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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)

**CHANGE OF JOINT COMPANY SECRETARIES,
AUTHORIZED REPRESENTATIVE
AND PROCESS AGENT**

The board of directors (the “**Board**”) of Jinxin Fertility Group Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) hereby announces that Ms. Liu Hongkun (“**Ms. Liu**”) has tendered her resignation as one of its joint company secretaries (the “**Joint Company Secretaries**”, each a “**Joint Company Secretary**”), due to internal re-designation of job functions of the Group, with effect from July 26, 2021. Ms. Leung Suet Wing (“**Ms. Leung**”), due to other work arrangements, has also tendered her resignation as one of the Joint Company Secretaries, an authorized representative (“**Authorized Representative**”) of the Company under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) and the agent for the acceptance of service of process and notices on behalf of the Company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Process Agent**”), with effect from July 26, 2021.

Each of Ms. Liu and Ms. Leung has confirmed that they have no disagreement with the Board and there are no matters that need to be brought to the attention of the shareholders of the Company or the Stock Exchange in relation to their resignations.

The Board is pleased to further announce that Ms. Zhai Yangyang (“**Ms. Zhai**”) has been appointed by the Company as a Joint Company Secretary in replacement of Ms. Liu, with effect from July 26, 2021. Mr. Lee Kwok Fai Kenneth (“**Mr. Lee**”) has also been appointed by the Company as a Joint Company Secretary, an Authorized Representative and the Process Agent in replacement of Ms. Leung, with effect from July 26, 2021.

The biographical details of Ms. Zhai and Mr. Lee are set out below:

Ms. Zhai has joined the Group since July 2019 and has been the legal director of the Group, and is mainly responsible for managing and overseeing the legal affairs of the Group including, but not limited to, assisting the Board in preparing the investor-related publications, such as annual report, interim report and announcements, preparing the minutes and resolutions of the Board, communicating with regulatory bodies and the daily compliance matters of the Group. In particular, Ms. Zhai has been actively involved in various transactions of the Company, including but not limited to, the Company's recent primary and secondary placing transactions in February 2021 and July 2020, respectively, the Company's market share repurchases in May and September 2020, as well as various projects in relation to merger and acquisitions and capital markets. Ms. Zhai has made significant contributions in optimizing the corporate governance of the Company and enhancing its management of investor relations and strengthening its internal control system, and has assisted the Company in complying with the Listing Rules, including disclosure of public information and compliance-related business affairs of the Company. Prior to joining the Group, from February 2017 to June 2019, Ms. Zhai served as the legal director of Zall Smart Commerce Group Ltd. (formerly known as Zall Group Ltd.) (stock code: 2098) and was responsible for day-to-day legal and compliance matters. From June 2015 to February 2017, Ms. Zhai served as the senior manager of legal and compliance of Hang Tang International Capital Management Limited and was responsible for managing the company compliance matters and communication with the Securities and Futures Commission of Hong Kong. From August 2013 to June 2015, Ms. Zhai was a PRC Legal Consultant at Davis Polk & Wardwell and was responsible for advising corporate clients in mergers and acquisitions, capital markets and general corporate. From April 2010 to August 2013, Ms. Zhai was a PRC Legal Consultant at Paul Hastings LLP and was responsible for advising corporate clients in mergers and acquisitions, capital markets and general corporate. Ms. Zhai obtained a bachelor's degree in law from China University of Political Science and Law in September 2008. She then obtained a master degree in common law from the Chinese University of Hong Kong in September 2009. Ms. Zhai has also obtained the China Bar qualification in 2011.

Mr. Lee is a director and head of the global entity management division of TMF Hong Kong Limited, which is a corporate secretarial services provider. He has over 20 years of experience in providing transaction and consulting service to clients spanning a number of sectors including financial services, healthcare and life sciences. He is a member of the American Institute of Certified Public Accountants and the Hong Kong Institute of Certified Public Accountants and a Chartered Financial Analyst. Mr. Lee obtained a bachelor's degree in Commerce from University of Toronto, Canada in June, 1995.

As Ms. Zhai does not possess the qualifications of a company secretary as required under Rules 3.28 and 8.17 of the Listing Rules, thus the Company has appointed Mr. Lee as the other Joint Company Secretary. Mr. Lee will provide assistance to Ms. Zhai to help her obtain the relevant experience (as required under Note 2 to Rule 3.28 of the Listing Rules) and discharge her functions as the company secretary.

The Company has applied, and the Stock Exchange has granted, a waiver to the Company from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules, for a period from July 26, 2021 to July 25, 2024 (the “**Waiver Period**”) in relation to Ms. Zhai’s eligibility to act as a Joint Company Secretary on the conditions that (i) Ms. Zhai must be assisted by Mr. Lee as a Joint Company Secretary during the Waiver Period; and (ii) the waiver could be revoked if there are material breaches of the Listing Rules by the Company. The Stock Exchange expects that, before the end of the Waiver Period, the Company must demonstrate and seek the Stock Exchange’s confirmation that Ms. Zhai, having had the benefit of Mr. Lee’s assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of a company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary. The waiver will be withdrawn or changed if the Company’s situation changes.

The Board would like to take this opportunity to express its sincere gratitude to Ms. Liu and Ms. Leung for their valuable contribution to the Company during their tenure of services, and to express its welcome to Ms. Zhai and Mr. Lee on their new appointments.

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

Hong Kong, July 26, 2021

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 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. Lim Haw Kuang, Mr. Wang Xiaobo and Mr. Ye Changqing, as independent non-executive Directors.

* *For identification purpose only*