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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 RE-ELECTION OF DIRECTORS**  
**AND**  
**PROPOSED GRANTING OF GENERAL MANDATES TO**  
**REPURCHASE SHARES AND TO ISSUE SHARES**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting 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 Friday, 28 June 2024 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting 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 Annual General Meeting (i.e. not later than 10:00 a.m. on Wednesday, 26 June 2024 (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 Annual General Meeting 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](http://www.megagenomics.cn)).

\* For identification purpose only

26 April 2024



## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at the meeting room of the Company, 401 Health Work, North Garden Road, Haidian District, Beijing, PRC on Friday, 28 June 2024 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 15 to 19 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“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
“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
“Issue Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting
“Latest Practicable Date”	23 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

## DEFINITIONS

“Listing Date”	22 June 2022, on which dealings in the Shares first commenced on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“RSU Scheme”	the restricted share units scheme approved and adopted by the resolution of the Board on 19 November 2021
“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*

5/F, Manulife Place  
348 Kwun Tong Road  
Kowloon, Hong Kong

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 28 June 2024.

\* For identification purpose only

## LETTER FROM THE BOARD

### 2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 108 of the Articles of Association, Ms. Jiang Jing, Mr. Jiang Qingfeng and Dr. Xie Dan shall retire at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Mr. Jia Qingfeng and Dr. Xie Dan, Independent Non-executive Directors, are holding other listed company directorships as contained in their biographical information set out in Appendix I to this circular have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

Mr. Jia Qingfeng and Dr. Xie Dan attended all the meetings of the Board and the Board committees held in the current financial year. Details of the attendance records are set out in the Corporate Governance Report of the annual report. The relevant Board papers and materials were provided to the Directors for review and consideration prior to the meetings. Mr. Jia Qingfeng and Dr. Xie Dan have remained responsible for their performance functions and discharged their duties to the Company through active participation on the Board and by bringing balance of views as well as knowledge, experience and expertise.

Mr. Jia Qingfeng and Dr. Xie Dan have confirmed that they will continue to devote sufficient time for the discharge of their functions and responsibilities as an independent non-executive Directors. With their background and experience as set out in the biographical information, Mr. Jia Qingfeng and Dr. Xie Dan are fully aware of the responsibilities and expected time involvements in the Company. Based on the foregoing, the Board believes that Mr. Jia Qingfeng and Dr. Xie Dan's position outside the Company will not affect them in maintaining their current role in, and their functions and responsibilities for, the Company.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid Independent Non-executive Directors who are due to retire at the Annual General Meeting. The Company considers that the retiring independent non-executive directors are independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

## LETTER FROM THE BOARD

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES**

Pursuant to a resolution passed by our then Shareholders on 9 June 2023, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 23,676,480 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting).

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix II to this circular.

### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

Pursuant to a resolution passed by our then Shareholders on 9 June 2023, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issue Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting (i.e. a total of 47,352,960 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the Annual General Meeting.

### **5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 15 to 19 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 Annual General Meeting in the manner prescribed under the Listing Rules.

## LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting 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](http://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 Annual General Meeting (i.e. not later than 10:00 a.m. on Wednesday, 26 June 2024) 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 Annual General Meeting if you so wish.

### 6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Repurchase Mandate and the Issue Mandate 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 Annual General Meeting.

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

Hong Kong, 26 April 2024



<b>APPENDIX I      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
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The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

**(1) MS. JIANG JING – EXECUTIVE DIRECTOR**

Ms. Jiang Jing (姜晶), aged 44, is an executive Director of our Company. Ms. Jiang joined our Group in November 2020 as the chief financial officer of Mega Genomics Beijing. She was appointed as an executive Director on 6 August 2021. She is responsible for our Group's overall financial strategic planning and investor relations activities. From 17 January 2024, during the vacancy of chief executive officer, Ms. Jiang has assumed the responsibilities of chief executive officer.

Ms. Jiang has approximately 21 years' experience in financial management. From November 2003 to June 2012, Ms. Jiang served as the senior manager in the accounting department of Zhongrui Yuehua Accounting Firm (中瑞岳華會計師事務所). From July 2012 to May 2013, Ms. Jiang served as the senior manager of financial reporting department of Li Ning (China) Sporting Goods Co., Ltd. (李寧(中國)體育用品有限公司). From May 2013 to January 2018, Ms. Jiang served the financial director of Beijing Xinwu Liebo E-Commerce Co., Ltd. (北京心物裂帛電子商務股份有限公司). From January 2018 to November 2020, Ms. Jiang served as the financial director of Beijing New Match Point Sports Investment Co., Ltd. (北京新賽點體育投資股份有限公司), the shares of which are listed on the NEEQ (stock code: 834425).

Ms. Jiang obtained her master's degree in business administration from Yangtze University (長江大學) in the PRC in June 2019.

As at the Latest Practicable Date, Ms. Jiang is interested in 500,000 restricted share units granted under the RSU Scheme of the Company pursuant to Part XV of the SFO.

Save as disclosed above, Ms. Jiang does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. She does not at present nor did she in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Ms. Jiang has entered into a service contract with the Company on 1 June 2022 under which she agreed to act as an executive Director for an initial term of three years commencing from the Listing Date. She is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the service contract, Ms. Jiang is entitled to a remuneration of RMB40,000 per month during her term of services and she is entitled to a discretionary bonus as may be determined by the Board and the Remuneration Committee at their discretion, having regard to the Company's and her performance respectively.

Save as disclosed above, there is no information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

<b>APPENDIX I            DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
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**(2) MR. JIA QINGFENG – INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Jia Qingfeng (賈慶豐), aged 46, joined our Group on 6 August 2021 as an independent non-executive Director. He is also the chairperson of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee of the Company. He is responsible for supervising and providing independent judgment to our Board.

Mr. Jia has approximately 15 years' experience in financial administration and risk control. From September 2008 to April 2017, Mr. Jia served as the chief financial officer and vice general manager of Beijing Kylin Culture Co. Ltd. (北京麒麟網文化股份有限公司), where he was responsible for the construction, development, and operation of the company's financial system, investment and financing, and overseeing all financial matters of the company. In discharging his duties as the chief financial officer, he reviewed and monitored all financial reporting matters including but not limited to its quarterly, interim and annual information, statements and reports during that period until April 2017, to ensure the full, complete and accurate financial disclosure pursuant to the accounting standards and other legal requirements relating thereto. Shares of Beijing Kylin Culture Co. Ltd. were listed on NEEQ from 15 December 2015 to 25 October 2017. From November 2017 to June 2018, Mr. Jia served as the vice president of COL Digital Publishing Group Co., Ltd. (中文在線數字出版集團股份有限公司), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 300364), where he was responsible for the construction, development, and operation of the Group's financial and strategic systems. Later from June 2018 to December 2019, Mr. Jia was promoted as the chief financial officer and vice general manager of COL Digital Publishing Group Co., Ltd., during which period he was responsible for formulating major financial decisions and overseeing all financial matters of the company. Specifically, he was responsible for, among other things, reviewing and monitoring the financial reporting matters including its quarterly, interim and annual information, statements and reports to make sure the financial disclosure is full, complete and accurate pursuant to the accounting standards and other legal requirements relating thereto. From June 2018 to December 2019, Mr. Jia also served as a director in Shanghai Chenzhike Information Technology Co., Ltd. (上海晨之科信息技術有限公司) and Crazy Maple Studio, Inc. Since 1 January 2020, Mr. Jia has served as the general manager of Beijing Fenghua Management Consulting Co., Ltd. (北京豐華管理諮詢有限公司), a company principally providing financial consultancy services to technology companies, where he is responsible for reviewing financial statements and budgets, formulating financial plans and overseeing all financial matters of the company.

<b>APPENDIX I      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
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Mr. Jia obtained his bachelor's degree in accounting from Beijing Jiao Tong University (北京交通大學) in the PRC in July 2004, and his executive master's degree in business administration (EMBA) from Peking University (北京大學) in the PRC on 28 June 2019. He holds the qualification to practice securities and funds in China granted by the Securities Association of China, the qualification of board secretary granted by both Shenzhen Stock Exchange and Shanghai Stock Exchange and the qualification of M&A dealer granted by China M&A Association in 2016. Based on his extensive practical experience in accounting and finance, Mr. Jia has appropriate professional qualifications or accounting or related financial management expertise pursuant to Rule 3.10(2) of the Listing Rules.

As at the Latest Practicable Date, Mr. Jia did not have any interests in the Shares or underlying Shares pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Jia does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. He does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Jia has signed a letter of appointment with the Company on 1 June 2022 under which he agreed to act as independent non-executive Director for an initial term of three years commencing from the Listing Date and may be terminated by either party by giving not less than one month's notice in writing. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the letter of appointment, Mr. Jia is entitled to an allowance of HK\$20,000 per month during his term of services.

Save as disclosed above, there is no information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

### **(3) DR. XIE DAN – INDEPENDENT NON-EXECUTIVE DIRECTOR**

Dr. Xie Dan (謝丹), aged 43, joined our Group on 6 August 2021 as an independent non-executive Director. He is responsible for supervising and providing independent judgment to our Board.

Dr. Xie has approximately 12 years' research experience in the healthcare industry. From September 2011 to March 2015, he was engaged in post-doctoral research at Stanford University, School of Medicine. He has been a researcher and doctoral supervisor of State Key Laboratory of Biotherapy in Sichuan University (四川大學) since July 2015. From September 2020, he has served as the director of Laboratory of Omics Technology and Bioinformatics, Frontier Science Center of Molecular Networks of Diseases in Sichuan University.

<b>APPENDIX I      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
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Dr. Xie's research areas are as follows: (1) bioinformatics, high-throughput histology technology, multi-omics data analysis; (2) development of high-throughput, high-resolution single-cell multi-omics composite sequencing technology; (3) single-cell sequencing technology to study molecular mechanisms of tumorigenesis, development and drug resistance; (4) non-invasive liquid biopsy diagnostic technology development and translation; (5) tri-generation sequencing technology development and application.

Dr. Xie obtained his bachelor's degree in science from University of Science and Technology of China (中國科學技術大學) and his master's degree in engineering from University of Science and Technology of China in July 2006. Dr. Xie further earned his Ph.D. in bioengineering from University of Illinois at Urbana-Champaign in the United States in August 2011.

As at the Latest Practicable Date, Dr. Xie did not have any interests in the Shares or underlying Shares pursuant to Part XV of the SFO.

Save as disclosed above, Dr. Xie does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. He does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Dr. Xie has signed a letter of appointment with the Company on 1 June 2022 under which he agreed to act as independent non-executive Director for an initial term of three years commencing from the Listing Date and may be terminated by either party by giving not less than one month's notice in writing. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association Pursuant to the letter of appointment, Dr. Xie is entitled to an allowance of HK\$20,000 per month during his term of services.

Save as disclosed above, there is no information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 236,764,800 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 236,764,800 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 23,676,480 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

### **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

### **3. FUNDING OF SHARE REPURCHASE**

The company may only apply funds legally available for share repurchase in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

### **4. IMPACT OF SHARE REPURCHASE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during the previous thirteen months and including the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2023		
April	11.47	10.00
May	11.40	10.00
June	10.50	9.67
July	11.28	10.14
August	10.92	7.81
September	8.87	8.00
October	8.19	7.72
November	8.41	7.68
December	10.46	7.80
2024		
January	10.08	7.96
February	12.40	8.07
March	10.60	8.10
April ( <i>up to the Latest Practicable Date</i> )	9.49	8.30

## 6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to buy back Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong. In addition, the Company has confirmed that neither the Explanatory Statement nor the proposed share repurchase has any unusual features.

## 7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

On the basis of the interests in the Shares held by Dr. Yu Rong, Ms, Guo Meiling, Ms. Lin Lin and Mr. Niu Zhencai as at the Latest Practicable Date as set forth below, and on the assumption that (1) no Shares will be issued or repurchased such that there will be no change in the issued share capital of the Company prior to any repurchase of Shares; and (2) each of Dr. Yu Rong, Ms, Guo Meiling, Ms. Lin Lin and Mr. Niu Zhencai will no dispose of his/her Shares nor acquire additional Shares prior to any repurchase of Shares, Dr. Yu Rong, Ms, Guo Meiling, Ms. Lin Lin and Mr. Niu Zhencai will not be obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate is exercised in full.

<b>Name</b>	<b>Number of Shares controlled as at the Latest Practicable Date</b>	<b>Approximate percentage of existing shareholding as at the Latest Practicable Date</b>	<b>Approximate percentage of shareholding if the Repurchase Mandate is exercised in full</b>
Yu Rong	44,795,135	18.92%	21.02%
Guo Meiling	26,545,000	11.21%	12.46%
Lin Lin	23,611,311	9.97%	11.08%
Niu Zhencai	12,096,203	5.11%	5.68%

To the best knowledge of the Company, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the proposed Repurchase Mandate.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

## 8. SHARE REPURCHASE MADE BY THE COMPANY

During the 6 months prior the Latest Practicable Date, the Company repurchased a total of 2,538,400 ordinary shares (the “**Shares Repurchased**”) of the Company on the Stock Exchange for an aggregate consideration of approximately HK\$22,990,442.22. Particulars of the Shares Repurchased are as follows:

Month	Total number of Shares repurchased	Repurchase price per Share		Total consideration HK\$
		Highest HK\$	Lowest HK\$	
October 2023	449,200	7.88	7.75	3,520,045.20
November 2023	795,400	8.41	7.68	6,211,435.35
December 2023	220,200	7.80	7.80	1,720,968.57
January 2024	90,000	9.20	7.96	769,418.69
February 2024	914,200	11.90	8.14	10,126,552.69
April 2024 (up to the Latest Practicable Date)	69,400	9.35	8.40	642,021.72



# NOTICE OF ANNUAL GENERAL MEETING



## **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 Annual General Meeting 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 Friday, 28 June 2024 at 10:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2023.
2.
  - (a) To re-elect Ms. Jiang Jing as an executive director of the Company.
  - (b) To re-elect Mr. Jia Qingfeng as an independent non-executive director of the Company.
  - (c) To re-elect Dr. Xie Dan as an independent non-executive director of the Company.
3. To authorize the board of directors (the “**Board**”) to fix the remuneration of the directors of the Company.
4. To re-appoint Ernst & Young as auditors of the Company and to authorize the Board to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

\* For identification purpose only

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(b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

(a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

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(b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options under a share option scheme of the Company; and
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

## NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

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

Hong Kong, 26 April 2024

*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 Wednesday, 26 June 2024 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 Tuesday, 25 June 2024 to Friday, 28 June 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, 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 Monday, 24 June 2024.

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5. A circular containing further details concerning items 2, 5 and 6 set out in the above notice will be sent to all shareholders of the Company together with the 2023 Annual Report.
6. 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](http://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@hk.tricorglobal.com](mailto:6667-ecom@hk.tricorglobal.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.