



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)

**FORM OF PROXY OF THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON NOVEMBER 29, 2022**

I/We^(Note 1) _____
of _____
being the registered holder(s) of _____ share(s)^(Note 2) of US\$0.00001 each in the share capital of the above-named Company **HEREBY APPOINT THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING** or^(Note 3) _____
of _____
as my/our proxy to attend and act for me/us at the Extraordinary General Meeting (and any adjournment thereof) of the said Company to be held at 10:30 a.m. on November 29, 2022 at Conference Room No. 3, 5th Floor, Chengdu Xinan Gynecology Hospital, 66 Bisheng Road, Jinjiang District, Chengdu, Sichuan, China (the “**Meeting**”) for the purposes of considering and, if thought fit, passing the Resolutions as set out in the Notice of Extraordinary General Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below^(Note 4).

| ORDINARY RESOLUTIONS ^(Note 5) | | FOR ^(Note 4) | AGAINST ^(Note 4) |
|---|---|--------------------------------|------------------------------------|
| 1. | To approve, confirm and ratify the Internal Restructuring comprising the entering into and performance of (i) the Equity Transfer Agreements dated November 7, 2022 and the Transfers; (ii) the Termination Agreements; and (iii) the New Contractual Arrangements, and authorise any one director of the Company 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 Internal Restructuring, the Transfer, the Equity Transfer Agreements, the Termination Agreements, and the New Contractual Arrangements contemplated thereunder. | | |

Dated this _____ day of _____ 2022 Signed^(Note 6) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Extraordinary General Meeting is preferred, strike out the words “**THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING or**” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to tick any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment of a resolution put to the Meeting.
- The description of the Resolutions is by way of summary only. The full text appears in the notice of the Extraordinary General Meeting.
- Any shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
- To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, shall be deposited at the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- In the case of joint holders of any shares, any one of such joint holders may vote at the above Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, either personally or by proxy, the vote of the joint holder whose name stands first in the Register of Members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
- On a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share registered in his name. The result of such poll shall be deemed to be the resolution of the Meeting at which the poll was so taken.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

* For identification purpose only