



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 MARCH 27, 2023**

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**
of _____
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 a.m. on March 27, 2023 at Conference Room, 6th Floor, No. 301, North Jingsha 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 grant to the following Connected Grantees of the Company, each as a separate resolution:		
	A. 6,623,611 new restricted shares to Mr. Zhong Yong, an executive director of the Company, pursuant to the 2022 Restricted Share Award Scheme;		
	B. 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;		
	C. 5,419,318 new restricted shares to Mr. Dong Yang, an executive director of the Company, pursuant to the 2022 Restricted Share Award Scheme;		
	D. 5,419,318 new restricted shares to Ms. Lyu Rong, an executive director of the Company, pursuant to the 2022 Restricted Share Award Scheme;		
	E. 600,000 new restricted shares to Dr. Geng Lihong, an executive director of the Company, pursuant to the 2022 Restricted Share Award Scheme;		
	F. 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;		
	G. 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;		
	H. 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;		
	I. 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;		
	J. 410,000 new restricted shares to Ms. Deng Jianglin, director of a subsidiary of the Company, pursuant to the 2022 Restricted Share Award Scheme;		
	K. 600,000 new restricted shares to Mr. Zhang Yang, director of a subsidiary of the Company, pursuant to the 2022 Restricted Share Award Scheme;		
	L. 410,000 new restricted shares to Mr. Jiang Yingshuang, director of a subsidiary of the Company, pursuant to the 2022 Restricted Share Award Scheme;		
	M. 300,000 new restricted shares to Ms. Huang Hanmei, director of a subsidiary of the Company, pursuant to the 2022 Restricted Share Award Scheme;		
	N. 205,000 new restricted shares to Mr. Diao Lianghui, director of a subsidiary of the Company, pursuant to the 2022 Restricted Share Award Scheme; and		
	O. 205,000 new restricted shares to Ms. Dong Jingjing, director of a subsidiary of the Company, pursuant to the 2022 Restricted Share Award Scheme.		
2.	To authorize any one director of the Company (other than Mr. Zhong Yong, Dr. John G. Wilcox, Mr. Dong Yang, Ms. Lyu Rong and Dr. Geng Lihong) 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.		

Dated this _____ day of _____ 2023

Signed^(Note 6) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. 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 INITIALED BY THE PERSON WHO SIGNS IT.**
4. **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.
5. The description of the Resolutions is by way of summary only. The full text appears in the notice of the Extraordinary General Meeting.
6. 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.
7. 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. Please note that March 25, 2023 is not a working day in Hong Kong and Computershare Hong Kong Investor Services Limited’s offices will not be open on that day for physical delivery of the form of proxy. To be valid, all forms of proxy must be lodged with Computershare Hong Kong Investor Services Limited before the deadline.
8. 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.
9. 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).
10. 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.
11. 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*