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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)

GRANT OF RESTRICTED SHARE UNITS

Reference is made to the prospectus (the “**Prospectus**”) of Mega Genomics Limited (the “**Company**”) dated 10 June 2022 in relation to, among other things, the RSU Scheme. Unless otherwise stated, capitalized terms used herein shall have the same meaning as defined in the Prospectus. The Board hereby announces that on 29 December 2022, the Company granted to certain eligible Participants (the “**Grantee(s)**”) of the Company a total of 27,272,000 RSUs pursuant to the RSU Scheme (the “**Grant**”), the principal terms of which were set out in the section headed “Appendix IV – Statutory and General Information – D. RSU Scheme” of the Prospectus.

Grant of RSUs

The 27,272,000 RSUs represent 27,272,000 underlying Shares, and approximately 11.40% of the total issued share capital of the Company as of the date of this announcement. As disclosed in the Prospectus, on 1 June 2022, the Company allotted and issued 27,272,000 Shares, representing all Shares underlying the RSUs that may be delivered under the RSU Scheme. No new Shares will be issued for the Grant and therefore, there is no dilution effect on the existing Shareholders.

A summary of the terms of the RSUs granted is set out below:

Grant date	:	29 December 2022
Closing price of Shares on the date of Grant	:	HKD10.5
Vesting Schedule of RSUs granted	:	(a) one third of the RSUs granted will become vested immediately upon the Grant; (b) one third of the RSUs granted will become vested on the first anniversary of the date of Grant; and (c) the remaining one third of the RSUs granted will be vested on the second anniversary of the date of Grant.
Term of the RSUs granted	:	The 10th anniversary from the Listing Date

Among the above RSUs granted, 19,181,000 RSUs were granted to certain Directors (“**Connected Grantee(s)**”). Details of the RSUs granted to the Connected Grantees are as follows:

Name	Number of RSUs granted
Lin Lin	13,636,000
Guo Meiling	4,545,000
Huang Yufeng	500,000
Jiang Jing	500,000

The grant of RSUs to the Connected Grantees has been approved by the RSU Committee. The grant of RSUs to the Connected Grantees will be satisfied with existing Shares held by the Trustee and no new Shares will be issued, and the grant and vesting of such RSUs are not subject to approval of Shareholders.

Each of the Connected Grantees is a connected person of the Company under Rule 14A.07 of the Listing Rules. The grant of the RSUs to the Connected Grantees constituted a connected transaction of the Company under Chapter 14A of the Listing Rules. However, as the grant of RSUs to each of the Connected Grantees forms part of the remuneration package under his/her service contract with the Company, such grant is exempt from the reporting, announcement and independent Shareholders’ approval requirements pursuant to Rule 14A.73(6) and Rule 14A.95 of the Listing Rules.

Save as disclosed above, none of the Grantees is a connected person (as defined in the Listing Rules) as at the date of the Grant or the date of this announcement.

The RSU Scheme does not constitute a share option scheme for the purpose of Chapter 17 of the Listing Rules. For further details of the RSU Scheme, please refer to the Prospectus.

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

Hong Kong, 29 December 2022

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

* *For identification purpose only*