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Mega Genomics Limited

美因基因有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6667)

PROPOSED CHANGE OF AUDITOR AND CONTINUED SUSPENSION OF TRADING

This announcement is made by Mega Genomics Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Reference is made to the announcements of the Company dated 1 April 2025, 22 April 2025 and 30 April 2025 (the “**Announcements**”) in relation to, among other matters, (i) delay in publication of the 2024 Annual Results, (ii) postponement of the Board meeting and (iii) delay in publication of the 2024 Annual Report. Unless otherwise defined or the context otherwise requires, capitalised terms in this announcement shall have the same meanings as defined in the Announcements.

PROPOSED DISMISSAL OF AUDITOR

As the Company and Ernst & Young (“**EY**”) were unable to reach a consensus on the additional audit time and cost to complete the audit of the consolidated financial statements of the Group for the year ended 31 December 2024, having considered the relevant facts and circumstances, the audit committee of the Company (The “**Audit Committee**”) has recommended to the Board that EY be proposed to be dismissed as auditor of the Company (the “**Proposed Dismissal**”) and that the approval of the shareholders of the Company (the “**Shareholders**”) be sought for the Proposed Dismissal. The Board is of the view that the proposed change of auditors is also in the interests of the Company and the Shareholders as a whole in order to continue to maintain the quality of the audit and therefore proposes to seek the approval of the Shareholders for the Proposed Dismissal. Pursuant to the articles of association of the Company (the “**Articles**”), the Proposed Dismissal is subject to the passing of an ordinary resolution at an extraordinary general meeting of the Company (the “**EGM**”) to be convened and held.

The Company has given formal notice of its dismissal to EY. As of the date of this announcement, the Company has not received any formal confirmation from EY in relation to the aforesaid dismissal that need to be brought to the special attention of the Shareholders. The Board and the Audit Committee have also confirmed that save as disclosed in the Announcements, there are no other matters or circumstances in relation to the Proposed Dismissal that need to be brought to the attention of the Shareholders.

The Board considers that it is in the best interests of the Company and the Shareholders to engage another auditor to allow the Shareholders and investors to have access to the results of the Group for the year ended 31 December 2024 as soon as possible.

The Company is currently in discussions with a new potential auditor candidate and will make further announcement in a timely manner.

IMPLICATIONS OF THE LISTING RULES

Pursuant to Article 176(b) of the Articles, the Shareholders may, at any general meeting, dismiss the auditors of the Company by ordinary resolution at any time before the expiration of the term of office and shall, by ordinary resolution, at that meeting appoint new auditors in its place for the remainder of the term.

Pursuant to Rule 13.88 of the Listing Rules, (a) the Company must not dismiss its auditor before the end of the auditor's term of office without first obtaining Shareholders' approval at a general meeting; (b) the Company must send a circular proposing the dismissal of the auditor to the Shareholders with any written representations from the auditor not less than 10 business days before the general meeting; and (c) the Company must allow the auditor to attend the general meeting and make written and/or verbal representations to the Shareholders at the general meeting.

In compliance with the Articles and the Listing Rules, the Proposed Dismissal will be proposed for approval as an ordinary resolution at the EGM.

The Board confirms that, save as disclosed in this announcement, there are no other circumstances or matters in connection with the Proposed Dismissal that should be brought to the attention of the Shareholders.

Accordingly, the Company will despatch to the Shareholders a circular containing, among other things, further information on the Proposed Dismissal together with a notice convening the EGM (the “**Circular**”), and the Company will also despatch a copy of the Circular to EY to remind them that they may attend the EGM and may also make written and/or verbal representations (if any) to the Shareholders at the EGM.

THE EGM

The EGM will be convened and held to consider and, if thought fit, approve the Proposed Dismissal and the proposed appointment of new auditors. The Company is currently in discussion with potential auditor candidate. The Circular is expected to be despatched to the Shareholders on or before 10 June 2025.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 1 April 2025 pending the release of the 2024 Annual Results. Further announcement(s) will be made by the Company in relation to the publication of the 2024 Annual Results and/or further Board meeting for the 2024 Annual Results as and when appropriate and in accordance with the Listing Rules.

By Order of the Board
Mega Genomics Limited
LIN Lin
Executive Director and Chairperson

Hong Kong, 5 May 2025

As of the date of this announcement, the executive Directors are Dr. Yu Rong, Ms. Lin Lin and Ms. Jiang Jing; the non-executive Director is Ms. Guo Meiling; and the independent non-executive Directors are Dr. Zhang Ying, Mr. Jia Qingfeng and Dr. Xie Dan.

* *For identification purpose only*