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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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美因基因
mega genomics

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, PROPOSED DECLARATION OF FINAL DIVIDEND 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 Thursday, 21 May 2026 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 Tuesday, 19 May 2026 (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).

* *For identification purpose only*

29 April 2026

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Notice of Annual General Meeting AGM-1

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 Thursday, 21 May 2026 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 AGM-1 to AGM-5 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 (including the sale or transfer of any treasury shares) of not exceeding 20% of the total number of issued shares (excluding treasury shares) of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting
"Latest Practicable Date"	20 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

"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 (excluding treasury 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
"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

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 RE-ELECTION OF DIRECTORS, PROPOSED DECLARATION OF FINAL DIVIDEND 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 21 May 2026.

* *For identification purpose only*

2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 108 of the Articles of Association, Dr. Yu Rong, Ms. Lin Lin, Ms. Guo Meiling and Dr. Zhang Ying 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.

Dr. Zhang Ying, an independent non-executive Director, is holding other listed company directorships as contained in his biographical information set out in Appendix I to this circular and has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

Dr. Zhang Ying 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 in the annual report. The relevant Board papers and materials were provided to the Directors for review and consideration prior to the meetings. Dr. Zhang Ying has remained responsible for his performance functions and discharged his duties to the Company through active participation on the Board and by bringing balance of views as well as knowledge, experience and expertise.

Dr. Zhang Ying has confirmed that he will continue to devote sufficient time for the discharge of his functions and responsibilities as an independent non-executive Director. With his background and experience as set out in the biographical information, Dr. Zhang Ying is fully aware of the responsibilities and expected time involvements in the Company. Based on the foregoing, the Board believes that Dr. Zhang Ying's position outside the Company will not affect him in maintaining his current role in, and his 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 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.

3. PROPOSED REAPPOINTMENT OF AUDITOR

The Board has approved the proposed reappointment of Crowe (HK) CPA Limited as the auditor of the Company for a term ending at the next annual general meeting, and will seek shareholders' approval and authorize the Board to determine its remuneration (which is approximately RMB1.5 million) at the Annual General Meeting. In determining the auditor's remuneration, the Board will take into full account the scale and complexity of the Group's business, the anticipated scope and duration of audit, the auditor's qualifications and experience, the audit resources and workload required, and prevailing market rates for such services, and will negotiate and determine the remuneration on a fair and reasonable basis.

4. PROPOSED DECLARATION OF FINAL DIVIDEND

As disclosed in the announcement of the Company dated 31 March 2026 in relation to the annual results of the Group for the year ended 31 December 2025, the Board recommended a final dividend of RMB0.15 per ordinary share for the year ended 31 December 2025, subject to approval by the Shareholders at the Annual General Meeting. The Company will pay the dividend on 9 July 2026 to the Shareholders whose names appear on the Register of Members of the Company on 29 May 2026. The dividend payable to the Shareholders will be declared in Renminbi and paid in Hong Kong dollars, with the exchange rate calculated based on the average of the central parity rates for Renminbi to Hong Kong dollars published by the People's Bank of China for the five business days preceding the Annual General Meeting (including that day). As at the Latest Practicable Date, the total number of Shares of the Company is 224,300,200, of which 27,272,000 Shares correspond to restricted Shares and are not eligible for the final dividend. As such, the number of Shares entitled to the final dividend is 197,028,200, and the total amount of the final dividend is approximately RMB30.0 million.

5. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

Pursuant to a resolution passed by our then Shareholders on 28 June 2024, a general mandate was granted to the Directors to repurchase Shares. Such mandate has lapsed. 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 (excluding treasury 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 22,430,020 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.

6. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

Pursuant to a resolution passed by our then Shareholders on 28 June 2024, a general mandate was granted to the Directors to issue Shares. Such mandate has lapsed. 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 (including the sale or transfer of any treasury shares) of not exceeding 20% of the total number of issued Shares (excluding treasury shares) of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting (i.e. a total of 44,860,040 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.

7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages AGM-1 to AGM-5 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.

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). 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 Tuesday, 19 May 2026) 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.

8. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, proposed declaration of final dividend 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, 29 April 2026

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Dr. Yu Rong – Executive Director

Dr. Yu Rong (俞熔), aged 54, is an executive Director of the Company, one of our founders and one of our Controlling Shareholders. Dr. Yu joined our Group on 5 January 2016 as a director of Mega Genomics Beijing and was appointed as an executive Director and honorary co-chairperson on 6 August 2021. He is responsible for the overall strategic and business planning of our Group.

Dr. Yu has 24 years' experience in business administration in the healthcare industry. Dr. Yu founded Meinian OneHealth in 2004 and has served as its director since then. Since March 1998, Dr. Yu served as the chairperson of Shanghai Tianyi Investment (Group) Co., Ltd. (上海天億實業控股集團有限公司). Since August 2006, Dr. Yu has served as an executive director of Shanghai Tianyi Asset Management Co., Ltd. (上海天億資產管理有限公司). Since March 2010, Dr. Yu has served as a director of Shenzhen Rapoo Technology Co., Limited (深圳雷柏科技股份有限公司), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 002577). Since February 2015, Dr. Yu has served as an executive director of Beijing Tianyi Hongfang Investment Management Co., Ltd. (北京天億弘方投資管理有限公司). Since March 2015, Dr. Yu has served as an executive director of Shanghai Tianyi Hongfang Property Management Co., Ltd. (上海天億弘方物業管理有限公司). Since January 2016, Dr. Yu has served as a director of Beijing Huamei Kangxun Information Technology Co., Ltd. (北京華媒康訊信息技術股份有限公司), the shares of which are listed on the National Equities Exchange and Quotations ("**NEEQ**") (stock code: 872612). From November 2016 to July 2021, Dr. Yu served as a director of Beijing Trust & Far Technology Co., Ltd. (北京銀信長遠科技股份有限公司), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 300231). Since October 2022, Dr. Yu has been an independent non-executive director of Cheerwin Group Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 6601).

Dr. Yu was a member of the Health Promotion and Education Expert Steering Committee of the National Health and Family Planning Commission (國家衛生計生委健康促進與教育專家指導委員會) from May 2017 to December 2019.

Dr. Yu has been the deputy commissioner of The First Management Committee of Health Management Research and Training Special Fund of China Health Promotion Foundation (中國健康促進基金會健康管理研究與培訓專項基金第一屆管理委員會) since January 2019 and the president of the Health Examination Branch of China Association of Non-public Medical Institutions (中國非公立醫療機構協會健康體檢分會) since October 2019.

Dr. Yu obtained his bachelor's degree in electronic engineering from Shanghai Jiao Tong University (上海交通大學) in the PRC in July 1993 and his master's degree in finance from Shanghai University of Finance and Economics (上海財經大學) in the PRC in August 1999. Dr. Yu further earned his Ph.D. in basic theory of traditional Chinese Medicine from China Academy of Chinese Medical Sciences (中國中醫科學院) in the PRC in July 2013 and his executive master's degree in business administration (EMBA) from China Europe International Business School (中歐國際工商學院) in the PRC in September 2009.

As at the Latest Practicable Date, Dr. Yu is deemed to be interested in 40,795,135 Shares pursuant to Part XV of the SFO, of which (i) 14,555,731 Shares are directly held by YURONG TECHNOLOGY LIMITED and 4,239,404 Shares are directly and indirectly held by Tianjin Hongzhi Kangjian Management Consulting Partnership (LP). YURONG TECHNOLOGY LIMITED and Tianjin Hongzhi Kangjian Management Consulting Partnership (LP) are directly and indirectly controlled by Dr. Yu; and (ii) Dr. Yu, Ms. Guo Meiling and Infinite Galaxy Health Limited ("**Infinite**") entered into a voting rights entrustment deed, pursuant to which, Infinite, wholly owned by Ms. Guo, irrevocably entrusts Dr. Yu to exercise all voting rights associated with the Shares it held, including 22,000,000 Shares.

Save as disclosed above, Dr. Yu does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. Save as disclosed above, Dr. Yu 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. Yu entered into a service contract with the Company on 1 June 2022. Such service contract expired on 22 June 2025 and has been renewed on 23 June 2025. Under the contract, he agreed to act as an executive Director for a term of three years. 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 service contract, Dr. Yu is not entitled to any remuneration during his term of services and he 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 his 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.

(2) Ms. Lin Lin – Executive Director

Ms. Lin Lin (林琳), aged 50, is an executive Director of the Company, the Chairperson of the Board and the chairperson of the Nomination Committee. Ms. Lin started to oversee Mega Genomics Beijing since January 2018 and officially joined our Group in 11 December 2020 when she was officially appointed as a director of Mega Genomics Beijing from December 2020. Ms. Lin manages the day-to-day business and makes management decisions according to the instructions of Dr. Yu during her service at Mega Genomics Beijing.

In March 2021, she was elected as the joint chairperson of Mega Genomics Beijing. Ms. Lin was appointed as a Director on 22 April 2021 and was re-designated as an executive Director and appointed as the Chairperson on 6 August 2021. She is responsible for our Group's overall strategic planning and investor relations and leads our Group's overall operation and management.

Ms. Lin has approximately 24 years of extensive experience in the fields of life and health and corporate operation. From June 2007 to December 2012, Ms. Lin served as the general manager of Harbin Meinian Integrated Clinic Co., Ltd. (哈爾濱美年綜合門診部有限責任公司), where she was mainly responsible for the daily affairs management and overall operation.

Since January 2013, Ms. Lin has served as a senior vice president and the chief operating officer of Meinian OneHealth. She is mainly responsible for the overall development strategy and daily management and operation of Meinian OneHealth and significantly contributed to the operational and market performance of Meinian OneHealth. Ms. Lin has a unique forward looking international vision and excellent operation and management experience.

Ms. Lin obtained her master's degree in business management from Peking University (北京大學) in the PRC in January 2017.

As at the Latest Practicable Date, Ms. Lin is interested in 13,636,000 Restricted Share Units granted to her under the RSU Scheme of the Company and deemed to be interested in 9,975,311 Shares, which is directly held by LINLIN DJK HOLDING LTD. (which is wholly owned by Ms. Lin), pursuant to Part XV of the SFO.

Save as disclosed above, Ms. Lin 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. Lin entered into a service contract with the Company on 1 June 2022. Such service contract expired on 22 June 2025 and has been renewed on 23 June 2025. Under the contract, she agreed to act as an executive Director for a term of three years. 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. Lin is not entitled to any remuneration 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 her that need to be brought to the attention of the Shareholders.

(3) Ms. Guo Meiling – Non-executive Director

Ms. Guo Meiling (郭美玲), aged 57, is a non-executive Director of the Company, member of the Audit Committee, member of Remuneration Committee and one of our Controlling Shareholders. Ms. Guo joined our Group on 18 March 2021 as a director of Mega Genomics Beijing and was appointed as a non-executive Director and honorary co-chairperson of the Company on 6 August 2021. She is responsible for the overall strategic and business planning of our Group. Ms. Guo has approximately 24 years of business administration experience. Ms. Guo is the founder of Beijing Shiji Changhe Technology Co., Ltd. (世紀長河科技集團有限公司), and she has served as the director and general manager of the company since October 2002. Since October 2015, she has served as the vice chairperson of Meinian OneHealth. She served as the chairperson of Shenyang Dajiankang Management Co., Ltd. (瀋陽美年健康科技健康管理有限公司) since January 2008. She served as a director of Beijing Joy Indra Hospital Management Ltd. (北京歡樂英卓醫院管理有限公司) since 12 February 2015. She has served as a chairperson of Shanghai Kanglin Renhe Home Health Care Products Co., Ltd. (上海康林仁和家庭醫療保健用品有限公司) from August 2014 to July 2019. Since 6 December 2017, Ms. Guo has served as a vice chairperson of Beijing YS Health Technology Co., Ltd. (北京宜生健康科技有限公司). Since 6 March 2020, Ms. Guo has served as a director of Shanghai Haier Medical Technology Co., Ltd. (上海海爾醫療科技有限公司). Ms. Guo received her master's degree in business administration from Nanyang Technological University in Singapore in July 2014.

As at the Latest Practicable Date, Ms. Guo is interested in 4,545,000 Restricted Share Units granted under RSU Scheme of the Company and deemed to be interested in 22,273,970 Shares which is registered under Infinite (which is wholly held by Ms. Guo).

Save as disclosed above, Ms. Guo does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. Save as disclosed above, 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. Guo signed a letter of appointment with the Company on 1 June 2022. Such letter of appointment expired on 22 June 2025 and has been renewed on 23 June 2025. Under the letter of appointment, she agreed to act as a non-executive Director for a term of three years. 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 letter of appointment, Ms. Guo is not entitled to any remuneration, and she is entitled to a discretionary bonus that may be determined at the discretion of the Board and the Remuneration Committee, based on their respective considerations on the Company's and Ms. Guo's performance.

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 her that need to be brought to the attention of the Shareholders.

(4) Dr. Zhang Ying – Independent Non-executive Director

Dr. Zhang Ying (張影), aged 47, joined our Group on 6 August 2021 as an independent non-executive Director. He is also the chairperson of the Remuneration Committee and a member of the Nomination Committee and the Audit Committee of the Company. Dr. Zhang is responsible for supervising and providing independent judgment to our Board.

Dr. Zhang has approximately 17 years' research experience in business management. He is currently a professor of market strategy and behavioral sciences and the associate dean of Peking University Guanghua School of Management, the director of Peking University Management Case Research Center, and the director of Peking University Chicago Center.

Since May 2019, Dr. Zhang has been a director of Dashang Co., Ltd. (大商股份有限公司, the shares of which are listed onthe Shanghai Stock Exchange (stock code: 600694)), a department store retail service provider integrating department store chains, supermarket chains and electrical appliances chains. In 2022, Dr. Zhang resigned as a director of Dashang Co., Ltd. (大商股份有限公司).

Dr. Zhang has served as an independent director of Chongqing Changan Automobile Company Limited (重慶長安汽車股份有限公司) (whose shares are listed on the Shenzhen Stock Exchange (stock code: 000625)) since June 2022, and an independent director of China Film Co., Ltd. (中國電影股份有限公司) (whose shares are listed on the Shanghai Stock Exchange (stock code:600977)) since October 2022.

Dr. Zhang obtained his master's degree in management from University of Cambridge in the United Kingdom in July 2002. Dr. Zhang further earned his Ph.D. degree from the Graduate School of Business of University of Chicago in the United States in July 2007.

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

Save as disclosed above, Dr. Zhang Ying does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. Save as disclosed above, 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. Zhang Ying signed a letter of appointment with the Company on 1 June 2022. Such letter of appointment expired on 22 June 2025 and has been renewed on 23 June 2025. Under the letter of appointment, he agreed to act as an independent non-executive Director for a term of three years 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. Zhang Ying 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 224,300,200 Shares.

Subject to the passing of the ordinary resolution set out in item 6 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 224,300,200 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 22,430,020 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares) 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 2025) 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$*	Lowest *HK$*
2025		
April	7.20	7.20
May	7.20	7.20
June	7.20	7.20
July	7.20	7.20
August	7.20	7.20
September	7.20	7.20
October	7.20	7.20
November	7.20	7.20
December	7.20	7.20
2026		
January	7.20	7.20
February	7.53	6.50
March	7.31	6.19
April *(up to the Latest Practicable Date)*	7.52	7.01

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, the laws of the Cayman Islands 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.

Name	Number of Shares controlled as at the Latest Practicable Date	Approximate percentage of existing shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Yu Rong	40,795,135	18.19%	20.21%
Guo Meiling	26,818,970	11.96%	13.29%
Lin Lin	23,611,311	10.53%	11.70%
Niu Zhencai	12,096,203	5.39%	5.99%

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 six months immediately preceding the Latest Practicable Date, the Company did not repurchase any of its Shares on the Stock Exchange or otherwise.

9. TREATMENT OF SHARES REPURCHASED

The Company may consider, depending on factors such as the market conditions at the time of the relevant repurchase and the Company's capital management needs, cancelling any Shares repurchased and/or holding such Shares as treasury shares. Any voting rights attached to the treasury shares shall be suspended.

If any treasury shares are deposited into the Central Clearing and Settlement System ("**CCASS**") for resale on the Stock Exchange, the Company will (i) instruct its broker not to give any instruction to Hong Kong Securities Clearing Company Limited to vote in respect of any treasury shares deposited in CCASS at any general meeting; (ii) in respect of dividends or distributions, withdraw the treasury shares from CCASS and re-register them as treasury shares held in the name of the Company or cancel such shares prior to the record date for such dividends or distributions; and (iii) take any other measures to ensure that it does not exercise or obtain any shareholders' rights or benefits that would be suspended under applicable laws or the Hong Kong Listing Rules if such shares were registered as treasury shares held in the name of the Company.

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 Thursday, 21 May 2026 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 2025.

2. (a) To re-elect Dr. Yu Rong as an executive director of the Company.

   (b) To re-elect Ms. Lin Lin as an executive director of the Company.

   (c) To re-elect Ms. Guo Meiling as a non-executive director of the Company.

   (d) To re-elect Dr. Zhang Ying 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 Crowe (HK) CPA Limited as auditors of the Company and to authorize the Board to fix their remuneration.

5. To declare a final dividend of RMB0.15 per share for the year ended 31 December 2025.

* *For identification purpose only*

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 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;

(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 (excluding treasury 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."

7. 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 (including the sale or transfer of any treasury 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;

(b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (including treasury shares sold or transferred or agreed conditionally or unconditionally to be sold or transferred) 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 (excluding treasury 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)."

8. 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 6 and 7 of the notice convening this meeting (the "Notice"), the general mandate referred to in the resolution set out in item 7 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 (including treasury shares which may be sold or transferred or agreed conditionally or unconditionally to be sold or transferred) 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 6 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares (excluding treasury 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, 29 April 2026

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 Tuesday, 19 May 2026 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 Monday, 18 May 2026 to Thursday, 21 May 2026, 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 Friday, 15 May 2026.

5. A circular containing further details concerning items 2, 6 and 7 set out in the above notice will be sent to all shareholders of the Company together with the 2025 Annual Report.

6. For determining the entitlement for the proposed final dividend (which is subject to approval by the shareholders at the Annual General Meeting), the Register of Members of the Company will be closed from Thursday, 28 May 2026 to Friday, 29 May 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible for the proposed final dividend, 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 Wednesday, 27 May 2026.

7. 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@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.