



NewGenIvf Provides Update on Status of Potential Reverse Merger with COVIRIX

June 20, 2024

BANGKOK, June 20, 2024 (GLOBE NEWSWIRE) -- NewGenIvf Group (NASDAQ: NIVF) ("NewGen" or the "Company"), a comprehensive fertility services provider in Asia helping couples and individuals obtain access to fertility treatments, today announced that the Company is continuing to actively evaluate the terms of the proposed reverse merger (the "Proposed Transaction") with COVIRIX Medical Pty Ltd ("COVIRIX").

NewGen and COVIRIX (collectively, the "Parties") have conducted due diligence on each other's business and are continuing to make solid progress towards satisfying the preconditions for completion of the Proposed Transaction. The Parties are targeting completion of the non-binding term sheet (the "Term Sheet") for the Proposed Transaction by the end of August 2024.

Mr. Siu Wing Fung Alfred, Founder, Chairman, and CEO of NewGen commented, "We are pleased to announce our positive progress on the potential reverse merger with COVIRIX. During the due diligence process for the proposed transaction, COVIRIX informed us that its treasury holds a crypto asset with significant market value, almost equivalent to NewGenIvf's current market capitalization. This crypto asset could provide valuable financing to support COVIRIX's drug development program moving forward. Operationally, we also have an exciting new development with the signing of a contract under which a channel dealer will order a very healthy amount of our IVF treatments and surrogacy services between now and the end of 2025. This commitment from a leading channel dealer represents a tremendous vote of confidence in our capabilities. As we explore strategic opportunities, we remain firmly committed to maximizing value for our shareholders. We will carefully evaluate all potential paths, including the proposed COVIRIX reverse merger, to determine the optimal route to drive long-term growth."

Dr Kumud Dhital, CEO of COVIRIX commented, "H5N1 Avian Flu has already spilled over from poultry to mammals to humans. In the last 6 months, there have been 12 human cases reported globally, three of which were in the USA. While these cases are unconnected, the genetic evolution of the virus, and high mortality rates in humans, raise significant concern about the risk and implications of human-to-human transmission of the Avian Flu virus. Since 2003, Avian Flu infections have had a mortality rate just over 50%, far higher than the initial 20% and now 0.1% seen with COVID-19. In light of this, we are commissioning urgent virology studies applying our primary antiviral drug candidate, against the Avian Flu virus, in addition to other RNA respiratory viruses. Results from these studies are expected within the next three months. Positive outcomes will pave the way for clinical trials as we seek to deliver a targeted, economical, and effective antiviral treatment for Avian Flu and a range of respiratory diseases administered via oral inhalation directly to the respiratory tract."

The Proposed Transaction

Pursuant to the Term Sheet, it is proposed that NewGen issue 102,890,000 of its ordinary shares to the shareholder(s) of COVIRIX or their respective nominees (the "COVIRIX Shareholders") in exchange for 100% equity interest of COVIRIX, at a deemed price per share of US\$6, representing an aggregate amount of US\$617,340,000. Simultaneously, it is proposed that COVIRIX undertakes to introduce investors to raise US\$6 million at US\$6 per share for NIVF, in a form mutually acceptable to both NewGen and COVIRIX.

Following stockholder approval of the Proposed Transaction, COVIRIX Shareholders are expected to hold approximately 85.8% equity interest in NewGen. The Company expects to announce additional details regarding the Proposed Transaction when a definitive agreement is executed. The completion of the Proposed Transaction is subject to, among other matters, the completion of due diligence, the negotiation of a definitive agreement, obtaining adequate financing, satisfaction of the conditions negotiated therein, and approval of the Proposed Transaction by the board and stockholders, as and when applicable. There can be no assurance that a definitive agreement will be entered into or that the Proposed Transaction will be consummated on the terms or timeframe currently contemplated, or at all. Mr. Richard Li, who serves as Executive Director and Head of Corporate Development of COVIRIX and as an Independent Director of NewGen, will abstain from voting in any and all future decisions related to the Proposed Transaction.

About NewGen

NewGen is a comprehensive fertility services provider in Asia helping couples and individuals obtain access to fertility treatments. With a mission to aid couples and individuals in building families regardless of fertility challenges, NewGen has dedicated itself to creating increased access to infertility treatment and providing comprehensive fertility services for its customers. NewGen Group and its management have over a decade of experience in the fertility industry. NewGen's clinics are located in Thailand, Cambodia, and Kyrgyzstan, and present a full suite of services for its patients, including comprehensive infertility and assisted reproductive technology treatments, egg and sperm donation, and surrogacy, in the appropriate jurisdictions, respectively. To learn more, visit www.newgenivf.com. The information contained on, or accessible through, NewGen's website is not incorporated by reference into this press release, and you should not consider it a part of this press release.

About COVIRIX Medical

COVIRIX Medical is a pharmaceutical company based in Melbourne, Australia. COVIRIX Medical's mission is dedicated to repurpose and develop antiviral and anti-inflammatory drugs for treatment of Pulmonary Diseases (Respiratory Infections), including COVID-19, with existing small molecule antivirals uniquely administered via oral inhalation. COVIRIX Medical was founded by a team of renowned professionals with complementary expertise and decades of industry experience to deliver the company's stated mission. COVIRIX Medical is managed by a team of professionals with complementary expertise and deep experience in healthcare, biotech, drug development, drug synthesis and testing, and investment banking.

The COVIRIX antiviral drug has demonstrated effectiveness against a number of SARS CoV-2 variants in extensive in-vitro studies. Its drug has a unique mechanism of action and is a broad-spectrum antiviral. Subject to appropriate clinical trial results, the same patented antiviral treatment is applicable to treating a wide range of viral respiratory diseases: (all types of) influenza including Avian Influenza, RSV, metapneumoviruses, seasonal coronaviruses, etc. COVIRIX Medical has responded to COVID-19 since the start of the COVID Pandemic in early 2020. While preparing for future mutations of the SARS CoV-2 virus, COVIRIX Medical is also readying for the inevitable next respiratory virus pandemic. To learn more about COVIRIX Medical, visit <http://covirix.com/>. The information contained on, or accessible through, COVIRIX Medical's website is not incorporated by reference into this press release, and you should not consider it a part of this press release.

Forward-Looking Statements

This press release contains forward-looking statements. These statements are made under the "safe harbor" provisions of the U.S. Private Securities

Litigation Reform Act of 1995. These forward-looking statements generally are identified by the words "believe," "project," "expect," "anticipate," "estimate," "intend," "strategy," "future," "opportunity," "plan," "may," "should," "will," "would," "will be," "will continue," "will likely result," and similar expressions. Without limiting the generality of the foregoing, the forward-looking statements in this press release include descriptions of the Company's or NewGenIvf Group's future commercial operations. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this press release, such as the Company's or NewGenIvf Group's inability to implement its business plans, identify and realize additional opportunities, or meet or exceed its financial projections and changes in the regulatory or competitive environment in which the Company or NewGenIvf Group operates. You should carefully consider the foregoing factors and the other risks and uncertainties described in NewGenIvf Group's Annual Report on Form 20-F and other documents filed or to be filed by NewGenIvf Group's with the U.S. Securities and Exchange Commission (the "SEC") from time to time, which could cause actual events and results to differ materially from those contained in the forward-looking statements. Copies of these documents are available on the SEC's website, www.sec.gov. All information provided herein is as of the date of this press release, and the Company and NewGenIvf Group undertakes no obligation to update any forward-looking statement, except as required under applicable law.

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