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Jinxin Fertility Group Limited

錦欣生殖醫療集團有限公司*

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 1951)

**SUPPLEMENTAL ANNOUNCEMENT
DISCLOSEABLE TRANSACTION IN RELATION TO
THE ACQUISITION OF THE ENTIRE EQUITY INTEREST OF
SHENZHEN HENGYU LIANXIANG INVESTMENT
DEVELOPMENT CO., LTD.**

Reference is made to the announcement dated February 4, 2022 (the “**Announcement**”) of Jinxin Fertility Group Limited (the “**Company**”) in relation to the acquisition of the entire equity interest of Shenzhen Hengyu Lianxiang Investment Development Co., Ltd. whose principal asset is the Property under the Project. Capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement, unless defined otherwise.

The Board wishes to provide the supplemental information in relation to the Acquisition.

FURTHER DETAILS OF THE CONSIDERATION

As disclosed in the Announcement, the total Consideration for the Acquisition is in the sum of approximately RMB1,727 million, which amount shall not be affected by any adjustment as to the apportionment between the Outstanding Liabilities and the Equity Consideration to be made with reference to the cash level and net debt level (which itself includes relocation compensation payables, shareholder borrowings capital expenditure for the Property, outstanding bank loans and tax payables) as will be shown on the Completion Accounts.

In satisfying the payment of the Consideration, the Company will utilize internal funding of the Group, including part of the unutilized proceeds from its global offering specified for the expansion and upgrade of the Group’s existing assisted reproductive medical facilities in the PRC, as disclosed in the section headed “Future Plan and Use of Proceeds” in the prospectus of the Company dated June 13, 2019.

INFORMATION ON THE VENDORS AND THE GUARANTORS

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, based on the information available to the Company:

Hengyu Industrial

Hengyu Industrial is directly wholly-owned by Hengyu Jingfeng Investment Consulting (Shenzhen) Co., Ltd. (恒裕景豐投資諮詢(深圳)有限公司), a company incorporated in the PRC, which is in turn directly wholly-owned by Giant City Enterprise Limited, a company incorporated in Hong Kong. Giant City Enterprise Limited is in turn wholly-owned by Heng Yue Shenzhen Properties Limited, a company incorporated in the British Virgin Islands. To the best of the Company's knowledge, Hengyu Industrial is ultimately controlled by Kung Chun Lung (龔俊龍), who is also a director of Giant City Enterprise Limited.

Ying'er Fashion

Ying'er Fashion is ultimately owned as to 100% equity interest by Yu Qigang (俞淇綱).

Shengang Construction

Shengang Construction is ultimately owned as to 68.00% and 30.00% equity interest by Cai Guangshi (蔡廣仕) and Lin Yingzhuan (林映專), respectively.

Hengyu Jingfu

Hengyu Jingfu is ultimately owned as to 37.16% and 27.08% equity interest by Gong Haipeng (龔海鵬) and Lin Dana (林丹娜), respectively.

Saved as disclosed in the Announcement and as above, (i) to the best knowledge, information and belief of the Directors, and having made all reasonable enquiries, the Vendors and its respective ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons; (ii) all other information as set out in the Announcement remain unchanged and shall continue to be valid for all purposes. This announcement is supplemental and should be read in conjunction with the Announcement.

By order of the Board
Jinxin Fertility Group Limited
Zhong Yong
Chairman

Hong Kong, February 15, 2022

As at the date of this announcement, the board of directors of the Company comprises Mr. Zhong Yong, Dr. John G. Wilcox, Mr. Dong Yang, Ms. Lyu Rong and Dr. Geng Lihong, as executive Directors; Mr. Fang Min, Ms. Hu Zhe and Ms. Yan Xiaoqing, as non-executive Directors; and Dr. Chong Yat Keung, Mr. Li Jianwei, Mr. Wang Xiaobo and Mr. Ye Changqing, as independent non-executive Directors.