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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)

**DELAY IN COMPLETION OF THE
(1) CONNECTED TRANSACTION IN RELATION TO THE ACQUISITION OF
15% EQUITY INTEREST IN SHENZHEN ZHONGSHAN HOSPITAL; AND
(2) THE NEW CONTRACTUAL ARRANGEMENTS**

Reference is made to the announcement dated January 27, 2022 (the “**Announcement**”) of Jinxin Fertility Group Limited (the “**Company**”) in relation to the acquisition of 15% equity interest in Shenzhen Zhongshan Hospital and the New Contractual Arrangements. Capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement, unless defined otherwise.

As the relevant business registration with the Shenzhen Administration for Market Regulation in respect of the Acquisition has yet to be completed due to the recent citywide COVID-19 lockdown measures, the parties has agreed to extend the long stop date for Completion to May 31, 2022. Completion is currently anticipated to take place in April 2022.

Save for the aforementioned, all other terms and conditions of the Equity Transfer Agreement remain unchanged.

Furthermore, the Board would like to announce that the Company has obtained confirmation from the Stock Exchange that the transactions contemplated under the New Contractual Arrangements falls within the scope of the IPO Waiver and be exempt from strict compliance with: (i) the announcement, circular and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules; (ii) the requirement of setting an annual cap for the transactions under the New Contractual Arrangements under Rule 14A.53 of the Listing Rules; and (iii) the requirement of limiting the terms of the New Contractual Arrangements to three years or less under Rule 14A.52 of the Listing Rules, for so long as the shares of the Company are listed on the Stock Exchange, subject to compliance with the same conditions of the IPO Waiver as disclosed in the section headed “Connected Transactions” in the Prospectus. The New Contractual Arrangements will be executed upon Completion and become effective according to the provisions thereof. Please see the Announcement for further details of the New Contractual Arrangements.

Save as disclosed above, the information contained in the Announcement remains unchanged in all respects. Further announcements will be made by the Company to update the Shareholders and the investors of the Company as and when appropriate.

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

Hong Kong, March 28, 2022

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

* *For identification purpose only*