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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 THE 2023 SECOND EXTRAORDINARY
GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the second extraordinary general meeting of 2023 (the “EGM”) of Jenscare Scientific Co., Ltd. (寧波健世科技股份有限公司) (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 Friday, December 15, 2023 at 2:00 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and if thought fit, pass with or without amendments, the following resolution regarding the proposed granting of repurchase 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 listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), 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 of the Company authorized to be repurchased by the Company pursuant to the approval mentioned above during the Relevant Period (as defined below) shall not exceed 10% of the number of H Shares of the Company in issue as at the date of the passing of this resolution at the EGM of the Company;

- 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 authorized to:
- (i) Formulate and implement the specific repurchase plans, including but not limited to repurchase price and number of repurchased 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 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 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 filings procedures at home and abroad; and

- (vii) Execute and handle other documents and matters related to the repurchase of shares.
- e) For the purpose of this resolution, the “**Relevant Period**” means the period from the passing of this resolution at the EGM 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 EGM;
 - (iii) The time at which the authorization conferred by this resolution is revoked or varied by a special resolution of the Shareholders at a general meeting.”
- 2. To consider and approve the proposed adoption of the H Share Award and Trust Scheme.
- 3. To consider and approve the proposed authorization to the Board and/or the Delegatee(s) to handle matters pertaining to the H Share Award and Trust Scheme.
- 4. To consider and approve the proposed sale of equity interest in the Target Company.

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

Hong Kong, November 29, 2023

Notes:

- (i) 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 for determining the right of Shareholders to attend and vote at the EGM, the register of members of H shares of the Company will be closed from Wednesday, December 13, 2023 to Friday, December 15, 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 EGM, 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 Tuesday, December 12, 2023.
- (ii) Any shareholder of the Company entitled to attend and vote at the EGM 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.
- (iii) 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 (for holders of H Shares) not less than 24 hours before the time designated for the commencement of the EGM or any adjournment thereof. The Proxy Form can also be downloaded from the Company’s website at www.jenscare.com or the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

- (iv) A Shareholder or his/her/its proxy shall produce proof of identity when attending the EGM. 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.
- (v) 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 EGM and exercise voting rights.
- (vi) The EGM is expected to last for about half a day. Shareholders of the Company or their proxies attending the EGM shall be responsible for their own transportation, food and lodging.

As of 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.