



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 ANNUAL GENERAL MEETING
TO BE HELD ON JUNE 25, 2024**

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 ANNUAL GENERAL MEETING** or ^(Note 3) _____

of _____

as my/our proxy to attend and act for me/us at the Annual General Meeting (and any adjournment thereof) of the said Company to be held at 9:00 a.m. on Tuesday, June 25, 2024 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 Annual 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 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.		
2.	To re-elect the following retiring directors of the Company, each as a separate resolution:		
	(i) Mr. Zhong Yong as an executive director.		
	(ii) Ms. Hu Zhe as a non-executive director.		
	(iii) Mr. Li Jianwei as an independent non-executive director.		
	(iv) Mr. Ye Changqing as an independent non-executive director.		
3.	To authorise the board of directors of the Company (the “ Board ”) to fix the remuneration of the directors of the Company (the “ Directors ”).		
4.	To declare a final dividend of HK\$5.95 cents per share for the year ended December 31, 2023.		
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.		
6.	To approve and adopt the amendments to the 2022 Share Award Scheme (as defined in the notice convening the Meeting).		
7.	To approve and adopt the Scheme Mandate Limit (as defined in the notice convening the Meeting).		
8.	To approve and adopt the Service Provider Sublimit (as defined in the notice convening the Meeting).		
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).		
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).		

ORDINARY RESOLUTIONS ^(Note 5)		FOR ^(Note 4)	AGAINST ^(Note 4)
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.		
SPECIAL RESOLUTION ^(Note 5)		FOR ^(Note 4)	AGAINST ^(Note 4)
10.	To consider and approve the proposed amendments to the Articles of Association and to adopt the fifth amended and restated Articles of Association.		

Dated this _____ day of _____ 2024

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 Annual General Meeting is preferred, strike out the words “**THE CHAIRMAN OF THE ANNUAL 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 Annual 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 notorially 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.
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*