Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.

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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the "**Meeting**") of **Jinxin Fertility Group Limited** (the "**Company**") will be held at Conference Room No. 3, 5th Floor, Sichuan Jinxin Xinan Women & Children Hospital (Bisheng Campus), 66 Bisheng Road, Jinjiang District, Chengdu, Sichuan, China on Friday, December 5, 2025 at 10:00 a.m. for the following purposes:

Ordinary Resolutions

1. "**THAT:**

   (i) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") granting the approval for the listing of, and permission to deal in, the shares of the Company (the "**Shares**") which may fall to be issued and allotted pursuant to the vesting and/or exercise of any share awards and/or share options (the "**Awards**") that may be granted under the 2025 share scheme of the Company (the "**2025 Share Scheme**"), the 2025 Share Scheme be and is hereby approved and adopted and that any director of the Company be and is hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2025 Share Scheme including without limitation:

   (a) to administer the 2025 Share Scheme under which Awards will be granted to eligible persons under the 2025 Share Scheme;

   (b) to modify and/or amend the 2025 Share Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2025 Share Scheme relating to modification and/or amendment and subject to Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**");

* *For identification purposes only*

(c) to issue and allot from time to time such number of Shares as may be required to be issued pursuant to the vesting and/or exercise of Awards and subject to the Listing Rules;

(d) to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares which may thereafter from time to time be issued and allotted pursuant to the vesting and/or exercise of the Awards; and

(e) to consent, if they deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2025 Share Scheme;

(ii) the Scheme Mandate Limit as defined in the circular of the Company dated November 19, 2025 (the "**Circular**") (being 10.0% of the total number of Shares in issue as at the date of adoption of the 2025 Share Scheme) be and is hereby approved and adopted and that any director of the Company be and is hereby authorized to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he/she may consider necessary, desirable or expedient to effect and implement the Scheme Mandate Limit;

(iii) the Service Provider Sublimit as defined in the Circular (being 1% of the total number of Shares in issue as at the date of adoption of the 2025 Share Scheme) be and is hereby approved and adopted and that any director of the Company be and is hereby authorized to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he/she may consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit; and

(iv) subject to provisions in the 2025 Share Scheme, and any waiver or ruling granted by the Stock Exchange, no Award shall be granted to any eligible participant if, at the time of the grant, the number of Shares issued and to be issued in respect of all options and awards granted to the eligible in the 12 months period up to and including the Grant Date as defined in the Circular would exceed 1% of the total number of Shares in issue as at the Grant Date."

2. "Subject to and conditional upon the passing of the resolution no. 1 above and the 2025 Share Scheme taking effect, the grant of 82,341,000 share options to Mr. Dong Yang, an executive director, the Chief Executive Officer and the Acting Chief Financial Officer of the Company, to subscribe for 82,341,000 Shares of the Company at an exercise price of HK$2.82 per Share in accordance with the relevant terms set out in the grant instrument issued by the Company pursuant to the 2025 Share Scheme and on the terms and conditions set out in the Circular be and is hereby confirmed and approved, and any director of the Company be and is hereby

authorized to take all such steps and do all such things to approve and sign (whether by hand or under seal) such documents and do such other things as he/she may consider necessary, desirable or expedient for and on behalf of the Company to give effect to the above grant."

3. "To re-elect Mr. Chen Shuyun as a non-executive director of the Company."

By order of the Board
Jinxin Fertility Group Limited
Dong Yang
Chief Executive Officer,
Acting Chief Financial Officer
and Executive Director

Hong Kong, November 19, 2025

Registered Office:
Vistra (Cayman) Limited
P.O. Box 31119 Grand Pavilion
Hibiscus Way, 802 West Bay Road
Grand Cayman
KY1-1205
Cayman Islands

Headquarters and principal place of business in the PRC:
No. 301, North Jingsha Road
Jinjiang District, Chengdu
Sichuan, China

Principal place of business in Hong Kong:
Unit No. 1907B
Level 19, International Commerce Centre,
1 Austin Road West, Kowloon
Hong Kong

Notes:

(i) All resolutions at the Meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.

(ii) A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.

(iii) Where there are joint registered holders of any shares, any one of such persons may vote at the Meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

(iv) In order to be valid, the completed form of proxy, must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.

(v) The register of members of the Company will be closed from Wednesday, December 3, 2025 to Friday, December 5, 2025, both days inclusive, in order to determine the eligibility of shareholders to attend the above meeting, during which period no share transfers will be registered. The record date for determining the entitlement of the Shareholders to attend and vote at the Extraordinary General meeting will be Friday, December 5, 2025. To be eligible to attend the Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712 −1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, December 2, 2025.

As at the date of this notice, the board of directors of the Company comprises Mr. Dong Yang, Ms. Lyu Rong and Dr. Geng Lihong, as executive Directors; Mr. Zhong Yong, as Chairman and non-executive Director, and Ms. Hu Zhe, Ms. Yan Xiaoqing and Mr. Chen Shuyun, as non- executive Directors; and Dr. Chong Yat Keung, Mr. Li Jianwei, Mr. Wang Xiaobo and Mr. Ye Changqing, as independent non-executive Directors.