii) to authorize the Delegatee(s) to enter into the Trust Deed on behalf of the Company with the Trustee and to affix the company seal onto such Trust Deed, pursuant to which the Trustee will provide trust services for the H Share Scheme;
- (iii) to authorize the Board to consider and approve the plan management agreement and to authorize the Delegatee(s) to enter into the plan management agreement with the Trustee on behalf of the Company, pursuant to which the Trustee will provide plan management services in respect of the H Share Scheme;
- (iv) to authorize the Board to set up a cash securities account under the name of the Company so as to facilitate the provision of trading services and trading platform for the Selected Participants of the H Share Scheme by the Trustee;
- (v) to authorize the Board to consider and, with the consent of all Directors, authorize the Delegatee(s) to handle matters pertaining to the H Share Scheme with full authority during the validity period of the H Share Scheme, including but not limited to:
 - a. to determine the terms and conditions of the grant of Awards, approve the form and content of the Award Letter, select Eligible Participants to become Selected Participants, and grant Awards to Selected Participants from time to time;
 - b. to determine the Grant Date and Vesting Date of Award Shares;

- c. to administer, amend and adjust the H Share Scheme, including but not limited to adjusting the number of outstanding Award Shares or accelerating the Vesting Dates of any Awards, provided that the H Share Scheme Limit shall not be adjusted and if such amendments require the approval by the Shareholders and/or relevant regulatory authorities pursuant to the relevant laws, regulations or requirements of the relevant regulatory authorities, the Board and/or the Delegatee(s) shall obtain the corresponding authorization for such amendments;
- d. to decide on the selection, engagement and change of bank(s), accountant(s), lawyer(s), consultant(s) and other professional parties for the purpose of the H Share Scheme;
- e. to sign, execute, amend and terminate all agreements and other relevant documents in connection with the H Share Scheme, fulfill all relevant procedures in relation to the H Share Scheme, and adopt other methods to implement the terms of the H Share Scheme;
- f. to determine and adjust the standards and conditions of the vesting of the Awards as well as exercise price and the Vesting Periods, evaluate and manage the performance indicators, and to determine whether Awards granted to the Selected Participants can be vested;
- g. to determine the execution, amendment and termination of the H Share Scheme, including the forfeiture of Awards and continued vesting of Award Shares upon the changes in circumstances pertaining to the Selected Participants;
- h. to construe and interpret the H Share Scheme Rules and to resolve any issues and disputes arising from or in connection with the H Share Scheme;
- i. to exercise any other authorizations in relation to matters necessary to the implementation of the H Share Scheme granted by the Shareholders' meeting from time to time;
- j. on behalf of the Company, the Delegatee(s) to execute all documents in relation to the operations of and other matters of the H Share Scheme, or providing instructions to the Trustee in relation to its operations, the execution of relevant documents in relation to the setting up of the accounts, operations of the accounts, and the setting up and operations of the cash securities account under the name of the Company with a securities company with eligible qualifications, the release of Award Shares for the purpose of the vesting of the Awards, or the sale of Award Shares on-market at the prevailing market price and pay the proceeds arising from such sale to Selected Participants, or directing and procuring the Trustee to release the Award Shares to the Selected Participants by transferring the Award Shares to the Selected Participants as determined by them from time to time, and confirming, allowing and approving all matters precedent arising from or in relation to the Trust Deed and the plan management agreement; and

- k. on behalf of the Company, approve, execute, refine, deliver, negotiate, agree on and agree to all such agreements, contracts, documents, regulations, matters and things (as the case may be) as it deems reasonable, necessary, desirable, appropriate or expedient, in order to implement and/or implement all transactions conducted accordingly, and make any reasonable alterations, amendments, changes, modifications and/or supplements as it deems necessary, desirable, appropriate or expedient. If there is a requirement to affix a company seal on any such agreement, contract or document, it has the right to sign the agreement, contract or document and affix the company seal in accordance with the Articles of Association in that case.

The aforementioned authorization to the Board and/or the Delegatee(s) shall be valid during the Award Period and the Board's implementation (including but not limited to grants), modification and termination of the H Share Scheme requires the consent of all Directors.

IV. EGM

The EGM will be convened to consider and, if thought fit, approve, among other things, (i) the proposed granting of the Repurchase Mandate; (ii) the proposed adoption of the H Share Award and Trust Scheme; and (iii) the proposed authorization to the Board and/or the Delegatee(s) to handle matters pertaining to the H Share Award and Trust Scheme.

A circular of the Company containing, among other things, (i) further details with respect to the grant of the Repurchase Mandate; (ii) an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate; (iii) further details of the H Share Award and Trust Scheme; (iv) the proposed authorization to the Board and/or the Delegatee(s) to handle matters pertaining to the H Share Award and Trust Scheme; and (v) a notice convening the EGM, is expected to be despatched to the Shareholders in due course.

DEFINITIONS

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

“Adoption Date”	the date on which the Shareholders approve the H Share Scheme
“Articles of Association”	the articles of association of the Company as amended from time to time
“Award”	an award granted by the Board and/or the Delegatee(s) to a Selected Participant, pursuant to the H Share Scheme, which may vest in the form of Award Shares or the actual selling price of the Award Shares in cash, as the Board and/or the Delegatee(s) may determine in accordance with the terms of the H Share Scheme Rules

“Award Letter”	letter issued by the Company to each Selected Participant in such form as the Board and/or the Delegatee(s) may from time to time determine, specifying the Grant Date, the manner of acceptance of the Award, the value of the Award and/or number of Award Shares underlying the Award (with the basis on which the number of Award Shares underlying the Award is arrived at), the vesting criteria and conditions, and the Vesting Date and such other details, terms and conditions as they may consider necessary and in compliance with the H Share Scheme
“Award Period”	the period commencing on the Adoption Date, and ending on the Business Day immediately prior to the 5th anniversary of the Adoption Date
“Award Shares”	the H Shares granted to a Selected Participant as an Award under the H Share Scheme
“Board”	the board of Directors
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities
“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, whose H Shares are listed on the main board of the Stock Exchange (Stock Code: 9877) 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
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Delegatee(s)”	the person(s) or board committee(s) to which the Board will delegate its authority
“Directors”	the directors of the Company or any one of them
“Domestic Share(s)”	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 in any stock exchange
“EGM”	the 2023 second extraordinary general meeting of the Company to be held on December 15, 2023

“Eligible Participant(s)”	any full-time PRC or non-PRC employee of any member of the Group, who is a Director, senior management, key operating team member or employee of the Group; however, no individual who is resident in a place where the grant, acceptance or vesting of an Award pursuant to the H Share Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board and/or the Delegatee(s), in compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual, shall be entitled to participate in the H Share Scheme and such individual shall therefore be excluded therefrom
“Global Offering”	the global offering (Hong Kong Public Offering and the International Offering) of the H Shares, details of which are set forth in the Prospectus
“Grant Date”	the date of an Award Letter, on which the grant of an Award is made to a Selected Participant
“Group”	the Company and its subsidiaries
“HKD or HK\$”	the lawful currency in Hong Kong
“H Share(s)”	overseas listed foreign invested ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed and traded on the Stock Exchange
“H Share Award and Trust Scheme” or “H Share Scheme”	the H Share Award and Trust Scheme proposed to be adopted by the Company subject to the approval by the Shareholders at the EGM
“H Share Scheme Limit”	the maximum size of the H Share Scheme, being the maximum number of H Shares that will be acquired by the Trustee through on-market transactions from time to time at the prevailing market price, and in any case not more than 13,159,063 H Shares
“H Share Scheme Rules”	the rules governing the operation of the H Share Scheme as well as the implementation procedure (as amended from time to time)
“H Shareholder(s)”	the holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“on-market”	the acquisition of H Shares of the Company through one or more transactions through the facilities of the Stock Exchange in accordance with the Listing Rules and any other applicable laws and regulations
“PRC”	the People’s Republic of China, for the purpose of this announcement, excluding the regions of Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Prospectus”	the prospectus of the Company dated September 23, 2022
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase H Shares on the Stock Exchange
“Returned Shares”	such Award Shares that failed to be vested and/or are lapsed, cancelled or forfeited in accordance with the terms of the H Share Scheme, or such H Shares being deemed to be returned shares under the H Share Scheme Rules
“RMB”	Renminbi, the lawful currency of the PRC
“Selected Participant(s)”	any Eligible Participant who, in accordance with H Share Scheme Rules, is approved for participation in the H Share Scheme, and has been granted any Award thereunder or (where the context so permits) any person who is entitled in accordance with the H Share Scheme Rules to any Award in consequence of the death of the original Selected Participants
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) in the capital of our Company with a nominal value of RMB1.00 each, comprising Domestic Share(s), Unlisted Foreign Share(s) and H Shares
“Shareholder(s)”	the holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC from time to time
“Trust”	the trust constituted by the Trust Deed to service the H Share Scheme
“Trust Deed”	the trust deed to be entered into between the Company and the Trustee (as may be restated, supplemented and amended from time to time)

“Trustee”	the trustee appointed by the Company for the purpose of the Trust, and initially, Trident Trust Company (HK) Limited, a company incorporated in Hong Kong and having its registered office at 14/F, Golden Centre, 188 Des Voeux Road Central, Hong Kong
“Unlisted Foreign Share(s)”	ordinary share(s) issued by the 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
“Vesting Date”	the date or dates, as determined from time to time by the Board and/or the Delegatee(s) on which the Award (or part thereof) is to vest in the relevant Selected Participant as set out in the relevant Award Letter
“Vesting Period”	the vesting period(s) of the Awards granted under the H Share Scheme
“%”	percent

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

Hong Kong, November 28, 2023

As at the date of this announcement, the executive Directors 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.