



## Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 28 February 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Jinxin Fertility Group Limited

Date Submitted: 03 March 2023

### I. Movements in Authorised / Registered Share Capital

|                                     |  |                 |                |                                     |        |  |
|-------------------------------------|--|-----------------|----------------|-------------------------------------|--------|--|
| 1. Type of shares                   | Ordinary shares                        | Class of shares | Not applicable | Listed on SEHK (Note 1)             | Yes    |  |
| Stock code                          | 01951                                  | Description     |                |                                     |        |  |
|                                     | Number of authorised/registered shares | Par value       |                | Authorised/registered share capital |        |  |
| Balance at close of preceding month | 5,000,000,000                          | USD             | 0.00001        | USD                                 | 50,000 |  |
| Increase / decrease (-)             |  |                 |                | USD                                 |        |  |
| Balance at close of the month       | 5,000,000,000                          | USD             | 0.00001        | USD                                 | 50,000 |  |

Total authorised/registered share capital at the end of the month: USD 50,000

**II. Movements in Issued Shares**

|                                     |                 |                 |                |                         |     |  |
|-------------------------------------|-----------------|-----------------|----------------|-------------------------|-----|--|
| 1. Type of shares                   | Ordinary shares | Class of shares | Not applicable | Listed on SEHK (Note 1) | Yes |  |
| Stock code                          | 01951           | Description     |                |                         |     |  |
| Balance at close of preceding month |                 |                 | 2,691,852,802  |                         |     |  |
| Increase / decrease (-)             |                 |                 | 29,060,994     |                         |     |  |
| Balance at close of the month       |                 |                 | 2,720,913,796  |                         |     |  |

### III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer) Not applicable

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)

| 1. Type of shares issuable                                     | Ordinary shares | Class of shares                    | Not applicable            | Shares issuable to be listed on SEHK (Note 1) | Yes                          |  |   |
|--|-----------------|------------------------------------|---------------------------|---|------------------------------|--|---|
| Stock code of shares issuable (if listed on SEHK) (Note 1)     | 01951           |                                    |                           |   |                              |  |   |
| Description of the Convertibles                                | Currency        | Amount at close of preceding month | Movement during the month |   | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto (C) | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| 1). Convertible Bonds<br>(Maturity Date: 31/03/2023)           | HKD             | 1,814,706,000                      |                           |   | 1,814,706,000                |  | 120,980,400   |
| Type of convertibles   | Bond/Notes      |                                    |                           |   |                              |  |   |
| Stock code of the Convertibles<br>(if listed on SEHK) (Note 1) |                 |                                    |                           |   |                              |  |   |
| Subscription/Conversion price                                  | HKD             | 15                                 |                           |   |                              |  |   |
| General Meeting approval date<br>(if applicable)               |                 |                                    |                           |   |                              |  |   |

Total C (Ordinary shares): \_\_\_\_\_

Remarks:

The Conversion Price shall be HK\$15.00 per Conversion Share, subject to adjustment rising from alteration of the nominal amount of the Shares caused by any share consolidation, share subdivision, rights issue or any other reasons as provided in the terms and conditions of the Convertible Bonds.

**(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)**

|  |  |                 |   |  |   |  |
|--|--|-----------------|---|--|---|--|
| 1. Type of shares issuable                                 | Ordinary shares  | Class of shares | Not applicable                                | Shares issuable to be listed on SEHK (Note 1)                            | Yes   |  |
| Stock code of shares issuable (if listed on SEHK) (Note 1) |  | 01951           |   |  |   |  |
| Description  |  |                 | General Meeting approval date (if applicable) | No. of new shares of issuer issued during the month pursuant thereto (D) | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |  |
| 1).  | 36,792,247 ordinary shares to be issued pursuant to the grant approved by the board of directors of the Company on 18 January 2023 |                 |   | 0  | 0   |  |

Total D (Ordinary shares): \_\_\_\_\_ 0

## Remarks:

As disclosed in the Company's announcement dated 18 January 2023, 36,792,247 Restricted Shares are proposed to be granted to 5 Directors and 10 Subsidiary Directors (who are connected persons of the Company) and shall be satisfied by the issue and allotment of new Shares to the Trustee pursuant to the 2022 General Mandate. Such grant shall be subject to Independent Shareholders' approval. Please refer to the announcement of the Company dated 18 January 2023 for defined terms and details.

**(E). Other Movements in Issued Share**

|   |                          |                 |   |  |  |   |   |
|---|--------------------------|-----------------|---|--|--|---|---|
| 1. Type of shares issuable (Note 5 and 6)                           | Ordinary shares          | Class of shares | Not applicable                          | Shares issuable to be listed on SEHK (Note 1, 5 and 6) | Yes  |   |   |
| Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6) |                          | 01951           |   |  |  |   |   |
| Type of Issue   | At price (if applicable) |                 | Issue and allotment date (Note 5 and 6) | General Meeting approval date (if applicable)          | No. of new shares of issuer issued during the month pursuant thereto (E) | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |   |
|   | Currency                 | Amount          |   |  |  |   |   |
| 1).   | Share award scheme       | HKD             | 0                                       | 15 February 2023                                       | 28 June 2022   | 29,060,994  | 0 |

Total E (Ordinary shares): \_\_\_\_\_ 29,060,994

## Remarks:

Issue of new shares on 15 February 2023 pursuant to the 2022 Restricted Share Award Scheme. Please refer to the announcement of the Company dated 18 January 2023 for defined terms and details.

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) \_\_\_\_\_ 29,060,994

**IV. Information about Hong Kong Depositary Receipt (HDR)** Not applicable

## V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Zhai Yangyang

Title: Joint Company Secretary

(Director, Secretary or other Duly Authorised Officer)

### Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
  - . the securities are of the same nominal value with the same amount called up or paid up;
  - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
  - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
  - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
  - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
  - . "type of shares issuable" should be construed as "type of shares repurchased"; and
  - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
  - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
  - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
  - . "type of shares issuable" should be construed as "type of shares redeemed"; and
  - . "issue and allotment date" should be construed as "redemption date"