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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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Mirxes Holding Company Limited, you should at once hand this circular and the accompanying 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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mirxes

TO KNOW. TO ACT.

Mirxes Holding Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2629)

- (1) PROPOSED GRANT OF ISSUE MANDATE;
(2) PROPOSED GRANT OF REPURCHASE MANDATE;
(3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(4) PROPOSED RE-APPOINTMENT OF AUDITOR;
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “AGM”) of Mirxes Holding Company Limited to be held at Tianshan & Lushan Room, Level 5, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong at 10:00 a.m. on Friday, June 27, 2025 is set out on pages 16 to 20 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.mirxes.com).

Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of AGM (i.e. before 10:00 a.m. on Wednesday, June 25, 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM (or any adjournment thereof) if they so wish. In such event, the form of proxy shall be deemed to be revoked.

June 5, 2025

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DEFINITIONS

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

“A*STAR”	Singapore’s Agency for Science, Technology and Research, a statutory board under the Ministry of Trade and Industry of Singapore
“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Tianshan & Lushan Room, Level 5, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong at 10:00 a.m. on Friday, June 27, 2025, or any adjournment hereof and notice of which is set out on pages 16 to 20 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“BTI”	Bioprocessing Technology Institute, a national research institute in Singapore funded by A*STAR
“Cayman Companies Act”	the Companies Act (As Revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	Mirxes Holding Company Limited, an exempted company incorporated in the Cayman Islands with limited liability on November 17, 2020, the shares of which are listed on the Main Board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and/or deal with additional Shares (including any sale or transfer of treasury Shares out of treasury) not exceeding 20% of the number of issued Shares (excluding treasury Shares) as at the date of passing of the relevant resolution granting the Issue Mandate
“Latest Practicable Date”	May 30, 2025, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	May 23, 2025, on which the Shares were listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented or otherwise modified from time to time
“M Diagnostics”	M Diagnostics Pte. Ltd., a company incorporated in Singapore on June 12, 2020 and an indirectly wholly-owned subsidiary of the Company
“MiRXES Lab”	MiRXES Lab Pte. Ltd., a company incorporated in Singapore on June 26, 2018 and an indirectly wholly-owned subsidiary of the Company
“MiRXES Singapore”	MiRXES Pte. Ltd., a company incorporated in Singapore on March 14, 2014 and an indirectly wholly-owned subsidiary of the Company
“Nomination Committee”	the nomination committee of the Board
“PRC” or “China”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region and Taiwan solely for the purpose of this circular
“Pre-IPO Share Award Schemes”	the pre-IPO share award scheme of the Company as adopted on March 17, 2021 by way of written resolutions of the Board and Shareholders’ agreement and the pre-IPO share award scheme of the Company as adopted on June 4, 2021 by way of written resolutions of the Shareholders

DEFINITIONS

“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the number of the issued Shares (excluding treasury Shares) as at the date of passing of the relevant resolution granting the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“S\$”	Singapore dollar, the lawful currency of Singapore
“Share(s)”	ordinary share(s) in the share capital of the Company with a par value of US\$0.00001 per share
“Shareholder(s)”	holder(s) of the Shares
“Singapore”	the Republic of Singapore
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buybacks issued by the Securities and Futures Commission in Hong Kong, as amended from time to time
“treasury Shares”	has the meaning ascribed to it under the Listing Rules
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent

LETTER FROM THE BOARD



TO KNOW. TO ACT.

Mirxes Holding Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2629)

Executive Directors:

Dr. ZHOU Lihan (*Chief Executive Officer*)
Dr. ZOU Ruiyang
Mr. HO Hou Chiat, Isaac

Non-Executive Directors:

Dr. TOO Heng Phon (*Chairman*)
Dr. LE Beilin
Mr. LIU Da

Independent Non-Executive Directors:

Dr. LAM Sin Lai Judy (alias: TSUI Sin Lai Judy)
Mr. FANG Xiao
Ms. MA Andrea Lo Ling

Registered office:

89 Nexus Way
Camana Bay
Grand Cayman
KY1-9009
Cayman Islands

*Principal Place of Business
and Head Office in Singapore:*

1 Biopolis Drive
#02-02/03 Amnios
Singapore 138622

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

No. 26, 1/F, Block 2
No. 198 Bandao Middle Road
Dipu Street, Anji County
Huzhou, Zhejiang
PRC

*Principal Place of Business
in Hong Kong:*

Room 1920, 19/F
Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

June 5, 2025

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANT OF ISSUE MANDATE;
(2) PROPOSED GRANT OF REPURCHASE MANDATE;
(3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(4) PROPOSED RE-APPOINTMENT OF AUDITOR;
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you the notice of AGM and the following proposals to be put forward at the AGM: (1) grant of the general mandate to issue Shares; (2) grant of the general mandate to repurchase Shares; (3) re-election of the retiring Directors; and (4) re-appointment of auditor.

LETTER FROM THE BOARD

1. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and give discretion to the Directors, an ordinary resolution numbered 1 will be proposed at the AGM to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and/or otherwise deal with additional Shares (including any sale or transfer of treasury Shares out of treasury) not exceeding 20% of the number of issued Shares (excluding treasury Shares) as at the date of passing of the resolution in relation to the Issue Mandate.

As at the Latest Practicable Date, 276,342,331 Shares have been issued as fully paid and there is no treasury Shares held by the Company. Subject to the passing of the ordinary resolution numbered 1 at the AGM and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to issue up to a maximum of 55,268,466 Shares under the Issue Mandate.

In addition, subject to a separate approval of the ordinary resolution numbered 2, an ordinary resolution numbered 3 will be proposed at the AGM to approve that the number of Shares repurchased by the Company under the Repurchase Mandate as mentioned in the ordinary resolution numbered 2 will also be added to extend the Issue Mandate as mentioned in the ordinary resolution numbered 1 provided that such additional Shares (including any sale or transfer of treasury Shares out of treasury) shall represent up to 10% of the number of issued Shares (excluding treasury Shares) as at the date of passing the resolutions in relation to the Issue Mandate and Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any Shares pursuant to the Issue Mandate.

The Issue Mandate (including the extended Issue Mandate), if granted, shall expire up on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; and (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.

2. PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE SHARES

In order to ensure flexibility and give discretion to the Directors, an ordinary resolution numbered 2 will be proposed at the AGM to approve the grant of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the number of issued Shares (excluding treasury Shares) as at the date of passing of the relevant resolution in relation to the Repurchase Mandate.

As at the Latest Practicable Date, 276,342,331 Shares have been issued as fully paid and there is no treasury Shares held by the Company. Subject to the passing of the ordinary resolution numbered 2 and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company will be able to repurchase up to a maximum number of 27,634,233 Shares under the Repurchase Mandate. The Directors have no immediate plan to exercise the Repurchase Mandate.

LETTER FROM THE BOARD

The Repurchase Mandate, if granted, shall expire upon the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; and (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix I to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 108(a) of the Articles of Association, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement at an annual general meeting by rotation at least once every three years. Accordingly, Dr. ZHOU Lihan, Dr. ZOU Ruiyang and Dr. TOO Heng Phon shall retire at the AGM, and, being eligible, offered themselves for re-election at the AGM.

The Nomination Committee has also reviewed and considered each retiring Director's respective experience, skills and knowledge, and recommended to the Board that the re-election of all retiring Directors is proposed for Shareholders' approval at the AGM.

Details of the above retiring Directors who are subject to re-election at the AGM and their contribution to the diversity of the Board and the perspectives, skills and experience of the Board are set out in Appendix II to this circular.

4. PROPOSED RE-APPOINTMENT OF AUDITOR

In accordance with Article 176(a) of the Articles of Association, KPMG will retire as the auditor of the Company at the AGM. KPMG has indicated its willingness to be re-appointed as the auditor of the Company for the year following the close of the AGM.

An ordinary resolution will be proposed at the AGM to approve the re-appointment of KPMG as the auditor of the Company and authorize the Board to fix the remuneration of the auditor.

LETTER FROM THE BOARD

5. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, June 24, 2025 to Friday, June 27, 2025, both days inclusive, during which period, no share transfers will be registered and the record date will be on Friday, June 27, 2025. In order to qualify for attending and voting at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Monday, June 23, 2025.

6. NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 16 to 20 of this circular is the notice of the AGM at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve each of the following: (1) grant of the general mandate to issue Shares; (2) grant of the general mandate to repurchase Shares; (3) re-election of the retiring Directors; and (4) re-appointment of auditor.

7. FORM OF PROXY

A form of proxy is enclosed for use at the AGM. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.mirxes.com). Whether or not you intend to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM (i.e. before 10:00 a.m. on Wednesday, June 25, 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish. In such event, the form of proxy shall be deemed to be revoked.

8. VOTING BY POLL

As at the Latest Practicable Date, save as disclosed above, to the best of the knowledge, information and belief of the Directors after having made all reasonable inquiries, the unvested Shares held by the trust for the Pre-IPO Share Award Schemes shall abstain from voting for all the resolutions herein in accordance with relevant terms and rules of the Pre-IPO Share Award Schemes, which is 3,045,114 Shares as of the Latest Practicable Date, and no other Shareholder will be required to abstain from voting at the AGM.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules and Article 72 of the Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be decided by poll, save that the chairman of the meeting may, pursuant to the Listing Rules, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of AGM will be decided by way of a poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.

An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

9. RESPONSIBILITY STATEMENT

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

10. RECOMMENDATION

The Directors consider that each of the proposed resolutions of (1) grant of the general mandate to issue Shares; (2) grant of the general mandate to repurchase Shares; (3) re-election of the retiring Directors; and (4) re-appointment of auditor, is in the interests of the Group and the Shareholders as a whole. The Directors, therefore, recommend the Shareholders to vote in favor of all the resolutions to be proposed at the AGM.

Yours faithfully

By Order of the Board

Mirxes Holding Company Limited

Dr. ZHOU Lihan

Executive Director and Chief Executive Officer

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate:

ISSUED SHARES

As at the Latest Practicable Date, the number of issued Shares was 276,342,331 Shares which have been fully paid and there is no treasury Shares held by the Company. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 27,634,233 Shares which represent 10% of the issued Shares (excluding treasury Shares) as at the date of the AGM, during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by Shareholders in the general meeting of the Company revoking or varying such mandate.

REASONS FOR AND FUNDING OF REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares.

When exercising the Repurchase Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the share repurchases, resolve to cancel the shares repurchased following settlement of any such repurchases or hold them as treasury Shares. Shares repurchased for cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share. On the other hand, Shares repurchased and held by the Company as treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles of Association, and the laws of the Cayman Islands. Share repurchases will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

For any treasury Shares deposited with Central Clearing and Settlement System ("CCASS") pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury Shares.

Repurchase of the Shares must be financed out of funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. It is envisaged that the funds required for any repurchase would be derived from the capital paid up on the shares being repurchased and from the distributable profits of the Company and any funds legally available for such purposes in accordance with the Articles of Association and the applicable laws of the Cayman Islands.

The Directors have no immediate plan to exercise the Repurchase Mandate and would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors considers that in the event that the Repurchase Mandate to repurchase Shares were to be carried out in full at any time during the proposed purchase period, there could be adverse impact on the working capital or gearing position of the Company as compared with the positions disclosed in the audited consolidated financial statements of the Company as of December 31, 2024, being the date to which the latest published audited consolidated financial statements of the Company were made up. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing position.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their respective close associates, as defined in the Listing Rules, currently intends to sell any Shares to the Company or its subsidiaries, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

No core connected person has notified the Company that he or she has a present intention to sell any Shares to the Company or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

The Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

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 Rule 32 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. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

The Listing Rules prohibit a company from making a repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued Shares would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the period from the Listing Date to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange from the Listing Date up to and including the Latest Practicable Date were as follows:

Month	Highest Price <i>HK\$</i>	Lowest Price <i>HK\$</i>
2025		
May (since the Listing Date and up to the Latest Practicable Date)	31.05	29.00

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

The following are the particulars of the retiring Directors (as required by the Listing Rules) proposed to be re-elected at the AGM:

Biographical details and other information of the retiring Directors for re-election are set forth as follows:

Dr. ZHOU Lihan (周礪寒) (“Dr. Zhou”), aged 41, was appointed as a Director and the chief executive officer of the Company in November 2020. He was re-designated as an executive Director in July 2023. He was primarily responsible for overall guidance on the business and strategic development and global operation of the Group.

Dr. Zhou has been a director of a number of subsidiaries of the Company, among others, MiRXES Singapore, MiRXES Lab and M Diagnostics. Dr. Zhou also acted as the chief technology officer of MiRXES Singapore from May 2014 to August 2017, and has been the chief executive officer of MiRXES Singapore since September 2017.

Dr. Zhou has over 15 years of work experience in the biotechnology industry particularly in the biopharmaceutical fields. Prior to founding the Group, Dr. Zhou was a research fellow at Chemical Pharmaceutical Engineering, National University of Singapore under the Singapore-MIT Alliance from December 2008 to April 2013. Dr. Zhou worked as a research scientist at BTI, A*STAR, from May 2013 to May 2014.

Dr. Zhou has dedicated himself to developing innovative detection solutions of cancer. His early achievements include the co-development of a novel miRNA qPCR assay platform and an integrated workflow for miRNA biomarker and therapeutic target discovery. He is also the inventor or co-inventor of new technologies such as a novel reagent for gene-drug therapeutics, miRNA biomarker for the diagnosis of gastric cancer, and serum miRNA biomarker for the diagnosis of early-stage breast cancer.

Dr. Zhou obtained his Bachelor of Science degree in life sciences from National University of Singapore, Singapore, in June 2007. He obtained his Doctor of Philosophy degree from Yong Loo Lin School of Medicine, National University of Singapore, Singapore, in December 2012. Dr. Zhou was recognized by the MIT Technology Review as a member of the Innovators Under 35 in 2015. He was awarded the A*STAR Scientist-Entrepreneur Award by the Agency for Science, Technology and Research, Singapore in 2017, the EY Entrepreneur of The Year™ Singapore by Ernst & Young in 2021, the National University of Singapore Outstanding Young Alumni by National University of Singapore in 2021, the SBR Management Excellence Awards Executive of the Year (Biotechnology) by Singapore Business Review in 2021, and the Gen.T X Credit Suisse Social Impact Awards in 2022. Dr. Zhou was named the Young Business Leader of the Year at the 38th Singapore Business Awards by the Business Times in 2023.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

Dr. Zhou was previously a supervisor of the following companies which were deregistered:

Name of company	Place of establishment	Principal business activity	Date of deregistration	Status
Tianjin Weipukang Technology Co., Ltd. (天津微普康科技有限公司)	PRC	Health services	April 2, 2021	Deregistered due to members' voluntary winding up
Yizai Fangzhou (Tianjin) Technology Co., Ltd. (一裁方舟 (天津) 科技有限公司)	PRC	Health services	May 7, 2019	Deregistered due to members' voluntary winding up

Dr. Zhou confirmed that (i) there is no wrongful act on his part leading to the deregistration; (ii) he is not aware of any outstanding or potential claim that has been or will be made against him as a result of the respective deregistration; and (iii) no misconduct or misfeasance had been involved in the respective deregistration.

As of the Latest Practicable Date, Dr. Zhou was interested in 1,000,000 Shares in the capacity of a beneficial owner, representing approximately 0.36% of the issued share capital of the Company; 18,660,556 Shares in the capacity of a founder and beneficiary of a trust, representing approximately 6.75% of the issued share capital of the Company; and 15,160,000 Shares in the capacity of a founder of a trust, representing approximately 5.49% of the issued share capital of the Company.

Dr. Zhou has entered into a service contract with the Company on May 12, 2025 for a term of three years commencing from the Listing Date, which may be terminated in accordance with the terms and conditions of the service contract or by either party giving to the other not less than two months' prior notice and subject to re-election as and when required under the Articles of Association. Dr. Zhou will not receive any remuneration as director's fee.

Dr. ZOU Ruiyang (鄒瑞陽) ("Dr. Zou"), aged 39, was appointed as a Director and the chief technology officer of the Company in November 2020, and as the deputy chief executive officer of the Company in November 2022. He was re-designated as an executive Director in July 2023. He was primarily responsible for the technology and diagnostic test of the Group and overseeing operations of the subsidiaries of the Company and entities in the PRC.

Dr. Zou has also been a director of a number of subsidiaries of the Company, including among others, MiRXES Singapore, MiRXES Lab and M Diagnostics. Dr. Zou acted as the chief scientific officer of MiRXES Singapore from May 2015 to August 2017, and has been the chief technology officer of MiRXES Singapore since September 2017.

Dr. Zou has over 16 years of work experience in the biotechnology industry particularly in the biopharmaceutical field. Prior to founding the Group, Dr. Zou once worked as a research assistant at National University of Singapore and a research scientist at BTI, A*STAR.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

Dr. Zou is the inventor or co-inventor of new technologies such as method for diagnosis and prognosis of chronic heart failure, compositions and methods for expressing nucleic acid sequences, and microRNA biomarker for the diagnosis of gastric cancer.

Dr. Zou obtained his Bachelor of Engineering and Bachelor of Science degrees in molecular science and engineering from Nankai University, the PRC, and Tianjin University, the PRC, in June 2007. He obtained his Doctor of Philosophy degree from National University of Singapore under the Singapore-MIT Alliance, Singapore, in October 2014. Dr. Zou was awarded the A*STAR Scientist-Entrepreneur Award by the Agency for Science, Technology and Research, Singapore in 2017, Hangzhou Top Ten Outstanding Entrepreneurs award by the Hangzhou Human Resources and Social Security Bureau in 2019, the EY Entrepreneur of The Year™ Singapore by Ernst & Young in 2021, the SBR Management Excellence Awards Executive of the Year (Biotechnology) by Singapore Business Review in 2021, the Golden Screening Award by ZAODX in 2022, the 36Kr 2022 Global Outstanding Chinese Power 100 award by 36Kr & Kingpin Communications in 2022 and the 2022 Global 100 Outstanding Chinese Award by Forbes China in 2022.

Dr. Zou was previously a director of the following companies which were deregistered:

Name of company	Place of establishment	Principal business activity	Date of deregistration	Status
Tianjin Weipukang Technology Co., Ltd. (天津微普康科技有限公司)	PRC	Health services	April 2, 2021	Deregistered due to members' voluntary winding up
Yizai Fangzhou (Tianjin) Technology Co., Ltd. (一裁方舟 (天津) 科技有限公司)	PRC	Health services	May 7, 2019	Deregistered due to members' voluntary winding up

Dr. Zou confirmed that (i) there is no wrongful act on his part leading to the deregistration; (ii) he is not aware of any outstanding or potential claim that has been or will be made against him as a result of the respective deregistration; and (iii) no misconduct or misfeasance had been involved in the respective deregistration.

As of the Latest Practicable Date, Dr. Zou was interested in 1,000,000 Shares in the capacity of a beneficial owner, representing approximately 0.36% of the issued share capital of the Company; 17,860,556 Shares in the capacity of a founder and beneficiary of a trust, representing approximately 6.46% of the issued share capital of the Company; and 15,160,000 Shares in the capacity of a founder of a trust, representing approximately 5.49% of the issued share capital of the Company.

Dr. Zou has entered into a service contract with the Company on May 12, 2025 for a term of three years commencing from the Listing Date, which may be terminated in accordance with the terms and conditions of the service contract or by either party giving to the other not less than two months' prior notice and subject to re-election as and when required under the Articles of Association. Dr. Zou will not receive any remuneration as director's fee.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

Dr. TOO Heng Phon (朱興奮) (“Dr. Too”), aged 66, was appointed as a Director and re-designated as a non-executive Director in January 2021. Dr. Too was appointed as the Chairman of the Board in January 2021. He currently also serves as the chief scientific adviser of the Company. He is mainly responsible for participating in formulating the corporate and business strategies of the Group.

Dr. Too has over 23 years of research experience in biochemistry. He was appointed as an associate professor by National University of Singapore, Singapore in January 2016.

Dr. Too worked in National University of Singapore under the Singapore-MIT Alliance as a fellow at Mol Eng of Biol & Chem Systems from January 2001 to January 2006, and then served as the co-chair and as a fellow at Chemical Pharmaceutical Engineering from June 2006 to June 2016. Dr. Too acted as an adjunct scientist at BTI, A*STAR, from July 2010 to July 2016, and as the lead scientist at Biotransformation Innovation Platform, A*STAR, from July 2014 to July 2018.

Dr. Too obtained his associate’s degree in biochemistry from Royal College of Science, Imperial College London, the United Kingdom, in July 1982. He obtained his Doctor of Philosophy degree from Institute of Ophthalmology, the University of London, the United Kingdom, in December 1985. Dr. Too was awarded the A*STAR Scientist-Entrepreneur Award by the Agency for Science, Technology and Research, Singapore in 2017 and the President’s Technology Award by the president of Singapore in 2021.

As of the Latest Practicable Date, Dr. Too was interested in 32,419,381 Shares in the capacity of a beneficial owner, representing approximately 11.73% of the issued share capital of the Company.

Dr. Too has entered into a service contract with the Company on May 12, 2025 for a term of three years commencing from the Listing Date, which may be terminated in accordance with the terms and conditions of the service contract or by either party giving to the other not less than one month’s prior notice and subject to re-election as and when required under the Articles of Association. Dr. Too will receive an annual director’s fee of S\$60,000.

As at the Latest Practicable Date, save as disclosed above, each of the aforementioned Directors for re-election was not interested or deemed to be interest in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, none of the aforementioned Directors holds any other positions with the Company or any other member of the Group, nor has any directorships in other listed public companies in the last three years. In addition, save as disclosed above, none of the aforementioned Directors has any relationship with any other Directors, senior management or Substantial Shareholders of the Company.

Save as disclosed in this circular, there is no other matter in relation to the re-election of the aforementioned Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the aforementioned Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



TO KNOW. TO ACT.

Mirxes Holding Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2629)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of Mirxes Holding Company Limited (the “Company”) will be held at Tianshan & Lushan Room, Level 5, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong at 10:00 a.m. on Friday, June 27, 2025 or at any adjournment thereof for the following purposes:

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass, the following resolutions as ordinary resolutions:

1. To consider and, if thought fit, pass with or without modification the following resolution as ordinary resolution that:
 - (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company (including any sale or transfer of treasury shares out of treasury) or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;
 - (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the directors of the Company and shall authorize the directors of the Company during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
 - (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period (as defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to paragraph (i) of this resolution, otherwise than pursuant to:
 - (1) any Rights Issue (as defined hereinafter);

NOTICE OF ANNUAL GENERAL MEETING

- (2) the grant or exercise of any option or award under any share scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the directors of the Company, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for shares or rights to acquire shares;
- (3) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company; or
- (4) any issue of shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares, shall not exceed the aggregate of:
 - (a) 20% of the number of issued shares of the Company (excluding treasury shares) as at the date of passing this resolution; and
 - (b) if the Board is so authorized by the resolutions numbered 2 and 3, the aggregate number of shares of the Company repurchased by the Company subsequent to the passing of the resolution numbered 2 (up to a maximum equivalent to 10% of the number of issued shares of the Company (excluding treasury shares) as at the date of passing the resolution numbered 2),

and the approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

- (1) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
 - (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

NOTICE OF ANNUAL GENERAL MEETING

- (2) “Rights Issue” means an offer of shares of the Company or an issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognized regulatory body or any stock exchange applicable to the Company).
2. To consider and, if thought fit, pass with or without modification the following resolution as ordinary resolution that:
- (i) subject to paragraph (ii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognized for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities of the Stock Exchange (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
 - (ii) the aggregate number of the shares to be repurchased pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution, and the said approval shall be limited accordingly;
 - (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and
 - (iv) for the purpose of this resolution:

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

- (1) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
 - (3) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.
- 3. To consider and, if thought fit, pass with or without modification the following resolution as ordinary resolution that: conditional upon the resolutions numbered 1 and 2 set out in this notice being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company (including any sales or transfer of treasury shares out of treasury) and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 1 set out in this notice be and is hereby extended by the addition to the number of the issued shares of the Company which may be allotted or agreed conditional or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the number of the issued shares of the Company repurchased by the Company under the authority granted pursuant to the resolution numbered 2 set out in this notice, provided that such extended amount shall represent up to 10% of the number of issued shares of the Company (excluding treasury shares) as at the date of passing of the said resolutions.
- 4.
 - (A) To re-elect Dr. ZHOU Lihan as an executive director of the Company.
 - (B) To re-elect Dr. ZOU Ruiyang as an executive director of the Company.
 - (C) To re-elect Dr. TOO Heng Phon as a non-executive director of the Company.
- 5. To re-appoint KPMG as the auditor of the Company and to authorize the board of directors of the Company to determine the remuneration of the auditor of the Company.

By Order of the Board
Mirxes Holding Company Limited
Dr. ZHOU Lihan

Executive Director and Chief Executive Officer

Hong Kong, June 5, 2025

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) Unless specifically indicated, details of the resolutions are set out in the circular of the Company dated June 5, 2025. Terms used therein shall have the same meanings as defined in the circular.
- (ii) A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.
- (iii) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but not less than 48 hours before the time appointed for holding the AGM (i.e. before 10:00 a.m. on Wednesday, June 25, 2025) or any adjournment thereof. Return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting if they so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iv) All persons who are registered holders of shares of the Company at the close of business (Hong Kong time) on Friday, June 27, 2025 will be entitled to attend and vote at the meeting.
- (v) Where there are joint holders of any Shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares will alone be entitled to vote in respect thereof.
- (vi) The register of members of the Company will be closed from Tuesday, June 24, 2025 to Friday, June 27, 2025, both days inclusive, in order to determine the eligibility of shareholders to attend and vote at the AGM, during which period no share transfers will be registered and the record date will be on Friday, June 27, 2025. To be eligible to attend the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Monday, June 23, 2025.
- (vii) Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the AGM.
- (viii) In respect of the resolutions numbered 1, 2 and 3 above, the directors of the Company wish to state that they have no immediate plans to repurchase any Shares or issue any new securities pursuant to the relevant mandate.
- (ix) In respect of the resolution numbered 2 above, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate and for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix I to the circular of the Company dated June 5, 2025.
- (x) The resolution numbered 3 will be proposed to the shareholders for approval provided that the resolutions numbered 1 and 2 are passed by the shareholders of the Company.
- (xi) With reference to the resolution numbered 4 above, Dr. ZHOU Lihan, Dr. ZOU Ruiyang and Dr. TOO Heng Phon shall retire and being eligible, offered themselves for re-election at the AGM. Details of the above retiring directors are set out in Appendix II to the circular of the Company dated June 5, 2025.

As of the date of this notice, the Board comprises (i) Dr. ZHOU Lihan, Dr. ZOU Ruiyang and Mr. HO Hou Chiat, Isaac as executive Directors; (ii) Dr. TOO Heng Phon, Dr. LE Beilin and Mr. LIU Da as non-executive Directors; and (iii) Dr. LAM Sin Lai Judy, Mr. FANG Xiao and Ms. MA Andrea Lo Ling as independent non-executive Directors.