

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



## **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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (the “**EGM**”) of Jinxin Fertility Group Limited (the “**Company**”) will be held at Conference Room, 6th Floor, No. 301, North Jingsha Road Jinjiang District, Chengdu Sichuan, China on March 27, 2023 at 10 a.m. for the purpose of consideration and, if thought fit, passing the following resolutions:

#### **ORDINARY RESOLUTIONS**

**1. “THAT:**

- (a) the grant of 6,623,611 new restricted shares to Mr. Zhong Yong, an executive director of the Company, pursuant to the 2022 Restricted Share Award Scheme be and is hereby approved and confirmed;
- (b) the grant of 10,000,000 new restricted shares to Dr. John G. Wilcox, an executive director of the Company, pursuant to the 2022 Restricted Share Award Scheme be and is hereby approved and confirmed;
- (c) the grant of 5,419,318 new restricted shares to Mr. Dong Yang, an executive director of the Company, pursuant to the 2022 Restricted Share Award Scheme be and is hereby approved and confirmed;
- (d) the grant of 5,419,318 new restricted shares to Ms. Lyu Rong, an executive director of the Company, pursuant to the 2022 Restricted Share Award Scheme be and is hereby approved and confirmed;
- (e) the grant of 600,000 new restricted shares to Dr. Geng Lihong, an executive director of the Company, pursuant to the 2022 Restricted Share Award Scheme be and is hereby approved and confirmed;

- (f) the grant of 2,000,000 new restricted shares to Ms. Li Yuan, director of a subsidiary of the Company, pursuant to the 2022 Restricted Share Award Scheme be and is hereby approved and confirmed;
- (g) the grant of 2,000,000 new restricted shares to Ms. Duan Hongmei, director of a subsidiary of the Company, pursuant to the 2022 Restricted Share Award Scheme be and is hereby approved and confirmed;
- (h) the grant of 1,600,000 new restricted shares to Ms. Zhao Juanjuan, director of a subsidiary of the Company, pursuant to the 2022 Restricted Share Award Scheme be and is hereby approved and confirmed;
- (i) the grant of 1,000,000 new restricted shares to Ms. Liu Yi, director of the subsidiary of a Company, pursuant to the 2022 Restricted Share Award Scheme be and is hereby approved and confirmed;
- (j) the grant of 410,000 new restricted shares to Ms. Deng Jianglin, director of a subsidiary of the Company, pursuant to the 2022 Restricted Share Award Scheme be and is hereby approved and confirmed;
- (k) the grant of 600,000 new restricted shares to Mr. Zhang Yang, director of a subsidiary of the Company, pursuant to the 2022 Restricted Share Award Scheme be and is hereby approved and confirmed;
- (l) the grant of 410,000 new restricted shares to Mr. Jiang Yingshuang, director of a subsidiary of the Company, pursuant to the 2022 Restricted Share Award Scheme be and is hereby approved and confirmed;
- (m) the grant of 300,000 new restricted shares to Ms. Huang Hanmei, director of a subsidiary of the Company, pursuant to the 2022 Restricted Share Award Scheme be and is hereby approved and confirmed;
- (n) the grant of 205,000 new restricted shares to Mr. Diao Lianghui, director of a subsidiary of the Company, pursuant to the 2022 Restricted Share Award Scheme be and is hereby approved and confirmed; and
- (o) the grant of 205,000 new restricted shares to Ms. Dong Jingjing, director of a subsidiary of the Company, pursuant to the 2022 Restricted Share Award Scheme be and is hereby approved and confirmed.”

**2. “THAT:**

any one Director (other than Mr. Zhong Yong, Dr. John G. Wilcox, Mr. Dong Yang, Ms. Lyu Rong and Dr. Geng Lihong) be and is hereby authorized to do all such acts and things and execute all such documents which he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the grant of the new restricted shares to the Connected Grantees pursuant to the 2022 Restricted Share Award Scheme.”

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

Hong Kong, March 10, 2023

*\*For identification purpose only*

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681, Grand Cayman  
KY1-1111  
Cayman Islands

*Principal place of business in Hong Kong:*

31/F, Tower Two  
Times Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

*Notes:*

1. Any member entitled to attend and vote at the EGM (and any adjournment of such meeting) shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the EGM (and any adjournment of such meeting). A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her/its attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
3. In order to be valid, the proxy form and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM (or any adjournment of such meeting) (as the case may be) at which the person named in the instrument proposes to vote.
4. Completion and return of the proxy form does not preclude a member from attending and voting in person at the EGM (or any adjournment of such meeting) and, in such event, the proxy form shall be deemed to be revoked.

5. Where there are joint holders of any Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders are present at the EGM (and any adjournment of such meeting), the most senior will alone be entitled to vote, whether in person or by proxy. For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. The register of members of the Company will be closed from March 22, 2023 to March 27, 2023 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for attending the EGM, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on March 21, 2023.

*As of the date of this notice, 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.*