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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)

CONTINUING CONNECTED TRANSACTIONS
RENEWAL OF THE MEINIAN COOPERATION FRAMEWORK AGREEMENT
AND
THE DR. YU COOPERATION FRAMEWORK AGREEMENT

THE 2027 MEINIAN FRAMEWORK AGREEMENT

On 6 November 2026, the Company entered into the 2027 Meinian Framework Agreement with Meinian OneHealth, pursuant to which the Group may provide Testing Services and Ancillary Services and Related Products to the Meinian Group. The proposed annual caps for the transactions contemplated thereunder for the years ending 31 December 2027, 2028 and 2029 are RMB475.0 million, RMB546.3 million and RMB628.2 million, respectively.

THE 2027 DR. YU FRAMEWORK AGREEMENT

On 6 November 2026, the Company entered into the 2027 Dr. Yu Framework Agreement with Dr. Yu, pursuant to which the Group may provide Testing Services and Ancillary Services and Related Products to Dr. Yu and his associates. The proposed annual caps for the transactions contemplated thereunder for the years ending 31 December 2027, 2028 and 2029 are RMB38.0 million, RMB43.7 million and RMB50.3 million, respectively.

* *For identification purposes only*

LISTING RULES IMPLICATIONS

As at the date of this announcement, Meinian OneHealth and Dr. Yu are Controlling Shareholders and therefore connected persons of the Company. Dr. Yu is also an executive Director. Accordingly, the transactions contemplated under the 2027 Agreements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the transactions contemplated under each of the 2027 Agreements exceed 5%, the 2027 Agreements, the transactions contemplated thereunder and the proposed annual caps are subject to the reporting, annual review, announcement, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

An Independent Board Committee comprising all the independent non-executive Directors has been established, and SBI China Capital Hong Kong Securities Limited has been appointed as the Independent Financial Adviser, to advise on the 2027 Agreements, the transactions contemplated thereunder and the proposed annual caps. The Company will convene the EGM for the Independent Shareholders to consider and, if thought fit, approve the 2027 Agreements, the transactions contemplated thereunder and the proposed annual caps. The Controlling Shareholders and their respective associates will abstain from voting on the relevant resolutions at the EGM.

A circular containing, among other things, (i) further details of the 2027 Agreements, the transactions contemplated thereunder and the proposed annual caps; (ii) the recommendation of the Independent Board Committee; (iii) the advice of the Independent Financial Adviser; and (iv) a notice convening the EGM, is expected to be despatched to the Shareholders on or before 1 December 2026.

INTRODUCTION

References are made to (i) the prospectus of the Company dated 10 June 2022; (ii) the announcements of the Company dated 5 January 2024 and 11 January 2024; (iii) the circular of the Company dated 8 February 2024; and (iv) the announcement of the Company dated 29 October 2026, in relation to, among other things, the 2024 Meinian Framework Agreement and the 2024 Dr. Yu Framework Agreement.

The 2024 Agreements will expire on December 31, 2026. As the Group expects to continue the transactions contemplated thereunder after their expiry, the Company entered into the 2027 Agreements on 6 November 2026.

I. THE 2027 MEINIAN FRAMEWORK AGREEMENT

Date	:	6 November 2026
Parties	:	(i) the Company; and (ii) Meinian OneHealth
Term	:	From 1 January 2027 to 31 December 2029, subject to the fulfilment of the conditions precedent described below.
Conditions precedent	:	The 2027 Meinian Framework Agreement is conditional upon (i) the Board and the Independent Shareholders having approved the agreement, the transactions contemplated thereunder and the proposed annual caps; and (ii) all other approvals required under applicable laws, regulatory requirements and the Listing Rules having been obtained. No transaction may be implemented before the conditions precedent have been fulfilled.
Payment	:	Meinian OneHealth and its associates shall settle the consideration payable to the Group based on the actual sales of each service and in accordance with the terms of the related underlying agreements.

Nature and Scope of the Transactions

Under the 2027 Meinian Framework Agreement, the Group may provide the Meinian Group with the following products and services:

(i) testing services;

(ii) sample collection, sample processing, testing and analysis, delivery of testing reports and other related services;

(iii) technical support, business training and other ancillary services related to testing services; and

(iv) other related testing services as confirmed by both parties in writing.

The services described in paragraphs (i) to (iv) above are collectively referred to as the "**Testing Services**".

The Group may also provide the Meinian Group with related ancillary products required in testing and services, including:

(i) testing reagents and consumables; and

(ii) other related or similar products used in Testing Services, health management and related business.

The products and services described in paragraphs (i) to (ii) above are collectively referred to as the "**Ancillary Services and Related Products**". The specific product or service names, specifications, quantities, technical requirements, delivery arrangements, service standards and other transaction terms will be determined in the relevant Individual Transaction Documents.

Pricing Policy

The transactions under the 2027 Meinian Framework Agreement will be conducted on normal commercial terms as determined based on arm's length negotiations between the parties. The prices and other commercial terms offered by the Group to the Meinian Group will be no more favorable to the Meinian Group than those offered by the Group to comparable Independent Third Parties.

For Testing Services, the service fees will be determined with reference to, as applicable: (i) the Group's costs and reasonable gross profit requirements; (ii) government-prescribed or government-guided prices; (iii) the prevailing fees charged by comparable service providers; (iv) the selling prices to end customers; (v) transaction volumes, service specifications, market competition and industry trends; and (vi) the Group's overall business and product development strategy.

For Ancillary Services and Related Products, the prices will be determined with reference to, as applicable: (i) the Group's procurement costs and the prevailing market prices or quotations for the same or comparable products; (ii) product specifications, order volumes and supply conditions; (iii) warehousing, logistics, quality control and after-sales support costs; (iv) market competition and industry trends; and (v) the prices and profit margins for the same or comparable products and services offered by the Group to Independent Third Parties.

Historical Amounts

The historical transaction amounts between the Group and Meinian OneHealth together with its associates under the 2024 Meinian Framework Agreement are set out below:

Period	**Historical transaction amount** *(RMB million)*
For the year ended 31 December 2024	118.8
For the year ended 31 December 2025	160.9
For the six months ended 30 June 2026	138.2

Reference is made to the Company's announcement dated 29 October 2026. As of 15 October 2026, the transaction amount for 2026 under the 2024 Meinian Framework Agreement was RMB221.2 million. As the Company expects that the existing annual cap will be insufficient to meet the transaction demands for 2026, the Board proposes to increase the annual cap under the 2024 Meinian Framework Agreement for the year ending 31 December 2026 from RMB253.5 million to RMB380.0 million, subject to the approval by Independent Shareholders.

Proposed Annual Caps

The proposed annual caps for the transactions contemplated under the 2027 Meinian Framework Agreement are as follows:

	For the financial year ending 31 December		
	2027	**2028**	**2029**
	(RMB million)	*(RMB million)*	*(RMB million)*
Proposed annual caps	475.0	546.3	628.2

Basis for Determining the Proposed Annual Caps

The proposed annual caps have been determined with reference to the following principal factors:

(i) the historical transaction amounts under the 2024 Meinian Framework Agreement and the utilization of the existing annual caps;

(ii) expected demand of the Meinian Group for Testing Services and Ancillary Services and Related Products, based on existing business relationships, customer demand, transaction pipeline and communications with the Meinian Group;

(iii) the Group's intention to maintain its relationships with existing customers, broaden its range of Testing Services and Ancillary Services and Related Products, and provide integrated laboratory testing solutions comprising testing services and related products;

(iv) the expected changes in transaction volumes and selling prices, taking into account procurement costs, market competition, product mix and the actual operational needs of the Meinian Group; and

(v) a buffer of approximately 15%-25% to allow reasonable operational flexibility for fluctuations in demand, product mix and market prices and to reduce the risk of disruption to the Group's ordinary business if an annual cap becomes insufficient.

II. THE 2027 DR. YU FRAMEWORK AGREEMENT

Date	:	6 November 2026
Parties	:	(i) the Company; and (ii) Dr. Yu
Term	:	From 1 January 2027 to 31 December 2029, subject to the fulfilment of the conditions precedent described below.
Conditions precedent	:	The 2027 Dr. Yu Framework Agreement is conditional upon (i) the Board and the Independent Shareholders having approved the agreement, the transactions contemplated thereunder and the proposed annual caps; and (ii) all other approvals required under applicable laws, regulatory requirements and the Listing Rules having been obtained.
Payment	:	Dr. Yu and his associates shall settle the consideration payable to the Group in accordance with the terms of the related underlying agreements.

Nature and Scope of the Transactions

Under the 2027 Dr. Yu Framework Agreement, the Group may provide Dr. Yu and his associates with Testing Services and Ancillary Services and Related Products.

Pricing Policy

The pricing policies under the 2027 Dr. Yu Framework Agreement are substantially the same as those under the 2027 Meinian Framework Agreement. In particular, all transactions will be conducted on normal commercial terms or better and on an arm's length basis, and the prices and other commercial terms offered by the Group to Dr. Yu and his associates will be no more favorable to them than those offered to comparable Independent Third Parties.

Historical Amounts

The historical transaction amounts between the Group and Dr. Yu together with his associates under the 2024 Dr. Yu Framework Agreement are set out below:

Period	Historical transaction amount *(RMB million)*
For the year ended 31 December 2024	17.6
For the year ended 31 December 2025	7.3
For the six months ended 30 June 2026	1.2

Proposed Annual Caps

The proposed annual caps for the transactions contemplated under the 2027 Dr. Yu Framework Agreement are as follows:

	For the financial year ending 31 December		
	2027	**2028**	**2029**
	(RMB million)	*(RMB million)*	*(RMB million)*
Proposed annual caps	38.0	43.7	50.3

Basis for Determining the Proposed Annual Caps

The proposed annual caps have been determined with reference to the following principal factors:

(i) the historical transaction amounts under the 2024 Dr. Yu Framework Agreement and the utilization of the existing annual caps;

(ii) expected demand of Dr. Yu and his associates for Testing Services and Ancillary Services and Related Products, based on existing business relationships, customer demand, transaction pipeline and communications with Dr. Yu and his associates;

(iii) the Group's intention to maintain its relationships with existing customers, broaden its range of Testing Services and Ancillary Services and Related Products, and provide integrated laboratory testing solutions comprising Testing Services and related products;

(iv) the expected changes in transaction volumes and selling prices, taking into account procurement costs, market competition, product mix and the actual operational needs of Dr. Yu and his associates; and

(v) a buffer of approximately 15%-25% to allow reasonable operational flexibility for fluctuations in demand, product mix and market prices and to reduce the risk of disruption to the Group's ordinary business if an annual cap becomes insufficient.

INTERNAL CONTROL MEASURES

The Company will adopt the following internal control and corporate governance measures to monitor the transactions contemplated under the 2027 Agreements and ensure compliance with Chapter 14A of the Listing Rules:

(i) the Company will maintain and implement its management system for connected transactions. The finance department will update and circulate the connected person list and related party list to the relevant departments, and the business departments will check proposed counterparties against those lists before initiating transactions;

(ii) before entering into an Individual Transaction Document, the relevant business department will submit the proposed transaction terms and supporting information to the finance department, legal department and/or internal control function for review in accordance with the Company's approval procedures;

(iii) the relevant reviewing departments will assess whether the proposed price and other commercial terms comply with the applicable framework agreement and the Group's pricing policy. Where comparable transactions with Independent Third Parties are available, the Company will compare the proposed terms against those transactions. Where no directly comparable transaction is available, the Company will review relevant market information, costs and the reasonableness of the proposed profit margin, and retain the supporting records;

(iv) the finance department will monitor the transaction amounts and utilization of the annual caps on a monthly basis. If the transaction amount is approaching the applicable annual cap, the Company will suspend or restrict new transactions as necessary and will not enter into or perform any transaction that would cause the annual cap to be exceeded before completing the applicable requirements under the Listing Rules;

(v) any material deviation in product prices, service fees, profit margins, payment terms or other commercial terms from the approved pricing policy will be escalated to the management and/or the Board for approval in accordance with the Company's internal authority matrix;

(vi) the Company will periodically assess whether settlement prices, credit periods and other commercial terms remain consistent with market conditions, product costs, market competition and customer demand, and will require the sales department to negotiate underlying transactions in accordance with the relevant 2027 Agreement;

(vii) the independent non-executive Directors and the auditor of the Company will conduct annual reviews of the continuing connected transactions in accordance with Rules 14A.55 to 14A.59 of the Listing Rules; and

(viii) any renewal or material amendment of the 2027 Agreements, or any revision to the proposed annual caps, will be subject to the approval and disclosure requirements under the Listing Rules. Directors and Shareholders with a material interest will abstain from voting on the relevant resolutions as required.

REASONS FOR AND BENEFITS OF ENTERING INTO THE 2027 AGREEMENTS

The Group provides Testing Services and Ancillary Services and Related Products to customers. The transactions contemplated under the 2027 Agreements form part of the ordinary and usual course of business of the Group.

Meinian OneHealth and its associates operate an extensive health check-up and health management network. The 2027 Meinian Framework Agreement enables the Group to continue leveraging that network and customer base, maintain stable access to demand for Testing Services and Ancillary Services and Related Products, and operate at a scale that supports procurement, logistics and service efficiency.

The Group has provided Testing Services and Ancillary Services and Related Products to Dr. Yu's associates for many years. The 2027 Dr. Yu Framework Agreement will facilitate the continuation of those established business relationships and enable the Group to continue providing those customers with stable and high-quality Testing Services and Ancillary Services and Related Products on a long-term basis.

The Directors consider that the terms of the 2027 Agreements and the proposed annual caps were determined after arm's length negotiations, that the transactions contemplated thereunder will be conducted in the ordinary and usual course of business of the Group and on normal commercial terms or better, and that the terms of the 2027 Agreements and the proposed annual caps are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION ON THE PARTIES

The Group

The Company is an exempted company with limited liability incorporated in the Cayman Islands, the Shares of which are listed on the Main Board of the Stock Exchange. The Group mainly provides Testing Services and Ancillary Services and Related Products to customers.

Meinian OneHealth

Meinian OneHealth is a company established in the PRC whose shares are listed on the Shenzhen Stock Exchange (stock code: 002044) and is principally engaged in professional health examination services, including health screening, health consultation, health assessment and health management services for corporate and individual customers.

Meinian OneHealth is one of the Controlling Shareholders of the Company. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, Dr. Yu is the de facto controller of Meinian OneHealth. As at the date of this announcement, Meinian OneHealth, through its wholly-owned subsidiary Mei Nian Investment Limited, was interested in 37,258,932 Shares, representing approximately 16.61% of the Company's total issued share capital (including treasury shares).

Dr. Yu

Dr. Yu Rong (俞熔) is one of the founders of the Group, an executive Director and one of the Controlling Shareholders of the Company. Dr. Yu has extensive experience in business administration and management in the healthcare industry. His associates that conduct transactions with the Group are principally engaged in health check-up and/or other healthcare services in different regions in the PRC.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Meinian OneHealth and Dr. Yu are Controlling Shareholders of the Company and therefore connected persons of the Company. Dr. Yu is also an executive Director. Accordingly, the transactions contemplated under the 2027 Agreements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the transactions contemplated under each of the 2027 Agreements exceed 5%, the 2027 Agreements and the proposed annual caps will be subject to the reporting, annual review, announcement, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Independent Board Committee, comprising all the independent non-executive Directors, has been established to advise the Independent Shareholders as to whether the 2027 Agreements, the transactions contemplated thereunder and the proposed annual caps are in the ordinary and usual course of business of the Group, on normal commercial terms or better, fair and reasonable and in the interests of the Company and the Shareholders as a whole, and how the Independent Shareholders should vote at the EGM.

SBI China Capital Hong Kong Securities Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

For good corporate governance purposes, Dr. Yu Rong, being the chairman of the board of directors of Meinian OneHealth, Ms. Guo Meiling, being the vice chairperson of the board of directors of Meinian OneHealth, and Ms. Lin Lin, being the senior vice president and chief operating officer of Meinian OneHealth, have abstained from voting on the relevant Board resolutions. Save as disclosed above, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no other Director has a material interest in the 2027 Agreements and the transactions contemplated thereunder or is required to abstain from voting on the relevant Board resolutions.

The Company will convene the EGM at which ordinary resolutions will be proposed for the Independent Shareholders to consider and, if thought fit, approve the 2027 Agreements, the transactions contemplated thereunder and the proposed annual caps. The Controlling Shareholders and their respective associates will abstain from voting on the relevant resolutions at the EGM.

A circular containing, among other things, (i) further details of the 2027 Agreements, the transactions contemplated thereunder and the proposed annual caps; (ii) the recommendation of the Independent Board Committee; (iii) the advice of the Independent Financial Adviser; and (iv) a notice convening the EGM, is expected to be despatched to the Shareholders on or before 1 December 2026. As additional time is required to prepare and finalise certain information for inclusion in the circular, the circular is expected to be despatched on or before the aforesaid date.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the meanings set out below:

"2024 Agreements"	the 2024 Meinian Framework Agreement and the 2024 Dr. Yu Framework Agreement
"2024 Dr. Yu Framework Agreement"	the genetic testing service framework agreement entered into between the Company and Dr. Yu on 5 January 2024
"2024 Meinian Framework Agreement"	the genetic testing service framework agreement entered into between Mega Genomics Beijing and Meinian OneHealth on 5 January 2024
"2027 Agreements"	the 2027 Meinian Framework Agreement and the 2027 Dr. Yu Framework Agreement

"2027 Dr. Yu Framework Agreement"	the cooperation framework agreement entered into between the Company and Dr. Yu on 6 November 2026
"2027 Meinian Framework Agreement"	the cooperation framework agreement entered into between the Company and Meinian OneHealth on 6 November 2026
"Ancillary Services and Related Products"	the ancillary services and products described in the section headed "I. The 2027 Meinian Framework Agreement — Nature and Scope of the Transactions"
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"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 (stock code: 6667)
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Controlling Shareholder(s)"	has the meaning ascribed to it under the Listing Rules and, unless the context otherwise requires, refers to Dr. Yu, Ms. Guo Meiling, Meinian OneHealth and their respective holding entities forming the controlling shareholder group of the Company
"Director(s)"	the director(s) of the Company
"Dr. Yu"	Dr. Yu Rong (俞熔), an executive Director and one of the Controlling Shareholders
"EGM"	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve the 2027 Agreements, the transactions contemplated thereunder and the proposed annual caps

"Group"	the Company and its subsidiaries and, where the context requires, the PRC Consolidated Entities
"Group Member(s)"	the Company's direct or indirect subsidiaries and other entities designated by the Company and included within the scope of the 2027 Agreements
"Independent Board Committee"	the independent committee of the Board comprising all the independent non-executive Directors established to advise the Independent Shareholders in respect of the 2027 Agreements, the transactions contemplated thereunder and the proposed annual caps
"Independent Financial Adviser"	SBI China Capital Hong Kong Securities Limited, the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders
"Independent Shareholder(s)"	the Shareholder(s) other than those required to abstain from voting on the relevant resolution at the EGM under the Listing Rules
"Independent Third Party(ies)"	third party(ies) independent of the Company and its connected persons
"Individual Transaction Document(s)"	the agreement(s), purchase order(s), service order(s) or other transaction document(s) entered into by the actual performing entities for specific transactions under a 2027 Agreement
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
"Main Board"	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with GEM of the Stock Exchange

"Mega Genomics Beijing"	Mega Genomics (Beijing) Co., Ltd. (美因健康科技(北京)有限公司), a limited liability company established in the PRC and one of the PRC Consolidated Entities
"Meinian Group"	Meinian OneHealth and the Meinian Group Members
"Meinian Group Member(s)"	entities directly or indirectly controlled by Meinian OneHealth and other entities designated by Meinian OneHealth
"Meinian OneHealth"	Meinian OneHealth Healthcare Holdings Co., Ltd. (美年大健康產業控股股份有限公司), a company established in the PRC whose shares are listed on the Shenzhen Stock Exchange (stock code: 002044) and one of the Controlling Shareholders
"normal commercial terms or better"	has the meaning ascribed to it under the Listing Rules
"PRC" or "China"	the People's Republic of China and, for the purpose of this announcement only, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
"PRC Consolidated Entity(ies)"	the entities controlled by the Company through contractual arrangements, the financial results of which are consolidated and accounted for as subsidiaries of the Company
"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	ordinary share(s) in the issued share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

"Testing Services"	the testing and related services described in the section headed "I. The 2027 Meinian Framework Agreement — Nature and Scope of the Transactions"
"%"	per cent

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

Hong Kong, 6 November 2026

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