

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Mega Genomics Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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
NOTICE OF EGM**

The notice convening the EGM of Mega Genomics Limited to be held at the meeting room of the Company, 401 Health Work, North Garden Road, Haidian District, Beijing, PRC on 21 July 2025 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy for use at the EGM in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the EGM (i.e. not later than 10:00 a.m. on 19 July 2025 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the EGM if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (www.megagenomics.cn).

* For identification purpose only

30 June 2025

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles of Association”	the articles of association of the Company currently in force
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“China” or “PRC”	The People’s Republic of China, for the purpose of this circular, excluding Hong Kong and Macau Special Administrative Regions of the PRC and Taiwan
“Company”	Mega Genomics Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the EGM of the Company to be held at the meeting room of the Company, 401 Health Work, North Garden Road, Haidian District, Beijing, PRC on 21 July 2025 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages EGM-1 to EGM-2 of this circular, or any adjournment thereof
“EY”	Ernst & Young
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	27 June 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time

DEFINITIONS

“Proposed Appointment”	the proposed appointment of Crowe (HK) CPA Limited as the auditor of the Group, subject to the approval of the Shareholders at the EGM
“Proposed Dismissal”	the proposed dismissal of EY as the auditor of the Group, subject to the approval of the Shareholders at the EGM
“Share(s)”	ordinary share(s) of USD0.0001 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time

LETTER FROM THE BOARD



Mega Genomics Limited
美因基因有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6667)

Executive Directors:

Dr. Yu Rong

Ms. Lin Lin (*Chairperson*)

Ms. Jiang Jing

Non-executive Director:

Ms. Guo Meiling

Independent Non-executive Directors:

Dr. Zhang Ying

Mr. Jia Qingfeng

Dr. Xie Dan

Registered Office:

Third Floor, Century Yard

Cricket Square, P.O. Box 902

Grand Cayman, KY1-1103

Cayman Islands

*Head Office and Principal Place of
Business in the PRC:*

401 Health Work

North Garden Road

Haidian District

Beijing, PRC

Principal Place of Business in

Hong Kong:

Suite 1704, 17/F, Alexandra House

18 Chater Road

Central

Hong Kong

Dear Sir/Madam,

**PROPOSED CHANGE OF AUDITOR
AND
NOTICE OF EGM**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information to enable Shareholders to make an informed decision on whether to vote for or against the resolution in connection with the Proposed Dismissal and the Proposed Appointment to be proposed at the forthcoming EGM.

* For identification purpose only

LETTER FROM THE BOARD

2. PROPOSED DISMISSAL

Reference is made to the announcement of the Company dated 5 May 2025 in relation to the Proposed Dismissal. EY was re-appointed as the auditor of the Group at the last annual general meeting of the Company held on 28 June 2024 to hold office until the conclusion of the next annual general meeting of the Company.

However, the Company and EY have been unable to reach a consensus on the audit issues (“**Audit Issue(s)**”) regarding revenue recognition of genetic testing kits business and promotion expense and prepayment as disclosed in the announcements of the Company dated 1 April 2025 and 22 April 2025.

After considering the facts and circumstances, the Audit Committee, having been delegated the power to oversee the effectiveness of the external auditors, was of the view that it would be in the best interest of the Company and its Shareholders as a whole to replace EY with another sizeable accounting firm, and therefore made a recommendation to the Board to seek the approval of the Shareholders regarding the Proposed Dismissal. The Proposed Dismissal is subject to the passing of an ordinary resolution at the EGM pursuant to the Articles of Association.

Having considered the previous communications between the Company and EY and the expected progress and efficiency of future communications, the Board is of the view that the Proposed Dismissal would allow the Company to maintain its audit quality and is in the best interest of the Company and its Shareholders as a whole.

On 19 May 2025, a letter dated 18 May 2025 from EY and addressed to the Board and the Audit Committee (the “**Auditor’s Letter**”) was received by the Company. The Auditor’s Letter was provided by EY to the Board and the Audit Committee in accordance with section 200 *Changes in a Professional Appointment* and Section 300 *Change of Auditors of a Listed Issuer of The Stock Exchange of Hong Kong* of the *Code of Ethics for Professional Accountants* setting out, among other things, matters that the Auditor considers necessary to be brought to the attention of the Shareholders. The Auditor’s Letter also serves as the outgoing auditor’s written representations pursuant to Rule 13.88 of the Listing Rules.

Full text of the Auditor’s Letter has been set out in the section headed “Appendix I — Letter from Ernst & Young” on pages I-1 to I-4 of this circular. Investors and Shareholders are recommended to read the Auditor’s Letter in conjunction with the above section for a full understanding of the Proposed Dismissal.

LETTER FROM THE BOARD

3. PROPOSED APPOINTMENT

The Audit Committee has assessed and considered that Crowe (HK) CPA Limited (“**Crowe**”) is eligible and suitable to act as the auditor of the Group. With the recommendation of the Audit Committee and subject to the Proposed Dismissal and Proposed Appointment becoming effective by way of passing an ordinary resolution at the EGM, the Board has resolved, on the recommendation of the Audit Committee, to propose to the Shareholders at the EGM to approve the appointment of Crowe as the Company’s new auditor, subject to the completion of the audit engagement acceptance procedures which are now being conducted by Crowe, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix the remuneration of the auditor, subject to the approval of the Shareholders at the EGM.

The Audit Committee has considered a number of factors in assessing the appointment of Crowe as the auditor of the Company, including but not limited to (i) the audit plan of Crowe; (ii) its experience and technical competence in handling audit works for companies listed on the Stock Exchange; (iii) its independence and objectivity; (iv) its proposed audit fee; (v) its resources and capabilities; and (vi) the guidelines issued by the Accounting and Financial Reporting Council.

Based on the above, the Board and the Audit Committee have assessed and considered that: (i) Crowe is independent, qualified and suitable to act as the new auditor of the Company; (ii) by reference to the scale of the Group’s business operations and assets, the audit fee agreed with Crowe is commensurate with the scope of audit work required by the Group; and (iii) the appointment of Crowe will maintain the quality of the Group’s audit and is in the interest of the Company and the Shareholders as a whole.

4. IMPLICATIONS OF THE LISTING RULES

Pursuant to Article 176(b) of the Articles of Association, the Shareholders may, at any general meeting convened and held in accordance with the Articles of Association, remove the auditors 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 remove 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 removal 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.

LETTER FROM THE BOARD

In compliance with the Articles of Association and the Listing Rules, the Proposed Dismissal and Proposed Appointment will be proposed for approval as ordinary resolutions at the EGM.

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

Accordingly, the Company has, at the time of despatch of this circular together with a notice convening the EGM to the Shareholders, also despatched a copy to EY such that they may attend the EGM and make written or verbal representations to the Shareholders at the EGM, if any.

5. EGM AND PROXY ARRANGEMENT

The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular. Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must 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. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (www.megagenomics.cn). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 at the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the EGM (i.e. not later than 10:00 a.m. on 19 July 2025) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.

6. RESPONSIBILITY STATEMENT

This Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Circular misleading.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider that the Proposed Dismissal and Proposed Appointment are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

Yours faithfully,
For and on behalf of the Board
Mega Genomics Limited
LIN Lin
Executive Director and Chairperson

Hong Kong, 30 June 2025

NOTICE OF EGM



Mega Genomics Limited **美因基因有限公司***

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 6667)

Notice is hereby given that the EGM of Mega Genomics Limited (the “**Company**”) will be held at the meeting room of the Company, 401 Health Work, North Garden Road, Haidian District, Beijing, PRC on 21 July 2025 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. “**THAT** Ernst & Young be and is hereby dismissed as the auditor of the Company pursuant to Article 176(b) of the second amended and restated memorandum and articles of association of the Company (the “**Articles**”) with immediate effect after the conclusion of the EGM (the “**Dismissal**”), and the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company and each of the Directors be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they may consider necessary, desirable or expedient or in the interest of the Company to give effect to the Dismissal.”
2. “**THAT** Crowe (HK) CPA Limited be and is hereby appointed as the new auditor of the Company, subject to (i) the completion of the audit engagement acceptance procedures, and (ii) the approval of Dismissal pursuant to Article 176(b) of the Articles, with such appointment taking effect immediate after the conclusion of the EGM (the “**Appointment**”) and **THAT** the Board be authorised to fix its remuneration. **FURTHER THAT** the Board and each of the Directors be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they may consider necessary, desirable or expedient or in the interest of the Company to give effect to the Appointment.”

By Order of the Board
Mega Genomics Limited
LIN Lin

Executive Director and Chairperson

Hong Kong, 30 June 2025

* *For identification purpose only.*

NOTICE OF EGM

Notes:

1. 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy/more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy 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, must be deposited at the Company’s share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 10:00 a.m. on 19 July 2025 or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from 16 July 2025 to 21 July 2025, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on 15 July 2025.
5. References to time and dates in this notice are to Hong Kong time and dates.

This circular (in both English and Chinese versions) has been posted on the Company’s website at www.megagenomics.cn.

Shareholders may request for printed copy of the circular free of charge or change their choice of means of receipt and language of the Company’s corporate communications by sending reasonable notice in writing to the Company’s branch registrar in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or by sending an email to 6667-ecom@vistra.com.

Shareholders who have chosen to receive the Company’s corporate communications in either English or Chinese version will receive both English and Chinese versions of this circular since both languages are bound together into one booklet.



Ernst & Young
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18 May 2025

The Board of Directors
The Audit Committee of the Board of Directors
Mega Genomics Limited
5/F, Manulife Place
348 Kwun Tong Road
Kowloon
Hong Kong

Dear Sirs,

Re: Termination of Ernst & Young as auditor of Mega Genomics Limited (the "Company")

We were appointed as the Company's auditor for the year ended 31 December 2024 at the Company's last annual general meeting held on 28 June 2024.

During the audit process, we noticed that the Group's revenue for the year ended 31 December 2024 amounted to RMB175.2 million. The gene testing kits business was the primary revenue driver, contributing RMB105.3 million. Notably, a substantial portion of this revenue stemmed from transactions with related parties. We understood that the Group's gene testing kits business offered gene testing services to customers, utilizing gene testing kits as the medium. The completion of these services was signified by the delivery of testing reports. However, the revenue recognized from the gene testing kits business included RMB49.0 million attributable to gene testing kits that had been shipped to customers but not yet used for testing. Additionally, RMB27.9 million of revenue was recognized for gene testing kits that had not even been delivered to customers by 31 December 2024. According to management, the Group recognized this revenue because the contractual period for the gene testing kits services granted to customers had expired by 31 December 2024, and the advances received from customers were non-refundable. This situation was highly anomalous in a typical commercial arrangement, as it meant the counterparties had borne significant costs without actually receiving the Group's services. Despite our requests, management was unable to provide sufficient appropriate audit evidence to support the commercial substance and economic rationale for the revenue recognition of the gene testing kits business.

Furthermore, it is noteworthy that historically, the Group maintained a relatively low level of promotional expenses. However, there was a significant increase in promotional expenses for the year ended 31 December 2024, escalating to 4.3 times the amount recorded in the year ended 31 December 2023. In addition, as of 31 December 2024, the balance of prepayments for promotional activities ballooned to 8.9 times that of the corresponding balance as of 31 December 2023. Upon further inquiry, management attributed these elevated expenses and substantial prepayments primarily to the gene testing kits business. However, management failed to provide a convincing rationale for the necessity of incurring such significant promotional expenses and making large-scale prepayments during 2024. Despite our repeated requests, management was unable to furnish us with verifiable evidence to demonstrate the actual occurrence of these promotional activities, which cast doubt on the nature of these expenditures and prepayments.

We communicated the aforementioned matters to the Audit Committee on 28 March 2025 and suggested that the Audit Committee engage an independent forensic team to investigate the matters raised by us.

On 1 April 2025, the Company made an announcement about delay in publication of annual results for the year ended 31 December 2024 and we noted discrepancies between the contents of the announcement and what we have been communicating with the Audit Committee during the audit process and our comments on the contents of the draft announcement. The discrepancies identified under the heading “Delay in Publication of the 2024 Annual Results” on page 2 of the announcement are as follows:

- (i) The first paragraph stated that the Company “has provided the relevant information to the auditors”. In fact, it is the Company who failed to provide sufficient and appropriate information to enable us to complete the audit, which caused the delay in publication of the annual results of the Company for the year ended 31 December 2024. This has been reflected in our comments on the draft announcement that we sent to the Company’s CFO, Ms. Jiang Jing, on 31 March 2025 but was not accepted by the Company.
- (ii) The second paragraph stated that “it was also mentioned that the Company may consider the change of auditor, or consider the option of conducting an independent investigation into the above transactions”. The wording here suggested that it was us who suggested the Company to consider changing its auditor. In fact, it was the Company who proposed, as an option available to the Company, to replace us during a discussion between the Company’s chairperson, Ms. Lin Lin, and us on 26 March 2025. We wish to reiterate that we have not made any suggestion to the Company to consider changing its auditor and we have not expressed intention to resign as the Company’s auditor. Further, on 28 March 2025, we have also suggested to the Audit Committee to engage an independent forensic team to investigate the matters raised by us.

Given the discrepancies identified, on 7 April 2025, we issued a letter to the board of directors of the Company (the “**Board**”), requesting that the Board take immediate steps to rectify the announcement.

On 9 April 2025, the Audit Committee sent us an email to provide their comments on the matters raised by us during the meeting held on 28 March 2025. However, they did not confirm whether they would engage an independent forensic team to perform the investigation. The Audit Committee also requested that we provide them with the time required and costs that may be incurred to complete the audit for further consideration of the next steps to be taken.

On 11 April 2025, we replied to the Audit Committee via email to reiterate our concerns regarding (i) the commercial substance and business rationale for revenue recognition on advances received for gene testing kits arrangements, in the absence of testing services provided, and (ii) the nature of certain promotional expenses and prepayments made to promotional suppliers. We again reiterated our suggestion that the Audit Committee engage an independent forensic team to investigate the matters raised by us. Additionally, we noted that the time required and costs that may be incurred to complete the audit would depend on the procedures and time needed by the independent forensic team, as well as their findings and conclusions.

On 15 April 2025, we were notified by the Company that the Board requested us to resign as the auditor of the Company for the year ended 31 December 2024. This decision from the Board would have prevented us from fulfilling our obligation to complete the audit and to report to the shareholders of the Company, despite our full intention to do so. After due consideration, we decided that we would resign as auditor of the Company. On 16 April 2025, we verbally informed the Company's CFO, Ms. Jiang Jing, of our intention to resign.

On 30 April 2025, we verbally communicated the contents of the letter of resignation to the Company's CFO, Ms. Jiang Jing, and also requested that the Company settle our engagement costs incurred to date in accordance with the terms of the engagement letter.

On 3 May 2025, we received a notice from the Company that the Board proposed to dismiss us as auditor of the Company and demanded a response by 4 May 2025. We were neither given adequate time to respond to the proposed dismissal nor provided with the draft announcement regarding the proposed dismissal for review prior to its issuance on 5 May 2025. We have identified discrepancies between the contents of the announcement and our communications with the Audit Committee during the audit of the Company and its subsidiaries for the year ended 31 December 2024. Specifically, the first paragraph on page 2 of the announcement states, "As of the date of this announcement, the Company has not received any formal confirmation from EY in relation to the aforesaid dismissal that needs to be brought to the special attention of the Shareholders." However, we have been communicating our concerns regarding (i) the commercial substance and business rationale for revenue recognition on advances received for gene testing kits arrangements, in the absence of testing services provided, and (ii) the nature of certain promotional expenses and prepayments made to promotional suppliers. We also suggested that the Audit Committee engage an independent forensic team to investigate the matters we raised in our communications and correspondence with the Audit Committee.

Given the discrepancies we have identified, we urge the Board to take immediate steps to rectify the announcement, absent which, we reserve the right to report this matter to the relevant regulators by providing a copy of this letter, if and when necessary.

As at the date of this letter, we have not received the full settlement of the audit fee for the year ended 31 December 2024.

With reference to section 200 *Changes in a Professional Appointment* and section 300 *Changes of Auditors of a Listed Issuer of The Stock Exchange of Hong Kong* of the *Code of Ethics for Professional Accountants* issued by the Hong Kong Institute of Certified Public Accountants, except for the above mentioned matters, which should be included in the Company's announcement, we hereby write to confirm that up to the date of this letter, there are no other circumstances connected with our termination which we consider should be brought to the attention of the shareholders or creditors of the Company in relation to the change of the auditor of the Company.

We wish to remind the Company of its obligation in terms of Section 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited to make an announcement regarding the change of auditors. The Company is required to inform The Stock Exchange of Hong Kong Limited ("**the Stock Exchange**") immediately of any decision made concerning any change of auditors and to publish an announcement as soon as practicable. The announcement and the circular to the shareholders should include the reasons for the change and details of any other matters that need to be brought to the attention of holders of the securities of the Company. We will be grateful if you could provide us the draft announcement and circular to the shareholders for our comments before they are published, notwithstanding that the responsibility of making the announcement and the circular to the shareholders rests solely with the Company. We kindly request that you invite us to attend the extraordinary general meeting to be convened for the proposed change of auditor, in accordance with Section 13.88 of the Rules Governing the Listing of Securities on the Stock Exchange.

We hereby consent to a copy of this letter being supplied to the Stock Exchange and the succeeding auditor to be appointed.

Yours faithfully,
Ernst & Young