
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Antengene Corporation 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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ANTENGENE

— 德琪医药 —

Antengene Corporation Limited

德琪醫藥有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6996)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of **Antengene Corporation Limited** to be held at Suites 1206-1209, Block B, Zhongshan SOHO Plaza, 1065 West Zhongshan Road, Changning District, Shanghai, PRC on Wednesday, June 1, 2022 at 10:30 a.m., at which, among other things, the above proposals will be considered, is set out on pages 15 to 19 of this circular.

Whether or not you intend to attend the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

PRECAUTIONARY MEASURES FOR THE AGM

To safeguard the health and safety of the Shareholders, the Company will implement the following precautionary measures at the AGM to prevent the spreading of the COVID-19:

- (1) compulsory body temperature checks and health declaration for all attendees, including Directors and Shareholders at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius and/or exhibiting flu-like symptoms will be denied entry into the AGM venue and be requested to leave the AGM venue;
- (2) every attendee will be required to wear a surgical facial mask throughout the AGM and maintain a safe distance between seats. Please note that no masks will be provided at the AGM venue and attendees should wear their own masks; and
- (3) the Company will not provide refreshments and will not distribute corporate gifts.

In light of the continuing risks posed by the COVID-19, the Company encourages the Shareholders to consider appointing the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

April 20, 2022

SPECIAL ARRANGEMENT FOR THE AGM

Shareholders will be able to view and listen to the AGM through a live webcast from 10:30 a.m. until the completion of the AGM on June 1, 2022 on a computer, tablet or any browser enabled device. Shareholders who attend the AGM online will not be counted to the quorum of the AGM. Shareholders will need to complete the following steps to be able to access the live webcast of the AGM of the Company:

ACCESSING PROCEEDINGS OF THE AGM BY ZOOM

For Shareholders who would like to view and listen to the AGM live webcast, you will need to register by sending an email to ir@antengene.com by providing personal particulars as follows:

- (a) Full name;
- (b) Registered Address;
- (c) Number of Shares held (with relevant supporting documents);
- (d) Contact Telephone Number; and
- (e) Email Address,

no later than 10:30 a.m. on May 30, 2022 (being not less than forty-eight (48) hours before the time appointed for holding the AGM) to enable the Company to verify the Shareholders' status. Authenticated Shareholders will receive an email confirmation no later than 10:30 a.m. on May 30, 2022 (being not less than forty-eight (48) hours before the time appointed for holding the AGM) which contains a link to join the live webcast of the AGM.

Please keep the link in safe custody for use at the AGM and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the link.

VOTE BY APPOINTING A PROXY

All resolutions at the AGM will be decided on a poll. If you wish to vote on any resolution at the AGM, you are strongly recommended to appoint the chairman of the AGM as your proxy to exercise your right to vote at the AGM in accordance with your instructions. Alternatively, you may attend the AGM and vote in person.

The proxy form has been posted to Shareholders together with the Circular. The proxy form can be downloaded from the section of "Investor Relations" of the Company's website (<https://www.antengene.com/>) or the website of the Stock Exchange (www.hkexnews.hk). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of a proxy.

SPECIAL ARRANGEMENT FOR THE AGM

The proxy form should be returned to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time for holding the AGM.

QUESTIONS FROM SHAREHOLDERS

Shareholders may submit any questions they may have in advance in relation to any resolution set out in the Notice of AGM by 10:30 a.m. on May 30, 2022 (being not less than forty-eight (48) hours before the date appointed for holding the AGM) via email to ir@antengene.com providing personal particulars as follows for verification purposes:

- (a) Full name;
- (b) Registered Address;
- (c) Number of Shares held;
- (d) Contact Telephone Number; and
- (e) Email Address.

ATTENDANCE AT THE VENUE OF THE AGM

In view of the ongoing COVID-19 pandemic, the Company will implement necessary preventive measures at the Meetings to protect the attending Shareholders and other attendees from the risk of infection.

- (i) The Company will take the body temperature of the intended attendees and refuse entry of those with a temperature of 37.4 degree Celsius or above.
- (ii) Attendees are requested to observe good personal hygiene at all times at the venue of the Meetings and alcohol rubs or hand sanitiser will be provided for use.
- (iii) Attendees must wear face-masks throughout the Meetings and sit at a distance from other attendees and those not wearing face-masks may be denied entry to the venue of the Meetings. Please note that no masks will be provided at the venue of the Meetings and attendees should bring and wear their own masks.
- (iv) No distribution of corporate gift or refreshment.
- (v) Attendees who do not comply with the precautionary measures (i) to (iii) above or been found to have the symptom(s) of an upper respiratory system disease or shall be quarantined may be denied entry to the venue of the Meetings at the absolute discretion of the Company as permitted by law.

SPECIAL ARRANGEMENT FOR THE AGM

CHANGES TO ARRANGEMENTS

We are closely monitoring the impact of COVID-19 in the PRC. Should any changes be made to the AGM arrangements, we will notify Shareholders via an announcement posted on the Company's website (<https://www.antengene.com>) and the website of the Stock Exchange (www.hkexnews.hk).

If Shareholders have any questions relating to the AGM, please contact the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Suites 1206-1209, Block B, Zhongshan SOHO Plaza, 1065 West Zhongshan Road, Changning District, Shanghai, PRC on Wednesday, June 1, 2022 at 10:30 a.m., notice of which is set out on pages 15 to 19 of this circular and any adjournment thereof
“Articles”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961) of the Cayman Islands, as amended, consolidated or otherwise modified from time to time
“Company”	Antengene Corporation Limited, an exempted company incorporated in the Cayman Islands on August 28, 2018 with limited liability whose Shares are listed on the Main Board of the Stock Exchange (Stock Code: 6996)
“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 People’s Republic of China
“Issuing Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate

DEFINITIONS

“Latest Practicable Date”	April 14, 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	the date on which dealings in the Shares on the Stock Exchange first commenced, being November 20, 2020
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination and Corporate Governance Committee”	the nomination and corporate governance committee of the Company
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Share(s)”	the ordinary share(s) of US\$0.0001 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time
“%”	per cent

LETTER FROM THE BOARD



ANTENGENE

— 德琪医药 —

Antengene Corporation Limited

德琪醫藥有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6996)

Executive Directors:

Dr. Jay Mei (*Chairman and
Chief Executive Officer*)

Mr. John F. Chin

Dr. Kevin Patrick Lynch

Mr. Donald Andrew Lung

Non-executive Directors:

Mr. Yilun Liu

Dr. Kan Chen

Independent Non-executive Directors:

Mr. Mark J. Alles

Ms. Jing Qian

Mr. Sheng Tang

Registered Office:

PO Box 309, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Principal place of business

in Hong Kong:

Room No. 901, 9th Floor, Nan Fung Tower

88 Connaught Road Central and

173 Des Voeux Road Central

Hong Kong

April 20, 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the information in respect of the resolutions to be proposed at the AGM to seek approval of the Shareholders in respect of, among other matters, (i) the granting to the Directors of the Issuing Mandate and the Repurchase Mandate; and (ii) the re-election of Directors, and to give you notice and seek your approval of the resolutions to these matters in the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES

In order to ensure greater flexibility for the Company to issue new Shares, an ordinary resolution no. 4 will be proposed at the AGM to grant to the Directors a general mandate to exercise the powers of the Company to allot and issue new Shares in the share capital of the Company of up to 20% of the total number of Shares in issue as at the date of the passing of the resolution in relation to such general mandate. As at the Latest Practicable Date, the Company had 664,383,144 Shares in issue. Subject to the passing of the ordinary resolution no. 4 and on the basis that there is no change to the number of issued Shares before the AGM, the Company will be allowed to issue a maximum of 132,876,629 Shares. In addition, subject to a separate approval of the ordinary resolution no. 6, the number of Shares bought back by the Company under the ordinary resolution no. 5 will also be added to the general mandate as mentioned in the ordinary resolution no. 4. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to such general mandate.

In addition, an ordinary resolution will be proposed at the AGM to approve the general mandate to the Directors to exercise the powers of the Company to repurchase Shares, representing up to 10% of the total number of Shares in issue as at the date of the passing of the resolution in relation to such general mandate.

Each of the Issuing Mandate and the Repurchase Mandate will expire at 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 or any applicable law of the Cayman Islands to be held; or
- (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

RE-ELECTION OF DIRECTORS

In accordance with Article 16.19 of the Articles, 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 at every annual general meeting and, being eligible, offer themselves for re-election. Accordingly, Mr. John F. Chin, Dr. Kevin Patrick Lynch, and Mr. Donald Andrew Lung will retire and be subject to re-election at the AGM.

LETTER FROM THE BOARD

In accordance with Article 16.2 of the Articles, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Mr. Yilun Liu will retire and be subject to re-election at the AGM.

None of the Directors proposed for re-election at the AGM has an unexpired service contract/appointment letter which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

PROCEDURE AND PROCESS FOR NOMINATION OF DIRECTORS

The Nomination and Corporate Governance Committee will recommend to the Board for the appointment of a Director including an independent non-executive Director in accordance with the following selection criteria and nomination procedures:

- (a) identify individuals who are suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regard to the Company's Board diversity policy, the requirements in the Articles, the Listing Rules and applicable laws and regulations, and the relevant candidates' contributions to the Board in terms of qualifications, skills, experience, independence and gender diversity;
- (b) assess the independence of independent non-executive Directors to determine their eligibility with reference to the factors set out in Rule 3.13 of the Listing Rules and any other factors deemed appropriate by the Nomination and Corporate Governance Committee or the Board. If a proposed independent non-executive Director will be holding his or her seventh (or more) listed company directorship, to assess his or her ability to devote sufficient time to the Board matters; and
- (c) develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship, including but not limited to evaluating the balance of skills, knowledge and experience on the Board, and in light of this evaluation prepare a description of the role and capabilities required for a particular appointment.

LETTER FROM THE BOARD

RECOMMENDATION OF THE NOMINATION AND CORPORATE GOVERNANCE COMMITTEE

The Nomination and Corporate Governance Committee has considered the extensive experience of each of the Directors proposed to be re-elected respectively, their working profiles and other experience and factors as set out in their biographical details in Appendix II to this circular. The Nomination and Corporate Governance Committee is satisfied that each of the Directors proposed to be re-elected has the required character, integrity and experience to continuously fulfil his or her roles as a Director, respectively and effectively. The Board believed that their re-elections as Directors would be in the best interests of the Company and its Shareholders as a whole.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the identity of the Shareholders entitled to attend and vote at the AGM, the register of members of the Company will be closed from Friday, May 27, 2022 to Wednesday, June 1, 2022, both dates inclusive, during which period no transfer of Shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Thursday, May 26, 2022.

NOTICE OF AGM

Set out on pages 15 to 19 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the granting of the Issuing Mandate and the Repurchase Mandate and the re-election of Directors.

FORM OF PROXY

A form of proxy for use at the AGM is enclosed herewith. Whether or not you intend to attend the AGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

VOTES TAKEN BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll.

RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the granting of the Issuing Mandate and the Repurchase Mandate, and the re-election of Directors to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of such resolutions at the AGM.

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.

Yours faithfully,
By order of the Board
Antengene Corporation Limited
Dr. Jay Mei
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit a company whose primary listing is on the Stock Exchange to repurchase its shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of Shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 664,383,144 Shares. Subject to the passing of the ordinary resolution for repurchase of Shares and on the basis that no new Shares will be issued or repurchased up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 66,438,314 Shares, representing 10% of the existing issued Shares as at the Latest Practicable Date.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASE OF SHARES

Any repurchase of securities of the Company would be funded entirely from the cash flow or working capital available to the Company, and will, in any event, be made out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorized by its Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorized by the Articles and subject to the provisions of the Companies Law, out of capital.

5. MATERIAL ADVERSE IMPACT

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 financial statements of the Company for the year ended December 31, 2021 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months immediately prior to the Latest Practicable Date were as follows:

	Highest price	Lowest price
	<i>HK\$</i>	<i>HK\$</i>
Month		
2021		
April	18.30	15.90
May	17.68	15.60
June	20.30	15.70
July	20.15	13.30
August	15.18	11.50
September	14.68	10.10
October	11.40	10.02
November	13.06	10.10
December	11.92	9.50
2022		
January	10.00	5.41
February	6.68	5.60
March	7.60	5.17
April (up to the Latest Practicable Date)	8.41	6.37

7. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same 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 pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

8. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If on exercise of the powers of repurchase 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 for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Dr. Jay Mei ("**Dr. Mei**") held 175,927,994 Shares through Meiland Pharma Tech Limited ("**Meiland**"), which is wholly-owned by Horsham Angel Investment Limited ("**Horsham Angel**"), representing approximately 26.48% of the total number of Shares in issue. Horsham Angel is owned by Dr. Mei as to 16.48%, AM & Beyond Trust, a trust created by Dr. Mei for the benefit of his children, as to 8.52%, and the JAY MEI 2020 GRAT, a trust created by Dr. Mei for the benefit of himself and his immediate family members, as to 75%. Dr. Mei is the grantor of the AM & Beyond Trust and the trustee, the grantor and one of the beneficiaries of the JAY MEI 2020 GRAT. Accordingly, each of Horsham Angel and Dr. Mei is deemed to be interested in the total number of Shares held by Meiland.

In the event that the Directors exercised the Repurchase Mandate in full (assuming no new Shares are issued), the shareholding of Dr. Mei will be increased to approximately 29.42% of the total number of Shares in issue. To the best knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent that, under the circumstances, there would be insufficient public float as prescribed under the Listing Rules.

9. SHARE PURCHASE MADE BY THE COMPANY

The Company had purchased its Shares on the Stock Exchange during the six months immediately preceding the Latest Practicable Date, the details of which were as follows:

Date of repurchase	Number of Shares repurchased	Repurchase price	
		Highest HK\$	Lowest HK\$
October 25, 2021	100,000	10.58	10.44
October 26, 2021	190,000	10.56	10.46
October 27, 2021	190,000	10.24	10.18
October 28, 2021	190,000	10.28	10.16
October 29, 2021	190,000	10.42	10.28
November 1, 2021	290,000	10.56	10.14
November 2, 2021	100,000	10.40	10.30
November 3, 2021	190,000	10.38	10.12
November 4, 2021	190,000	10.76	10.36
November 5, 2021	100,000	10.74	10.50
November 8, 2021	190,000	10.62	10.40
November 9, 2021	100,000	10.64	10.52
November 10, 2021	100,000	10.56	10.36
November 11, 2021	100,000	10.62	10.50
November 18, 2021	14,500	12.00	11.98
November 24, 2021	150,000	12.48	12.32
November 29, 2021	160,000	12.24	12.06
November 30, 2021	160,000	12.08	11.94
December 1, 2021	250,000	11.90	10.98
December 2, 2021	160,000	11.10	10.80
December 3, 2021	160,000	10.90	10.66
December 6, 2021	350,000	10.80	10.50
December 7, 2021	200,000	10.66	10.42
December 15, 2021	200,000	10.54	10.18
December 16, 2021	187,000	10.26	10.08
December 20, 2021	300,000	9.96	9.63
December 21, 2021	200,000	9.78	9.54
December 30, 2021	100,000	9.72	9.61
December 31, 2021	100,000	9.94	9.69
January 4, 2022	200,000	9.61	9.43
January 5, 2022	300,000	9.38	9.18
January 6, 2022	200,000	9.29	9.07
January 7, 2022	200,000	9.18	9.08
January 13, 2022	200,000	9.18	9.08
January 14, 2022	200,000	9.38	9.16
	6,211,500		

The following set out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Articles.

EXECUTIVE DIRECTORS

Mr. John F. Chin, MBA, aged 56, was appointed as the CBO on January 2, 2020 and as an executive Director on August 18, 2020. Mr. Chin has been in charge of the overall business development and commercial strategy and planning of our Group since he joined us.

Mr. Chin started his career at Merck, Sharp, and Dohme Corp in 1990 and later joined Bristol-Myers Squibb (a company listed on the New York Stock Exchange with stock code BMY.NYSE) in January 1992 to July 1998, holding a number of sales and training positions at BMS. Since October 1998, he served in a number of positions at Aventis Pharmaceutical Holdings Inc. (“**Aventis**”) (before the merger in 1999, Rhône-Poulenc Rorer), including associate product manager, product manager, senior product manager for oncology and regional sales director for oncology. From January 2005 to January 2020, Mr. Chin served in a number of positions at Celgene (now part of Bristol-Myers Squibb (a company listed on the New York Stock Exchange with stock code BMY.NYSE)), including senior director for corporate account management, executive director for corporate account management, executive director for U.S. marketing, regional general manager for Latin America and general manager for China.

Mr. Chin received his Bachelor’s degree in science from the University of Arizona in December 1989. He also obtained his Master’s degree in business administration from Pepperdine University in April 1998.

Mr. Chin has entered a service contract with the Company which the initial term of his service contract shall be three years commencing from the date of his appointment until 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. Pursuant to the service contracts entered with the Company, Mr. Chin will not receive any remuneration as Director’s fee.

As at the Latest Practicable Date, Mr. Chin is interested in long position of 135,496 Shares and 1,380,000 underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance (“**SFO**”).

Dr. Kevin Patrick Lynch, M.D., aged 57, was appointed as the Chief Medical Officer (CMO) in March 2021 and an executive Director on June 18, 2021. The appointment followed an 18-month period as Consultant Chief Medical Expert to Antengene. Dr. Lynch has been in charge of the overall medical development and strategic planning of our Group since he joined us full-time.

Dr. Lynch has almost 30 years of experience in R&D in the pharmaceutical industry and a strong track record in clinical development and medical affairs. He was vice President at Celgene between 2011 and 2019 where he led the clinical development and medical affairs in Europe (2011-2014) and Asia-Pacific (2014-2019). Before that, he was the Medical Director of Oncology at Novartis Pharmaceuticals Australia. Dr. Lynch has closely involved in early to late clinical development of multiple transformational cancer therapies, including Glivec[®], Tasigna[®], Zometa[®], Femara[®], Revlimid[®], Pomalyst[®], and Vidaza[®].

Dr. Lynch has entered a service contract with the Company which the initial term of the service contract shall be three years commencing from the date of appointment until 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. Pursuant to the service contracts entered with the Company, Dr. Lynch will not receive any remuneration as Director's fee.

As at the Latest Practicable Date, Dr. Lynch is deemed to be interested in 320,000 underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Donald Andrew Lung (龍振國), J.D., MBA, aged 40, was appointed as the Chief Financial Officer (CFO) of the Company on June 8, 2020 and an executive Director on June 18, 2021. Mr. Lung has been in charge of the overall finance of our Group since he joined us.

Mr. Lung has over 16 years of experience in investment banking and public equities. From June 2004 to November 2008, Mr. Lung worked at Goldman Sachs (Asia) L.L.C. He was then engaged in the asset management business at Pine River Capital Management from August 2012 to June 2017 and at Myriad Asset Management Limited from August 2017 to August 2019. From October 2019 to June 2020, Mr. Lung worked as a portfolio manager at BFAM Partners (Hong Kong) Limited.

Mr. Lung received his Bachelor of Arts degree in economics and political science from Yale University in May 2004. He also obtained a Master's degree in business administration and a Juris Doctor degree from The Chinese University of Hong Kong, both in November 2015.

Mr. Lung will enter a service contract with the Company which the initial term of the service contract shall be three years commencing from the date of appointment until 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. Pursuant to the service contracts entered with the Company, Mr. Lung will not receive any remuneration as Director's fee.

As at the Latest Practicable Date, Mr. Lung is deemed to be interested in 3,500,000 underlying shares of the Company within the meaning of Part XV of the SFO.

NON-EXECUTIVE DIRECTOR

Mr. Yilun Liu (劉逸倫), MBA, aged 36, was appointed as a non-executive Director on December 16, 2021. Mr. Liu is primarily responsible for participating in formulating our Company's corporate and business strategies.

Mr. Liu has been a Director of Keymed Biosciences Inc. (康諾亞生物醫藥科技有限公司) since March 3, 2021, and was re-designated as a non-executive Director on April 3, 2021. He participates in decision-making in respect of major matters such as corporate and business strategies. Mr. Liu has experience working in the financial industry, including serving as the head of special situation at Anatole Investment Management Limited (晨曦投資管理有限公司). Since April 2018, Mr. Liu has been an executive director at Boyu Capital.

Mr. Liu received his bachelor of science degree in marketing from Fudan University (復旦大學) in the PRC in July 2009. He then obtained his master of business administration degree from Columbia Business School in May 2015.

Mr. Liu has entered a service contract with the Company which the initial term of his service contract shall be three years commencing from the date of his appointment until 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. Pursuant to the service contracts entered into with the Company, the non-executive Directors will receive no remuneration as Director's fee.

As at the Latest Practicable Date, Mr. Liu did not have any interests in Shares or underlying Shares within the meaning of Part XV of the SFO.

OTHER INFORMATION

Save as disclosed herein, to the best knowledge of the Company, none of the Directors who stands for re-election (i) holds any directorships in other listed public companies in Hong Kong or overseas in the last three years; (ii) holds any other positions with the Company and its subsidiaries; and (iii) has any other relationships with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

In addition, as far as the Directors are aware, there is no other matter concerning the aforementioned retiring Directors that needs to be brought to the attention of the Shareholders and there is no information relating to these Directors 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



ANTENGENE

— 德琪医药 —

Antengene Corporation Limited 德琪醫藥有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6996)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of Antengene Corporation Limited (the “**Company**”) will be held at Suites 1206-1209, Block B, Zhongshan SOHO Plaza, 1065 West Zhongshan Road, Changning District, Shanghai, People’s Republic of China on Wednesday, June 1, 2022 at 10:30 a.m. to consider and, if thought fit, transact the following businesses:

ORDINARY RESOLUTIONS

1. To approve the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and auditor of the Company for the year ended December 31, 2021.
2.
 - (i) To re-elect Mr. John F. Chin as an executive Director.
 - (ii) To re-elect Dr. Kevin Patrick Lynch as an executive Director.
 - (iii) To re-elect Mr. Donald Andrew Lung as an executive Director.
 - (iv) To re-elect Mr. Yilun Liu as a non-executive Director.
 - (v) To authorize the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
3. To re-appoint Ernst & Young as auditor of the Company and to authorize the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions with or without amendments:

“THAT:

- (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of US\$0.0001 each in the share capital of the Company (the “**Shares**”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an 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 (the “**Articles**”); shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose 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 or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (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, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) or those of any other recognized stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose 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 or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution.”

Yours faithfully,
By order of the Board
Antengene Corporation Limited
Dr. Jay Mei
Chairman

Hong Kong, April 20, 2022

Notes:

1. For the purpose of determining the identity of the Shareholders entitled to attend and vote at the AGM, the register of members of the Company will be closed from Friday, May 27, 2022 to Wednesday, June 1, 2022, both dates inclusive, during which period no transfer of Shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Thursday, May 26, 2022.
2. A member of the Company entitled to attend and vote at the AGM is entitled to appoint one or, if he or she is the holder of two or more Shares, more proxies to attend and vote instead of him or her. A proxy need not be a member of the Company.
3. In the case of joint holders of Shares in the Company, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members of the Company.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the AGM.
5. With respect to resolution numbered 2 in this notice, Mr. John F. Chin, Dr. Kevin Patrick Lynch, Mr. Donald Andrew Lung and Mr. Yilun Liu shall retire from office of directorship and shall offer themselves for re-election in accordance with the Articles. Details of their information which are required to be disclosed under the Listing Rules are set out in Appendix II to the circular of the Company dated April 20, 2022.

NOTICE OF ANNUAL GENERAL MEETING

6. To safeguard the health and safety of the Shareholders, the Company will implement the following precautionary measures at the AGM to prevent the spreading of the COVID-19:
- (i) compulsory body temperature checks and health declaration for all attendees, including Directors and Shareholders at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius and/or exhibiting flu-like symptoms will be denied entry into the AGM venue and be requested to leave the AGM venue;
 - (ii) every attendee will be required to wear a surgical facial mask throughout the AGM and maintain a safe distance between seats. Please note that no masks will be provided at the AGM venue and attendees should wear their own masks; and
 - (iii) the Company will not provide refreshments and will not distribute corporate gifts.

In light of the continuing risks posed by the COVID-19, the Company encourages the Shareholders to consider appointing the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

As at the date of this notice, the Board comprises Dr. Jay Mei, Mr. John F. Chin, Dr. Kevin Patrick Lynch and Mr. Donald Andrew Lung as executive Directors; Mr. Yilun Liu and Dr. Kan Chen as non-executive Directors; and Mr. Mark J. Alles, Ms. Jing Qian and Mr. Sheng Tang as independent non-executive Directors.