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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)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON JUNE 25, 2024**

Reference is made to the circular of Jinxin Fertility Group Limited (the “**Company**”) dated May 31, 2024 (the “**Circular**”) incorporating, amongst others, the notice (the “**Notice**”) of annual general meeting of the Company (the “**Annual General Meeting**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

At the Annual General Meeting held on June 25, 2024, all the proposed resolutions as set out in the Notice were taken by poll.

All Directors attended the Annual General Meeting either in person or by electronic means.

The Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited was appointed as the scrutineer at the Annual General Meeting for the purpose of vote-taking. The poll results in respect of the respective resolutions proposed at the Annual General Meeting were as follows:

<b>ORDINARY RESOLUTIONS</b>		<b>Number of votes cast and approximate percentage of total number of votes cast</b>	
		<b>For</b>	<b>Against</b>
1.	To receive and adopt the audited consolidated financial statements of the Company for the year ended December 31, 2023 and the reports of the directors and auditor thereon.	381,127,975 99.978584%	81,640 0.021416%

ORDINARY RESOLUTIONS		Number of votes cast and approximate percentage of total number of votes cast	
		For	Against
2.	(i) To re-elect Mr. Zhong Yong as an executive director.	366,367,597 96.106599%	14,842,018 3.893401%
	(ii) To re-elect Ms. Hu Zhe as a non-executive director.	363,125,996 95.256253%	18,083,619 4.743747%
	(iii) To re-elect Mr. Li Jianwei as an independent non-executive director.	371,213,970 97.377914%	9,995,645 2.622086%
	(iv) To re-elect Mr. Ye Changqing as an independent non-executive director.	318,107,977 83.446997%	63,101,638 16.553003%
3.	To authorise the board of directors of the Company (the “ <b>Board</b> ”) to fix the remuneration of the directors of the Company (the “ <b>Directors</b> ”).	380,480,735 99.808798%	728,880 0.191202%
4.	To declare a final dividend of HK\$5.95 cents per share for the year ended December 31, 2023.	381,208,615 99.999738%	1,000 0.000262%
5.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration for the year ending December 31, 2024.	379,797,342 99.629528%	1,412,273 0.370472%
6.	To approve and adopt the amendments to the 2022 Share Award Scheme (as defined in the notice convening the Annual General Meeting).	325,264,230 85.324246%	55,945,385 14.675754%
7.	To approve and adopt the Scheme Mandate Limit (as defined in the notice convening the Annual General Meeting).	325,108,176 85.283310%	56,101,439 14.716690%
8.	To approve and adopt the Service Provider Sublimit (as defined in the notice convening the Annual General Meeting).	325,108,176 85.283310%	56,101,439 14.716690%
9(A).	To grant a general mandate to the Directors to offer, allot, issue and deal with additional shares in the Company (including any sale or transfer of treasury shares of the Company) not exceeding 20% of the total number of issued shares of the Company (excluding any treasury shares of the Company).	314,678,444 82.547352%	66,531,171 17.452648%

ORDINARY RESOLUTIONS		Number of votes cast and approximate percentage of total number of votes cast	
		For	Against
9(B).	To grant a general mandate to the Directors to repurchase shares in the Company not exceeding 10% of the total number of issued shares of the Company (excluding any treasury shares of the Company).	381,208,615 99.999738%	1,000 0.000262%
9(C).	To extend the general mandate granted to the Directors to allot, issue and deal with shares by the number of shares repurchased by the Company.	314,915,535 82.609547%	66,294,080 17.390453%
SPECIAL RESOLUTION		Number of votes cast and approximate percentage of total number of votes cast	
		For	Against
10.	To consider and approve the proposed amendments to the Articles of Association and to adopt the fifth amended and restated Articles of Association.	381,208,615 99.999738%	1,000 0.000262%

*Notes:*

- (1) As at the date of the Annual General Meeting, (i) the total number of Shares in issue was 2,757,706,043 Shares and (ii) there were no treasury Shares held by the Company.
- (2) There was no Share entitling the Shareholders to attend and vote only against the proposed resolutions at the Annual General Meeting. No party has stated its intention in the Circular that it would vote against any proposed resolution or that it would abstain from voting at the Annual General Meeting.
- (3) As at the date of the Annual General Meeting, the trustees of the Pre-IPO RSU Scheme and the 2022 Share Award Scheme (the “Trustees”) held in aggregate 88,028,794 Shares, being unvested Restricted Shares granted thereunder.

Save for the Trustees who were required under Rule 17.05A of the Listing Rules to abstain from voting on matters that require Shareholders’ approval under the Listing Rules, no other Shareholder was required to abstain from voting in respect of any resolution at the Annual General Meeting.

Accordingly, the total number of Shares entitling the holders thereof to attend and vote for or against the resolutions proposed at the Annual General Meeting was 2,669,677,249 Shares.

- (4) Please refer to the Notice for the full text of the resolutions.

As more than 50% of votes were cast in favour of each of the ordinary resolutions numbered 1 to 9, all of the above ordinary resolutions were duly passed at the Annual General Meeting. As more than 75% of votes were cast in favour of the special resolution numbered 10, such resolution was duly passed at the Annual General Meeting.

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

Hong Kong, June 25, 2024

*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.*

\* *For identification purpose only*